
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 20, 2015

Navient Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36228
(Commission
File Number)

46-4054283
(I.R.S. Employer
Identification No.)

123 Justison Street, Wilmington, Delaware
(Address of principal executive offices)

19801
(Zip Code)

Registrant's telephone number, including area code: (302) 283-8000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 20, 2015, Navient Corporation issued a press release announcing its financial results for the quarter ended September 30, 2015. A copy of the press release is furnished as Exhibit 99.1 hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release, dated October 20, 2015.

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAVIENT CORPORATION

Date: October 20, 2015

By: /s/ Somsak Chivavibul
Somsak Chivavibul
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release, dated October 20, 2015.

* Furnished herewith.



NEWS RELEASE

For immediate release

Navient Reports Third-Quarter 2015 Financial Results

Private Education Loan Charge-Offs Decline \$31 Million from Prior Quarter

Repurchases \$175 Million of Common Shares during the Quarter

Completes Conversion of \$4.9 Billion of FFELP Loans

Acquires Xtend, a Health Care Payments Company

WILMINGTON, Del., October 20, 2015 — Navient (Nasdaq: NAVI) today released third-quarter 2015 financial results that include a decline in private education loan charge-offs of \$31 million from the prior quarter, common share repurchases of \$175 million and the completed conversion of \$4.9 billion of FFELP loans to Navient's servicing system.

"This quarter delivers solid performance on a number of fronts, including reduced private credit charge-offs and the successful conversion of nearly \$5 billion in FFELP loans onto our servicing platform," said Jack Remondi, president and CEO, Navient. "We also repurchased 12.1 million shares in the quarter through our stock repurchase program, announced cleanup call provisions on seven ABS trusts and provided investors with additional data on the usage of repayment plans. Our market-leading performance in federal loan default prevention continues with a 38 percent lower cohort default rate. Consistent with our strategy to leverage our core capabilities, we've expanded our asset recovery and business services to the attractive health care payments sector. We remain focused on creating value for our shareholders and are working aggressively to capture the opportunity presented by today's markets."

For the third-quarter 2015, GAAP net income was \$237 million (\$0.63 diluted earnings per share), compared with \$359 million (\$0.85 diluted earnings per share) for the year-ago quarter.

Core earnings for the quarter were \$174 million (\$0.47 diluted earnings per share), compared with \$218 million (\$0.52 diluted earnings per share) for the year-ago quarter. The decrease is primarily the result of a \$69 million reduction in net interest income. Third-quarter 2015 operating expenses totaled \$228 million, including \$8 million (\$0.01 diluted earnings per share) of regulatory-related costs and \$11 million (\$0.02 diluted earnings per share) of one-time conversion costs to move \$4.9 billion of FFELP loans to our servicing system.

Navient reports core earnings because management makes its financial decisions based on such measures. The changes in GAAP net income are impacted by the same core earnings items discussed below, as well as changes in net income attributable to (1) the financial results attributable to the operations of the consumer banking business prior to the April 30, 2014 spin-off of Navient from SLM Corporation, and related restructuring and reorganization expense incurred in connection with the spin-off, (2) unrealized, mark-to-market gains/losses on derivatives and (3) goodwill and acquired intangible asset amortization and impairment. These items are recognized in GAAP results but have not been included in core earnings results. Third-quarter 2015 GAAP results included gains of \$108 million from derivative accounting treatment that are excluded from core earnings results, compared with gains of \$226 million in the year-ago period. See "Differences between Core Earnings and GAAP" for a complete reconciliation between GAAP net income and core earnings.

Federally Guaranteed Student Loans (FFELP)

In its FFELP loans segment, Navient acquires and finances FFELP loans.

Core earnings for the segment were \$70 million in third-quarter 2015, compared with the year-ago quarter's \$79 million. This decrease was primarily the result of a \$28 million decrease in net interest income due to a decline in the net interest margin. This was partially offset by a decline in expenses.

The company acquired \$1.1 billion of FFELP loans in the third-quarter 2015 for a total of \$2.9 billion of FFELP loans acquired year to date. At Sept. 30, 2015, Navient held \$98.5 billion of FFELP loans, compared with \$97.7 billion of FFELP loans held at Sept. 30, 2014.

Private Education Loans

In its private education loans segment, Navient acquires, finances and services private education loans.

Core earnings for the segment were \$77 million in third-quarter 2015, compared with the year-ago quarter's \$98 million. This decrease is primarily the result of a \$42 million decrease in net interest income due to a decline in the balance of the portfolio and the net interest margin.

Core earnings third-quarter 2015 private education loan portfolio results vs. third-quarter 2014 are as follows:

- Delinquencies of 90 days or more of 3.4 percent of loans in repayment, unchanged from the year-ago quarter.
- Total delinquencies of 7.4 percent of loans in repayment, down from 7.9 percent.
- Annualized charge-off rate of 2.3 percent of average loans in repayment, unchanged from the year-ago quarter.
- Net interest margin of 3.77 percent, down from 3.96 percent.
- Provision for private education loan losses of \$117 million, down from \$130 million.

At Sept. 30, 2015, Navient held \$27.3 billion of private education loans, compared with \$30.5 billion of private education loans held at Sept. 30, 2014.

Business Services

Navient's business services segment includes revenue primarily from servicing and asset recovery activities.

Business services core earnings were \$79 million in third-quarter 2015, compared with \$85 million in the year-ago quarter. The decrease in core earnings was primarily the result of \$11 million of one-time conversion costs to move \$4.9 billion of FFELP loans to our servicing system.

The company services student loans for more than 12 million customers, including 6.3 million customers on behalf of the U.S. Department of Education (ED).

Subsequent to quarter end, Navient acquired Xtend Healthcare, a health care payments company based in Hendersonville, Tenn, with the transaction closing earlier today. The firm provides health insurance claims billing and account resolution, as well as patient billing and customer service to more than 130 hospitals. The acquisition leverages Navient's asset recovery and business process outsourcing capabilities into the attractive health care payments sector.

Operating Expenses

Third-quarter 2015 core earnings operating expenses were \$228 million, compared with \$195 million in the year-ago quarter. This \$33 million increase over the year-ago quarter was primarily due to operating costs related to Gila LLC, which was acquired in first-quarter 2015, incremental third-party servicing expenses related to an \$8.5 billion loan acquisition in fourth-quarter 2014 (including \$11 million of one-time conversion costs to move \$4.9 billion of FFELP loans to our servicing system) and \$8 million in regulatory-related costs.

Funding and Liquidity

During the third-quarter 2015, Navient issued \$700 million in private education loan asset-backed securities (ABS) and funded cleanup call options related to seven FFELP ABS trusts and \$852 million of bonds through conduit facilities. Additionally, the company amended the transaction agreements for 16 Navient-sponsored securitization trusts backed by federally guaranteed student loans. The amendments give Navient the option (in addition to the existing 10 percent cleanup call option) to purchase trust student loans aggregating up to 10 percent of the trust's initial pool balance.

Shareholder Distributions

In the third-quarter 2015, Navient paid a common stock dividend of \$0.16 per share.

Navient repurchased 12.1 million shares of common stock for \$175 million in the third quarter of 2015. The shares were repurchased under the company's January 2015 share repurchase program which authorizes up to \$1 billion of share repurchases. As of Sept. 30, 2015, the remaining repurchase authority was \$225 million. Navient repurchased 9.5 million shares of common stock for \$167 million in the year-ago quarter.

Navient reports financial results on a GAAP basis and also provides certain core earnings performance measures. The difference between the company's core earnings and GAAP results for the periods presented were attributable to (1) the financial results attributable to the operations of the consumer banking business prior to the spin-off of Navient from SLM Corporation on April 30, 2014, and related restructuring and reorganization expense incurred in connection with the spin-off, including the restructuring initiated in the second quarter of 2015, (2) unrealized, mark-to-market gains/losses on derivatives and (3) goodwill and acquired intangible asset amortization and impairment. These items are recognized in GAAP but have not been included in core earnings results. Navient provides core earnings measures because this is what management uses when making management decisions regarding the company's performance and the allocation of corporate resources. In addition, Navient's equity investors, credit rating agencies and debt capital providers use these core earnings measures to monitor the company's business performance. See "Core Earnings" — Definition and Limitations" for a further discussion and a complete reconciliation between GAAP net income and core earnings.

Definitions for capitalized terms in this release can be found in Navient's Annual Report on Form 10-K for the year ended December 31, 2014 (filed with the SEC on February 27, 2015). Certain reclassifications have been made to the balances as of and for the three and nine months ended Sept. 30, 2014, to be consistent with classifications adopted for 2015, and had no effect on net income, total assets or total liabilities.

Navient will host an earnings conference call tomorrow, Oct. 21, at 8 a.m. EDT. Navient executives will be on hand to discuss various highlights of the quarter and to answer questions related to the company's performance. To participate, join a live audio webcast at navient.com/investors or dial 855-838-4156 (USA and Canada) or dial 267-751-3600 (international) and use access code 52405925 starting at 7:45 a.m. EDT.

Presentation slides for the conference call, as well as additional information about the company's loan portfolios, operating segments and other details, may be accessed at www.navient.com/investors under the webcasts tab.

A replay of the conference call will be available approximately two hours after the call's conclusion through Nov. 4 at navient.com/investors or by dialing 855-859-2056 (USA and Canada) or 404-537-3406 (international) with access code 52405925.

This press release contains "forward-looking statements" and information based on management's current expectations as of the date of this release. Statements that are not historical facts, including statements about the company's beliefs, opinions or expectations and statements that assume or are dependent upon future events, are forward-looking statements. Forward-looking statements are subject to risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those reflected in such forward-looking statements. These factors include, among others, the risks and uncertainties set forth in Item 1A "Risk Factors" and elsewhere in Navient's Annual Report on Form 10-K for the year ended Dec. 31, 2014 and subsequent filings with the Securities and Exchange Commission; increases in financing costs; limits on liquidity; increases in costs associated with compliance with laws and regulations; changes in accounting standards and the impact of related changes in significant accounting estimates; any adverse outcomes in any significant litigation to which the company is a party; credit risk associated with the company's exposure to third parties, including counterparties to the company's derivative transactions; risks inherent in the government contracting environment, including the possible loss of government contracts and potential civil and criminal penalties as a result of governmental investigations or audits; and changes in the terms of student loans and the educational credit marketplace (including changes resulting from new laws and the implementation of existing

laws). The company could also be affected by, among other things: changes in its funding costs and availability; reductions to its credit ratings or the credit ratings of the United States of America; failures of its operating systems or infrastructure, or those of third-party vendors; risks related to cybersecurity including the potential disruption of its systems or potential disclosure of confidential customer information; damage to its reputation; failures to successfully implement cost-cutting initiatives and adverse effects of such initiatives on its business; failures or delays in the planned conversion to Navient's servicing platform of the Wells Fargo portfolio of FFELP loans or any other FFELP or private education loan portfolio acquisitions; risks associated with restructuring initiatives; risks associated with the April 30, 2014 separation of Navient and SLM Corporation into two distinct, publicly traded companies, including failure to achieve the expected benefits of the separation; changes in the demand for educational financing or in financing preferences of lenders, educational institutions, students and their families; changes in law and regulations with respect to the student lending business and financial institutions generally; increased competition including from banks, other consumer lenders and other loan servicers; the creditworthiness of its customers; changes in the general interest rate environment, including the rate relationships among relevant money-market instruments and those of its earning assets versus its funding arrangements; changes in general economic conditions; the company's ability to successfully effectuate any acquisitions and other strategic initiatives; and changes in the demand for debt management services. The preparation of the company's consolidated financial statements also requires management to make certain estimates and assumptions including estimates and assumptions about future events. These estimates or assumptions may prove to be incorrect. All forward-looking statements contained in this release are qualified by these cautionary statements and are made only as of the date of this release. The company does not undertake any obligation to update or revise these forward-looking statements to conform the statement to actual results or changes in its expectations.

About Navient

As the nation's leading loan management, servicing and asset recovery company, Navient (Nasdaq: NAVI) helps customers navigate the path to financial success. Servicing more than \$300 billion in student loans, the company supports the educational and economic achievements of more than 12 million Americans. A growing number of government and higher education clients rely on Navient for proven solutions to meet their financial goals. Learn more at navient.com.

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Spin-Off of Navient

On April 30, 2014, the spin-off of Navient from SLM Corporation (the “Spin-Off”) was completed and Navient became an independent, publicly traded company focused on loan management, servicing and asset recovery. The separation was completed through the distribution of 100 percent of the outstanding shares of Navient common stock, on the basis of one share of Navient common stock for each share of SLM Corporation common stock. SLM Corporation continues operation as a separate publicly traded company and includes Sallie Mae Bank, its Private Education Loan originations business and the Private Education Loans the bank held at the time of the separation.

Due to the relative significance of Navient to SLM Corporation prior to the Spin-Off, for financial reporting purposes, Navient is treated as the “accounting spinor” and therefore is the “accounting successor” to SLM Corporation as constituted prior to the Spin-Off, notwithstanding the legal form of the Spin-Off. Since Navient is the accounting successor, the historical financial statements of SLM Corporation prior to the Spin-Off, are the historical financial statements of Navient. As a result, the GAAP financial results reported in this earnings release include the historical financial results of SLM Corporation prior to the Spin-Off on April 30, 2014 (i.e., such consolidated results include both the loan management, servicing and asset recovery business (Navient) and the consumer banking business (“SLM BankCo”)) and reflect the deemed distribution of SLM BankCo to SLM Corporation’s stockholders on April 30, 2014. See ““Core Earnings” — Definitions and Limitations” for a discussion of the exclusion of the pre-Spin-Off financial results of the consumer banking business from our “Core Earnings” results.

Selected Historical Financial Information and Ratios

(In millions, except per share data)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
GAAP Basis					
Net income attributable to Navient Corporation	\$ 237	\$ 182	\$ 359	\$ 711	\$ 885
Diluted earnings per common share attributable to Navient Corporation	\$.63	\$.47	\$.85	\$ 1.83	\$ 2.05
Weighted average shares used to compute diluted earnings per share	375	387	423	389	429
Net interest margin, FFELP Loans	1.20%	1.19%	1.32%	1.21%	1.30%
Net interest margin, Private Education Loans	3.68%	3.52%	3.91%	3.64%	4.13%
Return on assets	.70%	.53%	1.05%	.69%	.83%
Ending FFELP Loans, net	\$ 98,468	\$ 100,264	\$ 97,707	\$ 98,468	\$ 97,707
Ending Private Education Loans, net	27,323	28,107	30,476	27,323	30,476
Ending total student loans, net	\$ 125,791	\$ 128,371	\$ 128,183	\$ 125,791	\$ 128,183
Average FFELP Loans	\$ 99,367	\$ 101,305	\$ 98,736	\$ 101,415	\$ 101,113
Average Private Education Loans	28,383	29,207	31,179	29,225	34,617
Average total student loans	\$ 127,750	\$ 130,512	\$ 129,915	\$ 130,640	\$ 135,730
“Core Earnings” Basis⁽¹⁾					
Net income attributable to Navient Corporation	\$ 174	\$ 154	\$ 218	\$ 523	\$ 601
Diluted earnings per common share attributable to Navient Corporation	\$.47	\$.40	\$.52	\$ 1.34	\$ 1.40
Weighted average shares used to compute diluted earnings per share	375	387	423	389	429
Net interest margin, FFELP Loans	.81%	.81%	.93%	.83%	.89%
Net interest margin, Private Education Loans	3.77%	3.55%	3.96%	3.68%	3.96%
Return on assets	.52%	.45%	.64%	.51%	.58%
Ending FFELP Loans, net	\$ 98,468	\$ 100,264	\$ 97,707	\$ 98,468	\$ 97,707
Ending Private Education Loans, net	27,323	28,107	30,476	27,323	30,476
Ending total student loans, net	\$ 125,791	\$ 128,371	\$ 128,183	\$ 125,791	\$ 128,183
Average FFELP Loans	\$ 99,367	\$ 101,305	\$ 98,736	\$ 101,415	\$ 100,498
Average Private Education Loans	28,383	29,207	31,179	29,225	31,369
Average total student loans	\$ 127,750	\$ 130,512	\$ 129,915	\$ 130,640	\$ 131,867

⁽¹⁾ “Core Earnings” are non-GAAP financial measures and do not represent a comprehensive basis of accounting. For a greater explanation of “Core Earnings,” see the section titled “Core Earnings” — Definition and Limitations” and subsequent sections.

FFELP Loan Segment Performance Metrics — “Core Earnings”

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
FFELP Loan spread	.90%	.91%	1.02%	.92%	.98%
Net interest margin	.81%	.81%	.93%	.83%	.89%
Provision for loan losses	\$ 7	\$ 7	\$ 10	\$ 19	\$ 30
Charge-offs	\$ 12	\$ 9	\$ 14	\$ 28	\$ 51
Charge-off rate	.06%	.05%	.08%	.05%	.09%
Total delinquency rate	15.9%	15.8%	15.1%	15.9%	15.1%
Greater than 90-day delinquency rate	8.5%	8.4%	7.6%	8.5%	7.6%
Forbearance rate	14.7%	15.9%	16.8%	14.7%	16.8%

Private Education Loan Segment Performance Metrics — “Core Earnings”

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Private Education Loan spread	3.88%	3.66%	4.06%	3.81%	4.05%
Net interest margin	3.77%	3.55%	3.96%	3.68%	3.96%
Provision for loan losses	\$ 117	\$ 191	\$ 130	\$ 428	\$ 411
Net adjustment resulting from the change in the charge-off rate ⁽¹⁾	\$ —	\$ 330	\$ —	\$ 330	\$ —
Net charge-offs remaining	148	179	158	517	543
Total net charge-offs	\$ 148	\$ 509	\$ 158	\$ 847	\$ 543
Net charge-offs as a percentage of average loans in repayment, excluding the net adjustment resulting from the change in the charge-off rate (annualized) ⁽¹⁾	2.3%	2.7%	2.3%	2.6%	2.7%
Net adjustment resulting from the change in the charge-off rate as a percentage of average loans in repayment (annualized) ⁽¹⁾	—%	5.1%	—%	1.7%	—%
Total delinquency rate	7.4%	6.8%	7.9%	7.4%	7.9%
Greater than 90-day delinquency rate	3.4%	3.3%	3.4%	3.4%	3.4%
Forbearance rate	4.0%	3.7%	4.4%	4.0%	4.4%
Loans in repayment with more than 12 payments made	93.8%	93.0%	90.5%	93.8%	90.5%
Cosigner rate	65%	65%	64%	65%	64%
Average FICO	718	719	718	718	718

⁽¹⁾ In the second quarter of 2015, the portion of the loan amount charged off at default increased from 73 percent to 79 percent. This did not impact the provision for loan losses as previously this had been reserved through the allowance for loan losses. This change resulted in a \$330 million reduction to the balance of the receivable for partially charged-off loans.

Business Services Segment Performance Metrics — “Core Earnings”

(Dollars in billions)	As of		
	September 30, 2015	June 30, 2015	September 30, 2014
Number of accounts serviced for ED (in millions)	6.3	6.1	6.1
Total federal loans serviced	\$ 289	\$ 281	\$ 277
Contingent collections receivables inventory:			
Student loans	\$ 10.6	\$ 11.0	\$ 13.3
Other	15.2	9.1	2.7
Total contingent collections receivables inventory	\$ 25.8	\$ 20.1	\$ 16.0

Results of Operations

We present the results of operations below first on a consolidated basis in accordance with GAAP. Following our discussion of consolidated earnings results on a GAAP basis, we present our results on a segment basis. We have four business segments: FFELP Loans, Private Education Loans, Business Services and Other. Since these segments operate in distinct business environments and we manage and evaluate the financial performance of these segments using non-GAAP financial measures, these segments are presented on a “Core Earnings” basis (see “Core Earnings” — Definition and Limitations”).

GAAP Statements of Income (Unaudited)

(In millions, except per share data)	Quarters Ended			September 30, 2015 vs. June 30 2015		September 30, 2015 vs. September 30, 2014	
	September 30, 2015	June 30, 2015	September 30, 2014	Increase (Decrease)		Increase (Decrease)	
				\$	%	\$	%
Interest income:							
FFELP Loans	\$ 630	\$ 626	\$ 638	\$ 4	1%	\$ (8)	(1)%
Private Education Loans	444	434	490	10	2	(46)	(9)
Other loans	1	2	2	(1)	(50)	(1)	(50)
Cash and investments	2	2	2	—	—	—	—
Total interest income	1,077	1,064	1,132	13	1	(55)	(5)
Total interest expense	524	515	508	9	2	16	3
Net interest income	553	549	624	4	1	(71)	(11)
Less: provisions for loan losses	123	198	140	(75)	(38)	(17)	(12)
Net interest income after provisions for loan losses	430	351	484	79	23	(54)	(11)
Other income (loss):							
Gains on sales of loans and investments	—	7	—	(7)	(100)	—	—
Gains (losses) on derivative and hedging activities, net	20	(18)	108	38	211	(88)	(81)
Servicing revenue	76	106	81	(30)	(28)	(5)	(6)
Asset recovery revenue	85	99	65	(14)	(14)	20	31
Gains on debt repurchases	—	—	—	—	—	—	—
Other income	—	7	34	(7)	(100)	(34)	(100)
Total other income (loss)	181	201	288	(20)	(10)	(107)	(37)
Expenses:							
Operating expenses	228	225	195	3	1	33	17
Goodwill and acquired intangible asset impairment and amortization expense	3	3	2	—	—	1	50
Restructuring and other reorganization expenses	—	29	14	(29)	(100)	(14)	(100)
Total expenses	231	257	211	(26)	(10)	20	9
Income from continuing operations, before income tax expense	380	295	561	85	29	(181)	(32)
Income tax expense	144	113	200	31	27	(56)	(28)
Net income from continuing operations	236	182	361	54	30	(125)	(35)
Income (loss) from discontinued operations, net of tax expense (benefit)	1	—	(2)	1	100	3	150
Net income	237	182	359	55	30	(122)	(34)
Less: net loss attributable to noncontrolling interest	—	—	—	—	—	—	—
Net income attributable to Navient Corporation	237	182	359	55	30	(122)	(34)
Preferred stock dividends	—	—	—	—	—	—	—
Net income attributable to Navient Corporation common stock	\$ 237	\$ 182	\$ 359	\$ 55	30%	\$ (122)	(34)%
Basic earnings per common share attributable to Navient Corporation	\$.64	\$.48	\$.87	\$.16	33%	\$ (.23)	(26)%
Diluted earnings per common share attributable to Navient Corporation	\$.63	\$.47	\$.85	\$.16	34%	\$ (.22)	(26)%
Dividends per common share attributable to Navient Corporation	\$.16	\$.16	\$.15	\$ —	—%	\$.01	7%

GAAP Statements of Income (Unaudited)

<u>(In millions, except per share data)</u>	<u>Nine Months Ended</u> <u>September 30,</u>		<u>Increase</u> <u>(Decrease)</u>	
	<u>2015</u>	<u>2014</u>	<u>\$</u>	<u>%</u>
Interest income:				
FFELP Loans	\$ 1,892	\$ 1,916	\$ (24)	(1)%
Private Education Loans	1,335	1,673	(338)	(20)
Other loans	5	7	(2)	(29)
Cash and investments	6	7	(1)	(14)
Total interest income	<u>3,238</u>	<u>3,603</u>	<u>(365)</u>	<u>(10)</u>
Total interest expense	<u>1,553</u>	<u>1,550</u>	<u>3</u>	<u>—</u>
Net interest income	<u>1,685</u>	<u>2,053</u>	<u>(368)</u>	<u>(18)</u>
Less: provisions for loan losses	446	490	(44)	(9)
Net interest income after provisions for loan losses	<u>1,239</u>	<u>1,563</u>	<u>(324)</u>	<u>(21)</u>
Other income (loss):				
Gains on sales of loans and investments	12	—	12	100
Gains (losses) on derivative and hedging activities, net	73	161	(88)	(55)
Servicing revenue	258	217	41	19
Asset recovery revenue	273	308	(35)	(11)
Gains on debt repurchases	—	—	—	—
Other income	15	49	(34)	(69)
Total other income (loss)	<u>631</u>	<u>735</u>	<u>(104)</u>	<u>(14)</u>
Expenses:				
Operating expenses	683	773	(90)	(12)
Goodwill and acquired intangible asset impairment and amortization expense	7	7	—	—
Restructuring and other reorganization expenses	32	102	(70)	(69)
Total expenses	<u>722</u>	<u>882</u>	<u>(160)</u>	<u>(18)</u>
Income from continuing operations, before income tax expense	<u>1,148</u>	<u>1,416</u>	<u>(268)</u>	<u>(19)</u>
Income tax expense	<u>438</u>	<u>530</u>	<u>(92)</u>	<u>(17)</u>
Net income from continuing operations	<u>710</u>	<u>886</u>	<u>(176)</u>	<u>(20)</u>
Income (loss) from discontinued operations, net of tax expense (benefit)	<u>1</u>	<u>(1)</u>	<u>2</u>	<u>200</u>
Net income	<u>711</u>	<u>885</u>	<u>(174)</u>	<u>(20)</u>
Less: net loss attributable to noncontrolling interest	—	—	—	—
Net income attributable to Navient Corporation	<u>711</u>	<u>885</u>	<u>(174)</u>	<u>(20)</u>
Preferred stock dividends	—	6	(6)	(100)
Net income attributable to Navient Corporation common stock	<u>\$ 711</u>	<u>\$ 879</u>	<u>\$(168)</u>	<u>(19)%</u>
Basic earnings per common share attributable to Navient Corporation	<u>\$ 1.86</u>	<u>\$ 2.09</u>	<u>\$(.23)</u>	<u>(11)%</u>
Diluted earnings per common share attributable to Navient Corporation	<u>\$ 1.83</u>	<u>\$ 2.05</u>	<u>\$(.22)</u>	<u>(11)%</u>
Dividends per common share attributable to Navient Corporation	<u>\$.48</u>	<u>\$.45</u>	<u>\$.03</u>	<u>7%</u>

GAAP Balance Sheet (Unaudited)

<u>(In millions, except share and per share data)</u>	September 30, 2015	June 30, 2015	September 30, 2014
Assets			
FFELP Loans (net of allowance for losses of \$84, \$89 and \$92, respectively)	\$ 98,468	\$ 100,264	\$ 97,707
Private Education Loans (net of allowance for losses of \$1,505, \$1,533 and \$1,959, respectively)	27,323	28,107	30,476
Cash and investments	1,990	2,257	2,564
Restricted cash and investments	4,296	3,950	3,683
Goodwill and acquired intangible assets, net	544	546	371
Other assets	5,045	5,096	5,544
Total assets	<u>\$ 137,666</u>	<u>\$ 140,220</u>	<u>\$ 140,345</u>
Liabilities			
Short-term borrowings	\$ 2,816	\$ 2,951	\$ 5,994
Long-term borrowings	128,293	130,387	127,669
Other liabilities	2,670	2,949	2,526
Total liabilities	<u>133,779</u>	<u>136,287</u>	<u>136,189</u>
Commitments and contingencies			
Equity			
Common stock, par value \$0.01 per share; 1.125 billion shares authorized: 430 million, 430 million and 425 million shares, respectively, issued	4	4	4
Additional paid-in capital	2,964	2,954	2,880
Accumulated other comprehensive income (loss), net of tax expense (benefit)	(82)	(26)	8
Retained earnings	2,251	2,072	1,521
Total Navient Corporation stockholders' equity before treasury stock	5,137	5,004	4,413
Less: Common stock held in treasury: 68 million, 56 million and 15 million shares, respectively	(1,254)	(1,075)	(257)
Total Navient Corporation stockholders' equity	3,883	3,929	4,156
Noncontrolling interest	4	4	—
Total equity	3,887	3,933	4,156
Total liabilities and equity	<u>\$ 137,666</u>	<u>\$ 140,220</u>	<u>\$ 140,345</u>

Consolidated Earnings Summary — GAAP basis

Three Months Ended September 30, 2015 Compared with Three Months Ended September 30, 2014

For the three months ended September 30, 2015, net income was \$237 million, or \$0.63 diluted earnings per common share, compared with net income of \$359 million, or \$0.85 diluted earnings per common share, for the three months ended September 30, 2014. The decrease in net income was primarily due to a \$71 million decline in net interest income, an \$88 million decrease in net gains on derivative and hedging activities, a \$34 million decrease in other income and a \$33 million increase in operating expenses. This was partially offset by a \$17 million decrease in the provision for loan losses, a \$20 million increase in asset recovery revenue and a \$14 million decrease in restructuring and other reorganization expenses.

The primary contributors to each of the identified drivers of changes in net income for the current quarter compared with the year-ago quarter are as follows:

- Net interest income decreased by \$71 million, primarily due to a reduction in Private Education Loan net interest income resulting from a decline in the loan balance and net interest margin, as well as a reduction in the net interest margin on the FFELP Loans.
- Provisions for loan losses decreased \$17 million primarily as a result of the overall improvement in Private Education Loans' credit quality, delinquency and charge-off trends leading to decreases in expected future charge-offs.
- Net gains on derivative and hedging activities decreased \$88 million. The primary factors affecting the change were interest rate and foreign currency fluctuations, which primarily affected the valuations of our Floor Income Contracts, basis swaps and foreign currency hedges during each period. Valuations of derivative instruments fluctuate based upon many factors including changes in interest rates, credit risk, foreign currency fluctuations and other market factors. As a result, net gains and losses on derivative and hedging activities may continue to vary significantly in future periods.
- Asset recovery revenue increased \$20 million primarily as a result of higher asset recovery volume and revenue from Gila LLC, acquired in first-quarter 2015.
- Other income decreased \$34 million primarily due to a reduction in foreign currency translation gains. The foreign currency translation gains relate to a portion of our foreign currency denominated debt that does not receive hedge accounting treatment. These gains were partially offset by the "gains (losses) on derivative and hedging activities, net" line item on the income statement related to the derivatives used to economically hedge these debt instruments.
- Operating expenses increased \$33 million. This increase was primarily due to operating costs related to Gila LLC, which was acquired in first-quarter 2015, incremental third-party servicing expenses related to an \$8.5 billion loan acquisition in fourth-quarter 2014 (including \$11 million of one-time conversion costs to move \$4.9 billion of FFELP Loans to our servicing system) and increased regulatory-related costs.
- Restructuring and other reorganization expenses decreased from \$14 million in the year-ago quarter to \$0 million. The year-ago quarter's expenses were primarily related to third-party costs incurred in connection with the Spin-Off.

We repurchased 12.1 million shares and 9.5 million shares of our common stock during the three months ended September 30, 2015 and 2014, respectively, as part of our common share repurchase program. Primarily as a result of ongoing common share repurchases, our average outstanding diluted shares decreased by 48 million common shares from the year-ago quarter.

Nine Months Ended September 30, 2015 Compared with Nine Months Ended September 30, 2014

For the nine months ended September 30, 2015, net income was \$711 million, or \$1.83 diluted earnings per common share, compared with net income of \$885 million, or \$2.05 diluted earnings per common share, for the nine months ended September 30, 2014. The decrease in net income was primarily due to a \$368 million decline in net interest income, an \$88 million decrease in net gains on derivative and hedging activities, a \$35 million decrease in asset recovery revenue and a \$34 million decrease in other income. This was partially offset by a \$44 million decrease in the provision for loan losses, a \$41 million increase in servicing revenue, a \$90 million decrease in operating expenses and a \$70 million decrease in restructuring and other reorganization expenses.

The primary contributors to each of the identified drivers of changes in net income for the current nine-month period compared with the year-ago nine-month period are as follows:

- Net interest income decreased by \$368 million, of which \$186 million related to the deemed distribution of SLM BankCo on April 30, 2014. Also contributing to the decrease was a reduction in Private Education Loan net interest income due to a decline in the loan balance and net interest margin, as well as a reduction in the net interest margin on the FFELP Loans.
- Provisions for loan losses declined \$44 million, of which \$49 million related to the deemed distribution of SLM BankCo on April 30, 2014, partially offset by an increase to the Private Education Loan provision as a result of an increase in the amount of loans exiting deferment status in 2014 over prior years and those loans experiencing unfavorable credit trends compared to loans that exited deferment in prior years. This issue resulted in the second-quarter 2015 Private Education Loan provision being elevated at \$191 million versus \$117 million for third-quarter 2015 and \$120 million for first-quarter 2015.
- Net gains on derivative and hedging activities decreased \$88 million. The primary factors affecting the change were interest rate and foreign currency fluctuations, which primarily affected the valuations of our Floor Income Contracts, basis swaps and foreign currency hedges during each period. Valuations of derivative instruments fluctuate based upon many factors including changes in interest rates, credit risk, foreign currency fluctuations and other market factors. As a result, net gains and losses on derivative and hedging activities may continue to vary significantly in future periods.
- Servicing revenue increased \$41 million primarily as a result of increasing our recovery expectation on previously assessed late fees, as well as a general increase in third-party servicing revenue, primarily related to servicing for ED.
- Asset recovery revenue decreased \$35 million primarily as a result of the Bipartisan Budget Act (the “Budget Act”) enacted on December 26, 2013 and effective on July 1, 2014, which reduced the amount paid to Guarantor agencies for defaulted FFELP Loans that are rehabilitated. This legislative reduction in fees represents \$78 million of the decrease in asset recovery revenue. This reduction was partially offset by higher asset recovery volume and revenue from Gila LLC, acquired in first-quarter 2015.
- Other income decreased \$34 million due in part to a reduction in foreign currency translation gains. The foreign currency translation gains relate to a portion of our foreign currency denominated debt that does not receive hedge accounting treatment. These gains were partially offset by the “gains (losses) on derivative and hedging activities, net” line item on the income statement related to the derivatives used to economically hedge these debt instruments.
- In the first quarter of 2014, we recorded \$103 million of expenses related to the settlement of regulatory matters. Excluding these expenses, operating expenses increased \$13 million. This increase was primarily due to operating costs related to Gila LLC, which was acquired in first-quarter 2015, incremental third-party servicing expenses related to an \$8.5 billion loan acquisition in fourth-quarter 2014 (including \$11 million of one-time conversion costs to move \$4.9 billion of FFELP Loans to our servicing system) and increased regulatory-related costs. This was partially offset by \$63 million related to the deemed distribution of SLM BankCo on April 30, 2014.

- Restructuring and other reorganization expenses decreased \$70 million, from \$102 million to \$32 million. The year-ago period's expenses were primarily related to third-party costs incurred in connection with the Spin-Off. During the prior quarter, the Company launched a restructuring initiative to simplify and streamline its management structure post-Spin-Off to improve the operating efficiency and effectiveness of the organization, and as a result recorded \$29 million of restructuring expense primarily related to expected severance and other related costs.

We repurchased 41.9 million shares and 21.7 million shares of our common stock during the nine months ended September 30, 2015 and 2014, respectively, as part of our common share repurchase program. Primarily as a result of ongoing common share repurchases, our average outstanding diluted shares decreased by 40 million common shares from the year-ago period.

“Core Earnings” — Definition and Limitations

We prepare financial statements and present financial results in accordance with GAAP. However, we also evaluate our business segments and present financial results on a basis that differs from GAAP. We refer to this different basis of presentation as “Core Earnings.” We provide this “Core Earnings” basis of presentation on a consolidated basis for each business segment because this is what we review internally when making management decisions regarding our performance and how we allocate resources. We also refer to this information in our presentations with credit rating agencies, lenders and investors. Because our “Core Earnings” basis of presentation corresponds to our segment financial presentations, we are required by GAAP to provide “Core Earnings” disclosure in the notes to our consolidated financial statements for our business segments.

“Core Earnings” are not a substitute for reported results under GAAP. We use “Core Earnings” to manage each business segment because “Core Earnings” reflect adjustments to GAAP financial results for three items, discussed below, that are either related to the Spin-Off or create significant volatility mostly due to timing factors generally beyond the control of management. Accordingly, we believe that “Core Earnings” provide management with a useful basis from which to better evaluate results from ongoing operations against the business plan or against results from prior periods. Consequently, we disclose this information because we believe it provides investors with additional information regarding the operational and performance indicators that are most closely assessed by management. When compared to GAAP results, the three items we remove to result in our “Core Earnings” presentations are:

1. The financial results attributable to the operations of SLM BankCo prior to the Spin-Off and related restructuring and reorganization expense incurred in connection with the Spin-Off, including the restructuring expenses related to the restructuring initiative launched in second-quarter 2015 to simplify and streamline the Company’s management structure post-Spin-Off. For GAAP purposes, Navient reflected the deemed distribution of SLM BankCo on April 30, 2014. For “Core Earnings,” we exclude the consumer banking business as if it had never been a part of Navient’s historical results prior to the deemed distribution of SLM BankCo on April 30, 2014;
2. Unrealized mark-to-market gains/losses resulting from our use of derivative instruments to hedge our economic risks that do not qualify for hedge accounting treatment or do qualify for hedge accounting treatment but result in ineffectiveness; and
3. The accounting for goodwill and acquired intangible assets.

While GAAP provides a uniform, comprehensive basis of accounting, for the reasons described above, our “Core Earnings” basis of presentation does not. “Core Earnings” are subject to certain general and specific limitations that investors should carefully consider. For example, there is no comprehensive, authoritative guidance for management reporting. Our “Core Earnings” are not defined terms within GAAP and may not be comparable to similarly titled measures reported by other companies. Accordingly, our “Core Earnings” presentation does not represent a comprehensive basis of accounting. Investors, therefore, may not be able to compare our performance with that of other financial services companies based upon “Core Earnings.” “Core Earnings” results are only meant to supplement GAAP results by providing additional information regarding the operational and performance indicators that are most closely used by management, our board of directors, credit rating agencies, lenders and investors to assess performance.

Quarter Ended September 30, 2015

(Dollars in millions)							Adjustments		Total Adjustments ⁽²⁾	Total GAAP
	FFELP Loans	Private Education Loans	Business Services	Other	Eliminations ⁽¹⁾	Total "Core Earnings"	Reclassifications	Additions/ (Subtractions)		
Interest income:										
Student loans	\$ 526	\$ 444	\$ —	\$ —	\$ —	\$ 970	\$ 164	\$ (60)	\$ 104	\$ 1,074
Other loans	—	—	—	1	—	1	—	—	—	1
Cash and investments	2	—	—	—	—	2	—	—	—	2
Total interest income	528	444	—	1	—	973	164	(60)	104	1,077
Total interest expense	317	170	—	26	—	513	11	—	11	524
Net interest income (loss)	211	274	—	(25)	—	460	153	(60)	93	553
Less: provisions for loan losses	7	117	—	(1)	—	123	—	—	—	123
Net interest income (loss) after provisions for loan losses	204	157	—	(24)	—	337	153	(60)	93	430
Other income (loss):										
Gains on sales of loans and investments	—	—	—	—	—	—	—	—	—	—
Servicing revenue	16	5	161	—	(106)	76	—	—	—	76
Asset recovery revenue	—	—	85	—	—	85	—	—	—	85
Gains on debt repurchases	—	—	—	—	—	—	—	—	—	—
Other income (loss)	—	—	2	3	—	5	(153)	168	15	20
Total other income (loss)	16	5	248	3	(106)	166	(153)	168	15	181
Expenses:										
Direct operating expenses	109	39	123	9	(106)	174	—	—	—	174
Overhead expenses	—	—	—	54	—	54	—	—	—	54
Operating expenses	109	39	123	63	(106)	228	—	—	—	228
Goodwill and acquired intangible asset impairment and amortization	—	—	—	—	—	—	—	3	3	3
Restructuring and other reorganization expenses	—	—	—	—	—	—	—	—	—	—
Total expenses	109	39	123	63	(106)	228	—	3	3	231
Income (loss) from continuing operations, before income tax expense (benefit)	111	123	125	(84)	—	275	—	105	105	380
Income tax expense (benefit) ⁽³⁾	41	46	46	(31)	—	102	—	42	42	144
Net income (loss) from continuing operations	70	77	79	(53)	—	173	—	63	63	236
Income (loss) from discontinued operations, net of tax expense (benefit)	—	—	—	1	—	1	—	—	—	1
Net income (loss)	\$ 70	\$ 77	\$ 79	\$ (52)	\$ —	\$ 174	\$ —	\$ 63	\$ 63	\$ 237

(1) The eliminations in servicing revenue and direct operating expense represent the elimination of intercompany servicing revenue where the Business Services segment performs the loan servicing function for the FFELP Loans segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Quarter Ended September 30, 2015			
	Net Impact from Spin-Off of SLM BankCo	Net Impact of Derivative Accounting	Net Impact of Acquired Intangibles	Total
Net interest income after provisions for loan losses	\$ —	\$ 93	\$ —	\$ 93
Total other income (loss)	—	15	—	15
Operating expenses	—	—	—	—
Goodwill and acquired intangible asset impairment and amortization	—	—	3	3
Restructuring and other reorganization expenses	—	—	—	—
Total "Core Earnings" adjustments to GAAP	\$ —	\$ 108	\$ (3)	105
Income tax expense	—	—	—	42
Net income	—	—	—	\$ 63

(3) Income taxes are based on a percentage of net income before tax for the individual reportable segment.

Quarter Ended June 30, 2015

(Dollars in millions)	Quarter Ended June 30, 2015						Adjustments		Total GAAP	
	FFELP Loans	Private Education Loans	Business Services	Other	Eliminations ⁽¹⁾	Total "Core Earnings"	Reclassifications	Additions/ (Subtractions)		Total Adjustments ⁽²⁾
Interest income:										
Student loans	\$ 522	\$ 434	\$ —	\$ —	\$ —	\$ 956	\$ 163	\$ (59)	\$ 104	\$ 1,060
Other loans	—	—	—	2	—	2	—	—	—	2
Cash and investments	1	—	—	1	—	2	—	—	—	2
Total interest income	523	434	—	3	—	960	163	(59)	104	1,064
Total interest expense	309	171	—	28	—	508	7	—	7	515
Net interest income (loss)	214	263	—	(25)	—	452	156	(59)	97	549
Less: provisions for loan losses	7	191	—	—	—	198	—	—	—	198
Net interest income (loss) after provisions for loan losses	207	72	—	(25)	—	254	156	(59)	97	351
Other income (loss):										
Gains on sales of loans and investments	7	—	—	—	—	7	—	—	—	7
Servicing revenue	45	6	163	—	(108)	106	—	—	—	106
Asset recovery revenue	—	—	99	—	—	99	—	—	—	99
Gains on debt repurchases	—	—	—	—	—	—	—	—	—	—
Other income (loss)	—	—	—	3	—	3	(156)	142	(14)	(11)
Total other income (loss)	52	6	262	3	(108)	215	(156)	142	(14)	201
Expenses:										
Direct operating expenses	112	43	117	6	(108)	170	—	—	—	170
Overhead expenses	—	—	—	55	—	55	—	—	—	55
Operating expenses	112	43	117	61	(108)	225	—	—	—	225
Goodwill and acquired intangible asset impairment and amortization	—	—	—	—	—	—	—	3	3	3
Restructuring and other reorganization expenses	—	—	—	—	—	—	—	29	29	29
Total expenses	112	43	117	61	(108)	225	—	32	32	257
Income (loss) from continuing operations, before income tax expense (benefit)	147	35	145	(83)	—	244	—	51	51	295
Income tax expense (benefit) ⁽³⁾	54	13	54	(31)	—	90	—	23	23	113
Net income (loss) from continuing operations	93	22	91	(52)	—	154	—	28	28	182
Income (loss) from discontinued operations, net of tax expense (benefit)	—	—	—	—	—	—	—	—	—	—
Net income (loss)	\$ 93	\$ 22	\$ 91	\$ (52)	\$ —	\$ 154	\$ —	\$ 28	\$ 28	\$ 182

(1) The eliminations in servicing revenue and direct operating expense represent the elimination of intercompany servicing revenue where the Business Services segment performs the loan servicing function for the FFELP Loans segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Quarter Ended June 30, 2015			
	Net Impact from Spin-Off of SLM BankCo	Net Impact of Derivative Accounting	Net Impact of Acquired Intangibles	Total
Net interest income after provisions for loan losses	\$ —	\$ 97	\$ —	\$ 97
Total other income	—	(14)	—	(14)
Operating expenses	—	—	—	—
Goodwill and acquired intangible asset impairment and amortization	—	—	3	3
Restructuring and other reorganization expenses	29	—	—	29
Total "Core Earnings" adjustments to GAAP	\$ (29)	\$ 83	\$ (3)	51
Income tax expense	—	—	—	23
Net income	—	—	—	\$ 28

(3) Income taxes are based on a percentage of net income before tax for the individual reportable segment.

Quarter Ended September 30, 2014

(Dollars in millions)						Total "Core Earnings"	Adjustments			Total GAAP
	FFELP Loans	Private Education Loans	Business Services	Other	Eliminations ⁽¹⁾		Reclassifications	Additions/ (Subtractions)	Total Adjustments ⁽²⁾	
Interest income:										
Student loans	\$ 531	\$ 490	\$ —	\$ —	\$ —	\$ 1,021	\$ 167	\$ (60)	\$ 107	\$ 1,128
Other loans	—	—	—	2	—	2	—	—	—	2
Cash and investments	1	—	—	1	—	2	—	—	—	2
Total interest income	532	490	—	3	—	1,025	167	(60)	107	1,132
Total interest expense	293	174	—	29	—	496	10	2	12	508
Net interest income (loss)	239	316	—	(26)	—	529	157	(62)	95	624
Less: provisions for loan losses	10	130	—	—	—	140	—	—	—	140
Net interest income (loss) after provisions for loan losses	229	186	—	(26)	—	389	157	(62)	95	484
Other income (loss):										
Gains on sales of loans and investments	—	—	—	—	—	—	—	—	—	—
Servicing revenue	16	10	167	—	(112)	81	—	—	—	81
Asset recovery revenue	—	—	65	—	—	65	—	—	—	65
Gains on debt repurchases	—	—	—	—	—	—	—	—	—	—
Other income (loss)	—	—	3	8	—	11	(157)	288	131	142
Total other income (loss)	16	10	235	8	(112)	157	(157)	288	131	288
Expenses:										
Direct operating expenses	118	40	98	3	(112)	147	—	—	—	147
Overhead expenses	—	—	—	48	—	48	—	—	—	48
Operating expenses	118	40	98	51	(112)	195	—	—	—	195
Goodwill and acquired intangible asset impairment and amortization	—	—	—	—	—	—	—	2	2	2
Restructuring and other reorganization expenses	—	—	—	—	—	—	—	14	14	14
Total expenses	118	40	98	51	(112)	195	—	16	16	211
Income (loss) from continuing operations, before income tax expense (benefit)	127	156	137	(69)	—	351	—	210	210	561
Income tax expense (benefit) ⁽³⁾	48	58	50	(25)	—	131	—	69	69	200
Net income (loss) from continuing operations	79	98	87	(44)	—	220	—	141	141	361
Income (loss) from discontinued operations, net of tax expense (benefit)	—	—	(2)	—	—	(2)	—	—	—	(2)
Net income (loss)	\$ 79	\$ 98	\$ 85	\$ (44)	\$ —	\$ 218	\$ —	\$ 141	\$ 141	\$ 359

(1) The eliminations in servicing revenue and direct operating expense represent the elimination of intercompany servicing revenue where the Business Services segment performs the loan servicing function for the FFELP Loans segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Quarter Ended September 30, 2014			
	Net Impact from Spin-Off of SLM BankCo	Net Impact of Derivative Accounting	Net Impact of Acquired Intangibles	Total
Net interest income after provisions for loan losses	\$ —	\$ 95	\$ —	\$ 95
Total other income	—	131	—	131
Operating expenses	—	—	—	—
Goodwill and acquired intangible asset impairment and amortization	—	—	2	2
Restructuring and other reorganization expenses	14	—	—	14
Total "Core Earnings" adjustments to GAAP	\$ (14)	\$ 226	\$ (2)	210
Income tax expense	—	—	—	69
Net income	—	—	—	\$ 141

(3) Income taxes are based on a percentage of net income before tax for the individual reportable segment.

Nine Months Ended September 30, 2015

(Dollars in millions)						Total "Core Earnings"	Adjustments			Total GAAP
	FFELP Loans	Private Education Loans	Business Services	Other	Eliminations ⁽¹⁾		Reclassifications	Additions/ (Subtractions)	Total Adjustments ⁽²⁾	
Interest income:										
Student loans	\$ 1,581	\$ 1,335	\$ —	\$ —	\$ —	\$ 2,916	\$ 489	\$ (178)	\$ 311	\$ 3,227
Other loans	—	—	—	5	—	5	—	—	—	5
Cash and investments	5	—	—	1	—	6	—	—	—	6
Total interest income	1,586	1,335	—	6	—	2,927	489	(178)	311	3,238
Total interest expense	928	514	—	84	—	1,526	27	—	27	1,553
Net interest income (loss)	658	821	—	(78)	—	1,401	462	(178)	284	1,685
Less: provisions for loan losses	19	428	—	(1)	—	446	—	—	—	446
Net interest income (loss) after provisions for loan losses	639	393	—	(77)	—	955	462	(178)	284	1,239
Other income (loss):										
Gains on sales of loans and investments	12	—	—	—	—	12	—	—	—	12
Servicing revenue	78	17	487	—	(324)	258	—	—	—	258
Asset recovery revenue	—	—	273	—	—	273	—	—	—	273
Gains on debt repurchases	—	—	—	—	—	—	—	—	—	—
Other income (loss)	—	—	4	11	—	15	(462)	535	73	88
Total other income (loss)	90	17	764	11	(324)	558	(462)	535	73	631
Expenses:										
Direct operating expenses	336	127	355	20	(324)	514	—	—	—	514
Overhead expenses	—	—	—	169	—	169	—	—	—	169
Operating expenses	336	127	355	189	(324)	683	—	—	—	683
Goodwill and acquired intangible asset impairment and amortization	—	—	—	—	—	—	—	7	7	7
Restructuring and other reorganization expenses	—	—	—	—	—	—	—	32	32	32
Total expenses	336	127	355	189	(324)	683	—	39	39	722
Income (loss) from continuing operations, before income tax expense (benefit)	393	283	409	(255)	—	830	—	318	318	1,148
Income tax expense (benefit) ⁽³⁾	146	105	152	(95)	—	308	—	130	130	438
Net income (loss) from continuing operations	247	178	257	(160)	—	522	—	188	188	710
Income (loss) from discontinued operations, net of tax expense (benefit)	—	—	—	1	—	1	—	—	—	1
Net income (loss)	\$ 247	\$ 178	\$ 257	\$ (159)	\$ —	\$ 523	\$ —	\$ 188	\$ 188	\$ 711

(1) The eliminations in servicing revenue and direct operating expense represent the elimination of intercompany servicing revenue where the Business Services segment performs the loan servicing function for the FFELP Loans segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Nine Months Ended September 30, 2015			
	Net Impact from Spin-Off of SLM BankCo	Net Impact of Derivative Accounting	Net Impact of Acquired Intangibles	Total
Net interest income after provisions for loan losses	\$ —	\$ 284	\$ —	\$ 284
Total other income	—	73	—	73
Operating expenses	—	—	—	—
Goodwill and acquired intangible asset impairment and amortization	—	—	7	7
Restructuring and other reorganization expenses	32	—	—	32
Total "Core Earnings" adjustments to GAAP	\$ (32)	\$ 357	\$ (7)	318
Income tax expense				130
Net income				\$ 188

(3) Income taxes are based on a percentage of net income before tax for the individual reportable segment.

Nine Months Ended September 30, 2014

(Dollars in millions)						Total "Core Earnings"	Adjustments			Total GAAP
	FFELP Loans	Private Education Loans	Business Services	Other	Eliminations ⁽¹⁾		Reclassifications	Additions/ (Subtractions)	Total Adjustments ⁽²⁾	
Interest income:										
Student loans	\$ 1,564	\$ 1,475	\$ —	\$ —	\$ —	\$ 3,039	\$ 532	\$ 18	\$ 550	\$ 3,589
Other loans	—	—	—	7	—	7	—	—	—	7
Cash and investments	3	—	—	3	—	6	—	1	1	7
Total interest income	1,567	1,475	—	10	—	3,052	532	19	551	3,603
Total interest expense	871	532	—	84	—	1,487	32	31	63	1,550
Net interest income (loss)	696	943	—	(74)	—	1,565	500	(12)	488	2,053
Less: provisions for loan losses	30	411	—	—	—	441	—	49	49	490
Net interest income (loss) after provisions for loan losses	666	532	—	(74)	—	1,124	500	(61)	439	1,563
Other income (loss):										
Gains on sales of loans and investments	—	—	—	—	—	—	—	—	—	—
Servicing revenue	42	18	502	—	(345)	217	—	—	—	217
Asset recovery revenue	—	—	308	—	—	308	—	—	—	308
Gains on debt repurchases	—	—	—	—	—	—	—	—	—	—
Other income (loss)	—	—	4	19	—	23	(500)	687	187	210
Total other income (loss)	42	18	814	19	(345)	548	(500)	687	187	735
Expenses:										
Direct operating expenses	363	138	286	118	(345)	560	—	35	35	595
Overhead expenses	—	—	—	149	—	149	—	29	29	178
Operating expenses	363	138	286	267	(345)	709	—	64	64	773
Goodwill and acquired intangible asset impairment and amortization	—	—	—	—	—	—	—	7	7	7
Restructuring and other reorganization expenses	—	—	—	—	—	—	—	102	102	102
Total expenses	363	138	286	267	(345)	709	—	173	173	882
Income (loss) from continuing operations, before income tax expense (benefit)	345	412	528	(322)	—	963	—	453	453	1,416
Income tax expense (benefit)⁽³⁾	131	153	197	(120)	—	361	—	169	169	530
Net income (loss) from continuing operations	214	259	331	(202)	—	602	—	284	284	886
Income (loss) from discontinued operations, net of tax expense (benefit)	—	—	(1)	—	—	(1)	—	—	—	(1)
Net income (loss)	\$ 214	\$ 259	\$ 330	\$ (202)	\$ —	\$ 601	\$ —	\$ 284	\$ 284	\$ 885

(1) The eliminations in servicing revenue and direct operating expense represent the elimination of intercompany servicing revenue where the Business Services segment performs the loan servicing function for the FFELP Loans segment.

(2) "Core Earnings" adjustments to GAAP:

(Dollars in millions)	Nine Months Ended September 30, 2014			
	Net Impact from Spin-Off of SLM BankCo	Net Impact of Derivative Accounting	Net Impact of Acquired Intangibles	Total
Net interest income after provisions for loan losses	\$ 137	\$ 302	\$ —	\$ 439
Total other income	14	173	—	187
Operating expenses	64	—	—	64
Goodwill and acquired intangible asset impairment and amortization	—	—	7	7
Restructuring and other reorganization expenses	102	—	—	102
Total "Core Earnings" adjustments to GAAP	\$ (15)	\$ 475	\$ (7)	453
Income tax expense				169
Net income				\$ 284

(3) Income taxes are based on a percentage of net income before tax for the individual reportable segment.

Differences between “Core Earnings” and GAAP

The following discussion summarizes the differences between “Core Earnings” and GAAP net income and details each specific adjustment required to reconcile our “Core Earnings” segment presentation to our GAAP earnings.

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
“Core Earnings” net income attributable to Navient Corporation	\$ 174	\$ 154	\$ 218	\$ 523	\$ 601
“Core Earnings” adjustments to GAAP:					
Net impact of the removal of SLM BankCo’s operations and related restructuring and reorganization expense in connection with the Spin-Off	—	(29)	(14)	(32)	(15)
Net impact of derivative accounting	108	83	226	357	475
Net impact of goodwill and acquired intangible assets	(3)	(3)	(2)	(7)	(7)
Net tax effect	(42)	(23)	(69)	(130)	(169)
Total “Core Earnings” adjustments to GAAP	63	28	141	188	284
GAAP net income attributable to Navient Corporation	<u>\$ 237</u>	<u>\$ 182</u>	<u>\$ 359</u>	<u>\$ 711</u>	<u>\$ 885</u>

- (1) **SLM BankCo’s operations and related restructuring and reorganization expense in connection with the Spin-Off:** On April 30, 2014, the Spin-Off of Navient from SLM Corporation was completed and Navient is now an independent, publicly-traded company. Due to the relative significance of Navient to SLM Corporation prior to the Spin-Off, among other factors, for financial reporting purposes Navient is treated as the “accounting spinor” and therefore is the “accounting successor” to SLM Corporation as constituted prior to the Spin-Off, notwithstanding the legal form of the Spin-Off. Since Navient is treated for accounting purposes as the “accounting spinor,” the GAAP financial statements of Navient reflect the deemed distribution of SLM BankCo to SLM BankCo’s stockholders on April 30, 2014.

For “Core Earnings,” we have assumed the consumer banking business (SLM BankCo) was never a part of Navient’s historical results prior to the deemed distribution of SLM BankCo on April 30, 2014 and we have removed the restructuring and reorganization expense incurred in connection with the Spin-Off, including the restructuring initiated in second-quarter 2015. Excluding these items provides management with a useful basis from which to better evaluate results from ongoing operations against results from prior periods. The adjustment relates to the exclusion of the consumer banking business and represents the operations, assets, liabilities and equity of SLM BankCo, which is comprised of Sallie Mae Bank, Upromise Rewards, the Insurance Business, and the Private Education Loan origination functions. Included in these amounts are also certain general corporate overhead expenses related to the consumer banking business. General corporate overhead consists of costs primarily associated with accounting, finance, legal, human resources, certain information technology costs, stock compensation, and executive management and the board of directors. These costs were generally allocated to the consumer banking business based on the proportionate level of effort provided to the consumer banking business relative to SLM Corporation using a relevant allocation driver (e.g., in proportion to the number of employees by function that were being transferred to SLM BankCo as opposed to remaining at Navient). All intercompany transactions between SLM BankCo and Navient have been eliminated. In addition, all prior preferred stock dividends have been removed as SLM BankCo succeeded SLM Corporation as the issuer of the preferred stock in connection with the Spin-Off.

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
SLM BankCo net income, before income tax expense	\$ —	\$ —	\$ —	\$ —	\$ 87
Restructuring and reorganization expense in connection with the Spin-Off	—	(29)	(14)	(32)	(102)
Total net impact, before income tax expense	\$ —	\$ (29)	\$ (14)	\$ (32)	\$ (15)

(2) **Derivative Accounting:** “Core Earnings” exclude periodic unrealized gains and losses that are caused by the mark-to-market valuations on derivatives that do not qualify for hedge accounting treatment under GAAP, as well as the periodic unrealized gains and losses that are a result of ineffectiveness recognized related to effective hedges under GAAP. These unrealized gains and losses occur in our FFELP Loans, Private Education Loans and Other business segments. Under GAAP, for our derivatives that are held to maturity, the cumulative net unrealized gain or loss over the life of the contract will equal \$0 except for Floor Income Contracts, where the cumulative unrealized gain will equal the amount for which we sold the contract. In our “Core Earnings” presentation, we recognize the economic effect of these hedges, which generally results in any net settlement cash paid or received being recognized ratably as an interest expense or revenue over the hedged item’s life.

The table below quantifies the adjustments for derivative accounting between GAAP and “Core Earnings” net income.

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
“Core Earnings” derivative adjustments:					
Gains (losses) on derivative and hedging activities, net, included in other income	\$ 20	\$ (18)	\$ 108	\$ 73	\$ 161
Plus: Realized losses on derivative and hedging activities, net ⁽¹⁾	153	156	157	462	500
Unrealized gains on derivative and hedging activities, net ⁽²⁾	173	138	265	535	661
Amortization of net premiums on Floor Income Contracts in net interest income for “Core Earnings”	(60)	(59)	(60)	(178)	(195)
Other derivative accounting adjustments ⁽³⁾	(5)	4	21	—	9
Total net impact of derivative accounting ⁽⁴⁾	\$ 108	\$ 83	\$ 226	\$ 357	\$ 475

⁽¹⁾ See “Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities” below for a detailed breakdown of the components of realized losses on derivative and hedging activities.

⁽²⁾ “Unrealized gains on derivative and hedging activities, net” comprises the following unrealized mark-to-market gains (losses):

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Floor Income Contracts	\$ 69	\$ 171	\$ 195	\$ 312	\$ 508
Basis swaps	40	6	(9)	46	3
Foreign currency hedges	36	(43)	58	138	72
Other	28	4	21	39	78
Total unrealized gains on derivative and hedging activities, net	\$ 173	\$ 138	\$ 265	\$ 535	\$ 661

⁽³⁾ Other derivative accounting adjustments consist of adjustments related to: (1) foreign currency denominated debt that is adjusted to spot foreign exchange rates for GAAP where such adjustments are reversed for “Core Earnings” and (2) certain terminated derivatives that did not receive hedge accounting treatment under GAAP but were economic hedges under “Core Earnings” and, as a result, such gains or losses are amortized into “Core Earnings” over the life of the hedged item.

⁽⁴⁾ Negative amounts are subtracted from “Core Earnings” net income to arrive at GAAP net income and positive amounts are added to “Core Earnings” net income to arrive at GAAP net income.

Reclassification of Realized Gains (Losses) on Derivative and Hedging Activities

Derivative accounting requires net settlement income/expense on derivatives and realized gains/losses related to derivative dispositions (collectively referred to as “realized gains (losses) on derivative and hedging activities”) that do not qualify as hedges to be recorded in a separate income statement line item below net interest income. Under our “Core Earnings” presentation, these gains and losses are reclassified to the income statement line item of the economically hedged item. For our “Core Earnings” net interest margin, this would primarily include: (a) reclassifying the net settlement amounts related to our Floor Income Contracts to student loan interest income; and (b) reclassifying the net settlement amounts related to certain of our basis swaps to debt interest expense. The table below summarizes the realized losses on derivative and hedging activities and the associated reclassification on a “Core Earnings” basis.

<u>(Dollars in millions)</u>	<u>Quarters Ended</u>			<u>Nine Months Ended</u>	
	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Reclassification of realized gains (losses) on derivative and hedging activities:					
Net settlement expense on Floor Income Contracts reclassified to net interest income	\$ (164)	\$ (163)	\$ (167)	\$ (489)	\$ (532)
Net settlement income on interest rate swaps reclassified to net interest income	11	7	10	27	32
Net realized gains on terminated derivative contracts reclassified to other income	—	—	—	—	—
Total reclassifications of realized losses on derivative and hedging activities	\$ (153)	\$ (156)	\$ (157)	\$ (462)	\$ (500)

Cumulative Impact of Derivative Accounting under GAAP compared to “Core Earnings”

As of September 30, 2015, derivative accounting has reduced GAAP equity by approximately \$429 million as a result of cumulative net unrealized losses (after tax) recognized under GAAP, but not in “Core Earnings.” The following table rolls forward the cumulative impact to GAAP equity due to these unrealized after tax net losses related to derivative accounting.

<u>(Dollars in millions)</u>	<u>Quarters Ended</u>			<u>Nine Months Ended</u>	
	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Beginning impact of derivative accounting on GAAP equity	\$ (443)	\$ (505)	\$ (760)	\$ (553)	\$ (926)
Net impact of net unrealized gains (losses) under derivative accounting ⁽¹⁾	14	62	143	124	309
Ending impact of derivative accounting on GAAP equity	\$ (429)	\$ (443)	\$ (617)	\$ (429)	\$ (617)

⁽¹⁾ Net impact of net unrealized gains (losses) under derivative accounting is composed of the following:

<u>(Dollars in millions)</u>	<u>Quarters Ended</u>			<u>Nine Months Ended</u>	
	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Total pre-tax net impact of derivative accounting recognized in net income ^(a)	\$ 108	\$ 83	\$ 226	\$ 357	\$ 475
Tax impact of derivative accounting adjustment recognized in net income	(38)	(31)	(83)	(142)	(159)
Change in unrealized gains (losses) on derivatives, net of tax recognized in other comprehensive income	(56)	10	—	(91)	(7)
Net impact of net unrealized gains (losses) under derivative accounting	\$ 14	\$ 62	\$ 143	\$ 124	\$ 309

^(a) See “‘Core Earnings’ derivative adjustments” table above.

Hedging FFELP Loan Embedded Floor Income

Net Floor premiums received on Floor Income Contracts that have not been amortized into “Core Earnings” as of the respective period-ends are presented in the table below. These net premiums will be recognized in “Core Earnings” in future periods and are presented net of tax. As of September 30, 2015, the remaining amortization term of the net floor premiums was approximately 4.3 years for existing contracts. Historically, we have sold Floor Income Contracts on a periodic basis and depending upon market conditions and pricing, we may enter into additional Floor Income Contracts in the future. The balance of unamortized Floor Income Contracts will increase as we sell new contracts and decline due to the amortization of existing contracts.

In addition to using Floor Income Contracts, we also use pay fixed interest rate swaps to hedge the embedded Floor Income within FFELP Loans. These interest rate swaps qualify as GAAP hedges and are accounted for as cash flow hedges of variable rate debt. For GAAP, gains and losses on the effective portion of these hedges are recorded in accumulated other comprehensive income and gains and losses on the ineffective portion are recorded immediately to earnings. Hedged Floor Income from these cash flow hedges that has not been recognized into “Core Earnings” and GAAP as of the respective period-ends is presented in the table below. This hedged Floor Income will be recognized in “Core Earnings” and GAAP in future periods and is presented net of tax. As of September 30, 2015, the hedged period is from April 2016 through December 2019. Historically, we have used pay fixed interest rate swaps on a periodic basis to hedge embedded Floor Income and depending upon market conditions and pricing, we may enter into swaps in the future. The balance of unrecognized hedged Floor Income will increase as we enter into new swaps and decline as revenue is recognized.

<u>(Dollars in millions)</u>	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>
Unamortized net Floor premiums (net of tax)	\$ (183)	\$ (220)	\$ (236)
Unrecognized hedged Floor Income related to pay fixed interest rate swaps (net of tax)	(342)	(342)	—
Total⁽¹⁾	\$ (525)	\$ (562)	\$ (236)

⁽¹⁾ \$(833) million, \$(892) million and \$(374) million on a pre-tax basis as of September 30, 2015, June 30, 2015 and September 30, 2014, respectively.

- 3) **Goodwill and Acquired Intangible Assets:** Our “Core Earnings” exclude goodwill and intangible asset impairment and the amortization of acquired intangible assets. The following table summarizes the goodwill and acquired intangible asset adjustments.

<u>(Dollars in millions)</u>	<u>Quarters Ended</u>			<u>Nine Months Ended</u>	
	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
“Core Earnings” goodwill and acquired intangible asset adjustments ⁽¹⁾	\$ (3)	\$ (3)	\$ (2)	\$ (7)	\$ (7)

⁽¹⁾ Negative amounts are subtracted from “Core Earnings” net income to arrive at GAAP net income.

Financial Condition

This section provides additional information regarding the credit quality and performance indicators related to our Private Education Loan portfolio.

Private Education Loan Portfolio Performance

Private Education Loan Delinquencies and Forbearance — GAAP and “Core Earnings” Basis

(Dollars in millions)	September 30, 2015		June 30, 2015		September 30, 2014	
	Balance	%	Balance	%	Balance	%
Loans in-school/grace/deferment ⁽¹⁾	\$ 2,335		\$ 2,439		\$ 3,436	
Loans in forbearance ⁽²⁾	1,046		998		1,258	
Loans in repayment and percentage of each status:						
Loans current	23,258	92.6%	24,100	93.2%	24,963	92.1%
Loans delinquent 31-60 days ⁽³⁾	589	2.4	544	2.1	732	2.7
Loans delinquent 61-90 days ⁽³⁾	403	1.6	369	1.4	468	1.8
Loans delinquent greater than 90 days ⁽³⁾	854	3.4	852	3.3	929	3.4
Total Private Education Loans in repayment	25,104	100%	25,865	100%	27,092	100%
Total Private Education Loans, gross	28,485		29,302		31,786	
Private Education Loan unamortized discount	(549)		(564)		(604)	
Total Private Education Loans	27,936		28,738		31,182	
Private Education Loan receivable for partially charged-off loans	892		902		1,253	
Private Education Loan allowance for losses	(1,505)		(1,533)		(1,959)	
Private Education Loans, net	\$27,323		\$28,107		\$30,476	
Percentage of Private Education Loans in repayment		88.1%		88.3%		85.2%
Delinquencies as a percentage of Private Education Loans in repayment		7.4%		6.8%		7.9%
Loans in forbearance as a percentage of loans in repayment and forbearance		4.0%		3.7%		4.4%
Loans in repayment with more than 12 payments made		93.8%		93.0%		90.5%
Cosigner rate		65%		65%		64%
Average FICO		718		719		718

⁽¹⁾ Deferment includes customers who have returned to school or are engaged in other permitted educational activities and are not yet required to make payments on the loans, e.g., residency periods for medical students or a grace period for bar exam preparation.

⁽²⁾ Loans for customers who have requested extension of grace period generally during employment transition or who have temporarily ceased making full payments due to hardship or other factors, consistent with established loan program servicing policies and procedures.

⁽³⁾ The period of delinquency is based on the number of days scheduled payments are contractually past due.

Allowance for Private Education Loan Losses — GAAP Basis

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Allowance at beginning of period	\$ 1,533	\$ 1,849	\$ 1,983	\$ 1,916	\$ 2,097
Provision for Private Education Loan losses	117	191	130	428	460
Net adjustment resulting from the change in the charge-off rate ⁽¹⁾	—	(330)	—	(330)	—
Net charge-offs remaining ⁽²⁾	(148)	(179)	(158)	(517)	(543)
Total net charge-offs	(148)	(509)	(158)	(847)	(543)
Reclassification of interest reserve ⁽³⁾	3	2	4	8	14
Distribution of SLM BankCo	—	—	—	—	(69)
Allowance at end of period	\$ 1,505	\$ 1,533	\$ 1,959	\$ 1,505	\$ 1,959
Net charge-offs as a percentage of average loans in repayment, excluding the net adjustment resulting from the change in the charge-off rate (annualized) ⁽¹⁾	2.3%	2.7%	2.3%	2.6%	2.5%
Net adjustment resulting from the change in the charge-off rate as a percentage of average loans in repayment (annualized) ⁽¹⁾	—%	5.1%	—%	1.7%	—%
Average coverage of net charge-offs, excluding the net adjustment resulting from the change in the charge-off rate (annualized) ⁽¹⁾	2.6	2.1	3.1	2.2	2.7
Allowance as a percentage of the ending total loan balance	5.1%	5.1%	5.9%	5.1%	5.9%
Allowance as a percentage of ending loans in repayment	6.0%	5.9%	7.2%	6.0%	7.2%
Ending total loans ⁽⁴⁾	\$ 29,377	\$30,204	\$ 33,039	\$ 29,377	\$ 33,039
Average loans in repayment	\$ 25,546	\$26,122	\$ 27,228	\$ 26,100	\$ 29,065
Ending loans in repayment	\$ 25,104	\$25,865	\$ 27,092	\$ 25,104	\$ 27,092

(1) In the second quarter of 2015, the portion of the loan amount charged off at default increased from 73 percent to 79 percent. This did not impact the provision for loan losses as previously this had been reserved through the allowance for loan losses. This change resulted in a \$330 million reduction to the balance of the receivable for partially charged-off loans.

(2) Charge-offs are reported net of expected recoveries. The expected recovery amount is transferred to the receivable for partially charged-off loan balance. Charge-offs include charge-offs against the receivable for partially charged-off loans which represents the difference between what was expected to be collected and any shortfalls in what was actually collected in the period. See "Receivable for Partially Charged-Off Private Education Loans" for further discussion.

(3) Represents the additional allowance related to the amount of uncollectible interest reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan's principal balance.

(4) Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

Allowance for Private Education Loan Losses — “Core Earnings” Basis

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Allowance at beginning of period	\$ 1,533	\$ 1,849	\$ 1,983	\$ 1,916	\$ 2,035
Provision for Private Education Loan losses	117	191	130	428	411
Net adjustment resulting from the change in the charge-off rate ⁽¹⁾	—	(330)	—	(330)	—
Net charge-offs remaining ⁽²⁾	(148)	(179)	(158)	(517)	(543)
Total net charge-offs	(148)	(509)	(158)	(847)	(543)
Reclassification of interest reserve ⁽³⁾	3	2	4	8	14
Loan sales and other transactions	—	—	—	—	42
Allowance at end of period	\$ 1,505	\$ 1,533	\$ 1,959	\$ 1,505	\$ 1,959
Net charge-offs as a percentage of average loans in repayment, excluding the net adjustment resulting from the change in the charge-off rate (annualized) ⁽¹⁾	2.3%	2.7%	2.3%	2.6%	2.7%
Net adjustment resulting from the change in the charge-off rate as a percentage of average loans in repayment (annualized) ⁽¹⁾	—%	5.1%	—%	1.7%	—%
Average coverage of net charge-offs, excluding the net adjustment resulting from the change in the charge-off rate (annualized) ⁽¹⁾	2.6	2.1	3.1	2.2	2.7
Allowance as a percentage of the ending total loan balance	5.1%	5.1%	5.9%	5.1%	5.9%
Allowance as a percentage of ending loans in repayment	6.0%	5.9%	7.2%	6.0%	7.2%
Ending total loans ⁽⁴⁾	\$ 29,377	\$30,204	\$ 33,039	\$ 29,377	\$ 33,039
Average loans in repayment	\$ 25,546	\$26,122	\$ 27,228	\$ 26,100	\$ 27,151
Ending loans in repayment	\$ 25,104	\$25,865	\$ 27,092	\$ 25,104	\$ 27,092

(1) In the second quarter of 2015, the portion of the loan amount charged off at default increased from 73 percent to 79 percent. This did not impact the provision for loan losses as previously this had been reserved through the allowance for loan losses. This change resulted in a \$330 million reduction to the balance of the receivable for partially charged-off loans.

(2) Charge-offs are reported net of expected recoveries. The expected recovery amount is transferred to the receivable for partially charged-off loan balance. Charge-offs include charge-offs against the receivable for partially charged-off loans which represents the difference between what was expected to be collected and any shortfalls in what was actually collected in the period. See “Receivable for Partially Charged-Off Private Education Loans” for further discussion.

(3) Represents the additional allowance related to the amount of uncollectible interest reserved within interest income that is transferred in the period to the allowance for loan losses when interest is capitalized to a loan’s principal balance.

(4) Ending total loans represents gross Private Education Loans, plus the receivable for partially charged-off loans.

In establishing the allowance for Private Education Loan losses as of September 30, 2015, we considered several factors with respect to our Private Education Loan portfolio. On a “Core Earnings” basis, total loans delinquent (as a percentage of loans in repayment) have decreased to 7.4 percent from 7.9 percent in the year-ago quarter. Loans greater than 90 days delinquent (as a percentage of loans in repayment) remained unchanged at 3.4 percent. The “Core Earnings” charge-off rate remained unchanged at 2.3 percent. Loans in forbearance (as a percentage of loans in repayment and forbearance) decreased to 4.0 percent from 4.4 percent in the year-ago quarter.

The Private Education Loan provision for loan losses on a “Core Earnings” basis was \$117 million in the third quarter of 2015, down \$13 million from the third quarter of 2014. This decrease in provision is primarily a result of the overall improvement in Private Education Loans’ credit quality, delinquency and charge-off trends leading to decreases in expected future charge-offs.

The Private Education Loan provision for loan losses on a “Core Earnings” basis was \$428 million in the nine months ended September 30, 2015, up \$17 million from the year-ago period. This increase in provision is primarily the result of an increase in the amount of loans exiting deferment status in 2014 over prior years and those loans experiencing unfavorable credit trends compared to loans that exited deferment in prior years. This segment of borrowers returned to school during the recession, deferred payment on their existing loans, and exited deferment status in 2014. This issue resulted in the second-quarter 2015 provision being elevated at \$191 million versus \$117 million for third-quarter 2015 and \$120 million for first-quarter 2015. The remainder of the portfolio continues to perform as expected and is experiencing positive credit trends.

Receivable for Partially Charged-Off Private Education Loans

At the end of each month, for loans that are 212 days past due, we charge off the estimated loss of a defaulted loan balance. Actual recoveries are applied against the remaining loan balance that was not charged off. We refer to this remaining loan balance as the “receivable for partially charged-off loans.” If actual periodic recoveries are less than expected, the difference is immediately charged off through the allowance for Private Education Loan losses with an offsetting reduction in the receivable for partially charged-off Private Education Loans. If actual periodic recoveries are greater than expected, they will be reflected as a recovery through the allowance for Private Education Loan losses once the cumulative recovery amount exceeds the cumulative amount originally expected to be recovered. The financial crisis, which began in 2007, impacted our collections on defaulted loans and as a result, Private Education Loans which defaulted from 2007 through March 31, 2015, experienced collection performance below our pre-financial crisis experience. As a result, until we gained enough data and experience to determine the long-term, post-default recovery rate of 21 percent in second-quarter 2015, we established a reserve for potential shortfalls in recoveries. In the second quarter of 2015, the portion of the loan amount charged off at default increased from 73 percent to 79 percent. This did not impact the provision for loan losses as previously this had been reserved through the allowance for loan losses. This change resulted in a \$330 million reduction to the balance of the receivable for partially charged-off loans. We no longer expect to have significant periodic recovery shortfalls as a result of this change; however, it is possible we may continue to experience such shortfalls.

The following table summarizes the activity in the receivable for partially charged-off Private Education Loans (GAAP-basis and “Core Earnings”-basis are the same).

(Dollars in millions)	Quarters Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Receivable at beginning of period	\$ 902	\$ 1,236	\$ 1,269	\$ 1,245	\$ 1,313
Expected future recoveries of current period defaults ⁽¹⁾	38	46	51	147	175
Recoveries ⁽²⁾	(48)	(50)	(48)	(151)	(167)
Net adjustment resulting from the change in the charge-off rate ⁽³⁾	—	(330)	—	(330)	—
Net charge-offs remaining ⁽³⁾	—	—	(19)	(19)	(68)
Total net charge-offs	—	(330)	(19)	(349)	(68)
Receivable at end of period	892	902	1,253	892	1,253
Allowance for estimated recovery shortfalls ⁽⁴⁾	—	—	(392)	—	(392)
Net receivable at end of period	\$ 892	\$ 902	\$ 861	\$ 892	\$ 861

(1) Represents the difference between the defaulted loan balance and our estimate of the amount to be collected in the future.

(2) Current period cash collections.

(3) Prior to second-quarter 2015, charge-offs represent the current period recovery shortfall — the difference between what was expected to be collected and what was actually collected. In the second quarter of 2015, the portion of the loan amount charged off at default increased from 73 percent to 79 percent. This change resulted in a \$330 million reduction to the balance of the receivable for partially charged-off loans. These amounts are included in total charge-offs as reported in the “Allowance for Private Education Loan Losses” table.

(4) The allowance for estimated recovery shortfalls of the receivable for partially charged-off Private Education Loans is a component of the \$2.0 billion overall allowance for Private Education Loan losses as of September 30, 2014. This component of the allowance was removed in the second quarter of 2015 due to the increase in the charge-off rate discussed above.

Liquidity and Capital Resources

We expect to fund our ongoing liquidity needs, including the repayment of \$1.2 billion of senior unsecured notes that mature in the next twelve months, primarily through our current cash and investment portfolio, the predictable operating cash flows provided by operating activities, the repayment of principal on unencumbered student loan assets, and the distributions from our securitization trusts (including servicing fees which are priority payments within the trusts). We may also draw down on our secured FFELP Loan and Private Education Loan facilities, issue term asset-backed securities (“ABS”) or issue additional unsecured debt.

We no longer originate Private Education Loans or FFELP Loans and therefore no longer have liquidity requirements for new originations, but we will continue to opportunistically purchase Private Education Loan and FFELP Loan portfolios from others.

Sources of Liquidity and Available Capacity

Ending Balances

<u>(Dollars in millions)</u>	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>
Sources of primary liquidity:			
Total unrestricted cash and liquid investments	\$ 1,310	\$ 1,619	\$ 1,950
Unencumbered FFELP Loans	1,175	1,046	1,682
Total GAAP and “Core Earnings” basis	<u>\$ 2,485</u>	<u>\$ 2,665</u>	<u>\$ 3,632</u>

Average Balances

<u>(Dollars in millions)</u>	<u>Quarters Ended</u>			<u>Nine Months Ended</u>	
	<u>September 30, 2015</u>	<u>June 30, 2015</u>	<u>September 30, 2014</u>	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Sources of primary liquidity:					
Total unrestricted cash and liquid investments	\$ 1,473	\$ 1,441	\$ 1,958	\$ 1,576	\$ 2,041
Unencumbered FFELP Loans	1,253	1,594	1,859	1,623	1,795
Total “Core Earnings” basis	2,726	3,035	3,817	3,199	3,836
SLM BankCo ⁽¹⁾	—	—	—	—	1,306
Total GAAP basis	<u>\$ 2,726</u>	<u>\$ 3,035</u>	<u>\$ 3,817</u>	<u>\$ 3,199</u>	<u>\$ 5,142</u>

⁽¹⁾ For the nine months ended September 30, 2014, includes \$690 million of cash and \$616 million of FFELP Loans.

Liquidity may also be available under secured credit facilities to the extent we have eligible collateral and capacity available. Maximum borrowing capacity under the FFELP Loan—other facilities will vary and be subject to each agreement’s borrowing conditions, including, among others, facility size, current usage and availability of qualifying collateral from unencumbered FFELP Loans. As of September 30, 2015, June 30, 2015 and September 30, 2014, the maximum additional capacity under these facilities was \$10.1 billion, \$11.5 billion and \$11.0 billion, respectively. For the three months ended September 30, 2015, June 30, 2015 and September 30, 2014, the average maximum additional capacity under these facilities was \$11.0 billion, \$12.2 billion and \$10.8 billion, respectively. For the nine months ended September 30, 2015 and 2014, the average maximum additional capacity under these facilities was \$12.0 billion and \$11.6 billion, respectively.

In addition to the FFELP Loan—other facilities, liquidity may also be available from our Private Education Loan asset-backed commercial paper facility (“ABCP”). This facility provides liquidity for Private Education Loan acquisitions and for the refinancing of loans presently on our balance sheet or in other short-term facilities. The maximum capacity under this facility is \$1 billion and it matures in June 2016. At September 30, 2015, the available capacity under this facility was \$242 million.

We also hold a number of other unencumbered assets, consisting primarily of Private Education Loans and other assets. Total unencumbered student loans comprised \$5.2 billion of our unencumbered assets of which \$4.0 billion and \$1.2 billion related to Private Education Loans and FFELP Loans, respectively. At September 30, 2015, we had a total of \$9.9 billion of unencumbered assets inclusive of those described above as sources of primary liquidity and exclusive of goodwill and acquired intangible assets.

For further discussion of our various sources of liquidity, our continued access to the ABS market, our asset-backed financing facilities, and our issuance of unsecured debt, see “Note 6 — Borrowings” in our Annual Report on Form 10-K for the year ended December 31, 2014.

The following table reconciles encumbered and unencumbered assets and their net impact on GAAP total tangible equity.

<u>(Dollars in billions)</u>	<u>September 30,</u> <u>2015</u>	<u>June 30,</u> <u>2015</u>	<u>September 30,</u> <u>2014</u>
Net assets of consolidated variable interest entities (encumbered assets) —			
FFELP Loans	\$ 5.0	\$ 4.9	\$ 4.4
Net assets of consolidated variable interest entities (encumbered assets) —			
Private Education Loans	6.5	6.3	6.5
Tangible unencumbered assets ⁽¹⁾	9.9	10.8	12.9
Senior unsecured debt	(15.8)	(16.2)	(17.4)
Mark-to-market on unsecured hedged debt ⁽²⁾	(1.0)	(.7)	(.8)
Other liabilities, net	(1.3)	(1.7)	(1.8)
Total tangible equity — GAAP Basis	\$ 3.3	\$ 3.4	\$ 3.8

⁽¹⁾ Excludes goodwill and acquired intangible assets.

⁽²⁾ At September 30, 2015, June 30, 2015 and September 30, 2014, there were \$881 million, \$675 million and \$654 million, respectively, of net gains on derivatives hedging this debt in unencumbered assets, which partially offset these losses.