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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

JAN 17 2017

Washington, DC 20549

CERT NAS

File No. 001-36228

By Electronic Mail

January 17, 2017

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on March 29, 2016 The Nasdaq Stock Market (the "Exchange") received from **Navient Corporation** (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following securities:

Medium Term Notes, Series A, CPI-Linked Notes due 2017
Medium Term Notes, Series A, CPI-Linked Notes due 2018
6% Senior Notes due December 15, 2043

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

William Slattery