

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2016
Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 07-01-2016, and ending 06-30-2017

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization
PHEAA STUDENT LOAN FOUNDATION INC
% James H Steeley
Doing business as
Number and street (or P O box if mail is not delivered to street address) Room/suite
1200 North Seventh Street
City or town, state or province, country, and ZIP or foreign postal code
Harrisburg, PA 17102
F Name and address of principal officer
Nathaniel Hench
1200 N 7th Street
Harrisburg, PA 17102

D Employer identification number
51-0423553
E Telephone number
(717) 720-2023
G Gross receipts \$ 172,554,555

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527
J Website: ▶ N/A

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶

K Form of organization Corporation Trust Association Other ▶

L Year of formation 2002 **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
See Schedule O
2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets
3 Number of voting members of the governing body (Part VI, line 1a) **3** 5
4 Number of independent voting members of the governing body (Part VI, line 1b) **4** 2
5 Total number of individuals employed in calendar year 2016 (Part V, line 2a) **5** 0
6 Total number of volunteers (estimate if necessary) **6** 0
7a Total unrelated business revenue from Part VIII, column (C), line 12 **7a** 0
b Net unrelated business taxable income from Form 990-T, line 34 **7b** 0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	118,733,982	120,179,178
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	241,196	587,880
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	34,680,685	51,787,497
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	153,655,863	172,554,555
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	95,919,719	112,922,066
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	95,919,719	112,922,066
19 Revenue less expenses Subtract line 18 from line 12	57,736,144	59,632,489

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	4,891,740,041	4,463,411,425
21 Total liabilities (Part X, line 26)	4,703,476,149	4,246,469,556
22 Net assets or fund balances Subtract line 21 from line 20	188,263,892	216,941,869

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
Signature of officer _____ Date 2018-05-15
James H Steeley Treasurer
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name AERRIAL M ORR Preparer's signature AERRIAL M ORR Date _____
Check if self-employed PTIN P01598400
Firm's name ▶ ERNST & YOUNG US LLP Firm's EIN ▶
Firm's address ▶ 55 IVAN ALLEN BLVD SUITE 1000 Phone no (404) 874-8300
ATLANTA, GA 30308

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

THE PHEAA STUDENT LOAN FOUNDATION, INC , A NON-STOCK, NONPROFIT CORPORATION INCORPORATED UNDER PENNSYLVANIA'S NONPROFIT CORPORATION LAW OF 1988, AS AMENDED (THE 'FOUNDATION'), IS ORGANIZED TO CARRY OUT STUDENT LOAN SECURITIZATION TRANSACTIONS FOR THE BENEFIT OF, OR TO CARRY OUT THE PURPOSES OF, THE PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY ('PHEAA'), A STATE AGENCY OF THE COMMONWEALTH OF PENNSYLVANIA ('COMMONWEALTH'), CREATED AND CONTROLLED BY THE COMMONWEALTH'S LEGISLATURE THE FOUNDATION'S EXEMPT PURPOSE IS TO FACILITATE THE SECURITIZATION OF PHEAA-OWNED STUDENT LOANS IN ORDER TO RAISE FUNDS FOR PHEAA SO THAT IT MAY CONTINUE TO MAKE, SERVICE AND BUY LOW-COST STUDENT LOANS AND TO OTHERWISE IMPROVE HIGHER EDUCATIONAL OPPORTUNITIES FOR STUDENTS IN PENNSYLVANIA, THEREBY LESSENING THE BURDENS OF PHEAA'S STATUTORY PURPOSES, THEREBY LESSENING THE BURDENS OF GOVERNMENT

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 112,922,066 including grants of \$) (Revenue \$ 171,966,675)
See Additional Data

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 112,922,066

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	Yes	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		No
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V [X]

Table with columns for question ID, question text, and Yes/No response. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited tax shelter transactions, deductible contributions, and 501(c)(7), (12), and (29) organizations.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (5), 1b (2), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed PA
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records. James H Steeley 1200 N 7th Street Harrisburg, PA 17102 (717) 720-2023

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Andrew D Mehalko Secretary and Director	1 0 40 0	X		X				0	152,947	9,754
(2) James H Steely Treasurer & Director	1 0 40 0	X		X				0	235,031	15,180
(3) Jeffrey R Everhart Director (Join Apr 16)	1 0 0 0	X						0	3,000	0
(4) Raye D Goldsborough Director	1 0 0 0	X						0	3,000	0
(5) Nathaniel D Hench President and Director	1 0 40 0	X		X				0	158,836	10,256

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

1b Sub-Total	0	552,814	35,190
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	0	552,814	35,190

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
PHEAA, 1200 N 7th Street Harrisburg, PA 17102	Loan Servicing	25,431,169
BMO Capital Markets, 115 S LaSalle St 25th Floor West Chicago, IL 60603	Broker/Dealer	2,784,162
MT Bank, 213 Market St 2nd Floor Harrisburg, PA 17101	Trustee	815,999
Morgan Stanley, 1585 Broadway 11th Floor New York, NY 10036	Broker/Dealer	616,712
Bank of America Merrill Lynch, 1818 Market Street 18th Floor Philadelphia, PA 19103	Broker/Dealer	1,435,820

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶ 17**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c	0				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$ _____		0				
	h Total. Add lines 1a-1f		0				
Program Service Revenue		Business Code					
	2a Student Loan Interest	522291	120,179,178	120,179,178	0	0	
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f		120,179,178					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		587,880			587,880	
	4 Income from investment of tax-exempt bond proceeds		0				
	5 Royalties		0				
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)	0	0			
		d Net rental income or (loss)		0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)		0			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	0				
		b Less direct expenses	b	0			
		c Net income or (loss) from fundraising events		0			
	9a Gross income from gaming activities See Part IV, line 19	a	0				
b Less direct expenses		b	0				
c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a	0					
	b Less cost of goods sold	b	0				
	c Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue	Business Code						
11a Bond Refunding	522291	51,787,497	51,787,497	0	0		
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d		51,787,497					
12 Total revenue. See Instructions		172,554,555	171,966,675	0	587,880		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	0	0		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	0	0		
4 Benefits paid to or for members.	0	0		
5 Compensation of current officers, directors, trustees, and key employees.	0	0	0	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0	0	0	0
7 Other salaries and wages.	0	0	0	0
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	0	0	0	0
9 Other employee benefits.	0	0	0	0
10 Payroll taxes.	0	0	0	0
11 Fees for services (non-employees)				
a Management.	0	0	0	0
b Legal.	0	0	0	0
c Accounting.	10,053	10,053	0	0
d Lobbying.	0	0	0	0
e Professional fundraising services. See Part IV, line 17.	0			0
f Investment management fees.	0	0	0	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0	0	0	0
12 Advertising and promotion.	0	0	0	0
13 Office expenses.	0	0	0	0
14 Information technology.	0	0	0	0
15 Royalties.	0	0	0	0
16 Occupancy.	0	0	0	0
17 Travel.	0	0	0	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0	0	0	0
19 Conferences, conventions, and meetings.	0	0	0	0
20 Interest.	74,617,866	74,617,866	0	0
21 Payments to affiliates.	0	0	0	0
22 Depreciation, depletion, and amortization.	0	0	0	0
23 Insurance.	0	0	0	0
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Loan Servicing fees.	15,339,900	15,339,900	0	0
b Administrative fees.	10,091,269	10,091,269	0	0
c BOND ISSUANCE COSTS	6,933,368	6,933,368	0	0
d RISK SHARE WRITE OFF	3,206,257	3,206,257	0	0
e All other expenses.	2,723,353	2,723,353		
25 Total functional expenses. Add lines 1 through 24e.	112,922,066	112,922,066	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	7,479,584	1	8,986,173
	2 Savings and temporary cash investments	113,790,226	2	137,691,021
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	61,866,981	4	65,086,426
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	4,708,595,481	7	4,251,641,953
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	7,769	9	5,852
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	0		
	b Less accumulated depreciation	0	10c	0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities See Part IV, line 11	0	12	0
	13 Investments—program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	4,891,740,041	16	4,463,411,425	
Liabilities	17 Accounts payable and accrued expenses	17,578,935	17	16,661,268
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	4,685,897,214	23	4,229,808,288
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	4,703,476,149	26	4,246,469,556
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	188,263,892	27	216,941,869
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	188,263,892	33	216,941,869
	34 Total liabilities and net assets/fund balances	4,891,740,041	34	4,463,411,425

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	172,554,555
2	Total expenses (must equal Part IX, column (A), line 25)	2	112,922,066
3	Revenue less expenses Subtract line 2 from line 1	3	59,632,489
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	188,263,892
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-30,954,512
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	216,941,869

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		No
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Software ID:**Software Version:****EIN:** 51-0423553**Name:** PHEAA STUDENT LOAN FOUNDATION INC

Form 990 (2016)

Form 990, Part III, Line 4a:

THE PHEAA STUDENT LOAN FOUNDATION, INC., A NON-STOCK, NONPROFIT CORPORATION INCORPORATED UNDER PENNSYLVANIA'S NONPROFIT CORPORATION LAW OF 1988, AS AMENDED (THE 'FOUNDATION') IS ORGANIZED TO CARRY OUT STUDENT LOAN SECURITIZATION TRANSACTIONS FOR THE BENEFIT OF, OR TO CARRY OUT THE PURPOSES OF, THE PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY ('PHEAA'), A STATE AGENCY OF THE COMMONWEALTH OF PENNSYLVANIA ('COMMONWEALTH'), CREATED AND CONTROLLED BY THE COMMONWEALTH'S LEGISLATURE. THE FOUNDATION'S EXEMPT PURPOSE IS TO FACILITATE THE SECURITIZATION OF STUDENT LOANS IN ORDER TO RAISE FUNDS FOR PHEAA SO THAT PHEAA MAY CONTINUE TO MAKE, SERVICE AND BUY STUDENT LOANS AND TO OTHERWISE IMPROVE HIGHER EDUCATIONAL OPPORTUNITIES FOR STUDENTS, THEREBY LESSENING PHEAA'S BURDENS OF GOVERNMENT. AS OF THE END OF THE REPORTING PERIOD, THE FOUNDATION HAD FORMED THIRTEEN SPECIAL PURPOSE TRUSTS KNOWN AS THE PHEAA STUDENT LOAN TRUST I ('TRUST I'), PHEAA STUDENT LOAN TRUST 2011-1 ('TRUST 2011-1'), PHEAA STUDENT LOAN TRUST 2012-1 ('TRUST 2012-1'), PHEAA STUDENT LOAN TRUST 2013-1 ('TRUST 2013-1'), PHEAA STUDENT LOAN TRUST 2013-2 ('TRUST 2013-2'), PHEAA WAREHOUSE FACILITY TRUST ('WAREHOUSE TRUST 2013-1'), PHEAA STUDENT LOAN TRUST 2013-3 ('TRUST 2013-3'), PHEAA STUDENT LOAN TRUST 2014-1 ('TRUST 2014-1'), PHEAA STUDENT LOAN TRUST 2014-2 ('TRUST 2014-2'), PHEAA STUDENT LOAN TRUST 2014-3 ('TRUST 2014-3'), PHEAA STUDENT LOAN TRUST 2015-1 ('TRUST 2015-1'), PHEAA STUDENT LOAN TRUST 2016-1 ('TRUST 2016-1') AND PHEAA STUDENT LOAN TRUST 2016-2 ('TRUST 2016-2'), AND COLLECTIVELY WITH TRUST I, TRUST 2011-1, TRUST 2012-1, TRUST 2013-1, TRUST 2013-2, WAREHOUSE TRUST 2013-1, TRUST 2013-3, TRUST 2014-1, TRUST 2014-2, TRUST 2014-3, TRUST 2015-1, TRUST 2016-1 AND TRUST 2016-2, THE "TRUSTS" AND THREE SPECIAL PURPOSE LIMITED LIABILITY COMPANIES KNOWN AS PHEAA STUDENT LOAN COMPANY, LLC ('SLC I'), PHEAA STUDENT LOAN COMPANY II, LLC ("SLC II"), AND PHEAA STUDENT LOAN COMPANY III, LLC ("SLC III"). THE THREE SLCs WERE DISSOLVED ON 7/30/2015. THE TRUSTS, SLC I, SLC II AND SLC III WERE ORGANIZED TO ACQUIRE, OWN AND MANAGE THE STUDENT LOANS AND OTHER ASSETS OF SUCH ENTITIES, ISSUE NOTES TO INVESTORS AND MAKE PRINCIPAL AND INTEREST PAYMENTS ON THE NOTES TO INVESTORS THROUGH A SERIES OF TRANSACTIONS IN 2003, 2004 AND 2005. TRUST I COMPLETED THE ISSUANCE AND SALE OF NOTES TO PURCHASE STUDENT LOANS FROM PHEAA IN A TRANSACTION IN JUNE OF 2009. SLC I PARTICIPATED IN THE ISSUANCE AND SALE OF NOTES THROUGH THE STRAIGHT-A FUNDING CONDUIT PROGRAM TO PURCHASE STUDENT LOANS FROM PHEAA. SLC II AND SLC III PARTICIPATED IN SIMILAR TRANSACTIONS IN DECEMBER OF 2009 AND JANUARY OF 2010, RESPECTIVELY. ON JULY 14, 2011 TRUST 2011-1 ISSUED NOTES IN THE AMOUNT OF \$1,676,400,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON NOVEMBER 14, 2012, TRUST 2012-1 ISSUED NOTES IN THE AMOUNT OF \$536,400,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON JUNE 12, 2013, TRUST 2013-1 ISSUED NOTES IN THE AMOUNT OF \$583,950,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON JULY 30, 2013, TRUST 2013-2 ISSUED NOTES IN THE AMOUNT OF \$331,300,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON NOVEMBER 20, 2013, TRUST 2013-3 ISSUED NOTES IN THE AMOUNT OF \$517,850,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON MARCH 14, 2014, TRUST 2014-1 ISSUED NOTES IN THE AMOUNT OF \$573,800,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON JUNE 17, 2014, TRUST 2014-2 ISSUED NOTES IN THE AMOUNT OF \$573,800,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON SEPTEMBER 18, 2014, TRUST 2014-3 ISSUED NOTES IN THE AMOUNT OF \$646,700,000, AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON APRIL 22, 2015, TRUST 2015-1 ISSUED NOTES IN THE AMOUNT OF \$636,900,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON SEPTEMBER 14, 2016, TRUST 2016-1 ISSUED NOTES IN THE AMOUNT OF \$543,523,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. ON NOVEMBER 22, 2016, TRUST 2016-2 ISSUED NOTES IN THE AMOUNT OF \$382,700,000 AND USED SUBSTANTIALLY ALL OF THE PROCEEDS OF THE NOTES TO PURCHASE CERTAIN STUDENT LOANS. HOWEVER, AS A CASH BASIS TAXPAYER, THE FOUNDATION DOES NOT HAVE TO RECOGNIZE ITS RESIDUAL INTEREST AS REVENUE UNTIL THE CASH FLOWS BECOME AVAILABLE. THE FOUNDATION INTENDS TO DISTRIBUTE TO PHEAA, FROM TIME TO TIME, ALL OF THE CASH FLOWS DERIVED FROM THE STUDENT LOANS, NET OF EXPENSES (OPERATING EXPENSES AND PRINCIPAL, AND INTEREST PAYMENT TO INVESTORS). PHEAA INTENDS TO USE GRANTS AND THE PROCEEDS FROM THE SALE OF THE STUDENT LOANS TO CONTINUE OTHER ACTIVITIES THAT SUBSIDIZE THE COSTS OF HIGHER EDUCATION AND SATISFY PHEAA'S STATUTORY MISSION.

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
PHEAA STUDENT LOAN FOUNDATION INC

Employer identification number

51-0423553

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations 1
- g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A) PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY	231693362	6	Yes		112,922,066	0
Total	1				112,922,066	

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant.")						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Do not include gain or loss from the sale of capital assets (Explain in Part VI))						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities, etc. (see instructions)					12	
13	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14	Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2015 Schedule A, Part II, line 14	15	
16a	33 1/3% support test—2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b	33 1/3% support test—2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a	10%-facts-and-circumstances test—2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b	10%-facts-and-circumstances test—2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18	Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that are not an unrelated trade or business under section 513						
4	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5	The value of services or facilities furnished by a governmental unit to the organization without charge						
6	Total. Add lines 1 through 5						
7a	Amounts included on lines 1, 2, and 3 received from disqualified persons						
b	Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c	Add lines 7a and 7b						
8	Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►		(a)2012	(b)2013	(c)2014	(d)2015	(e)2016	(f)Total
9	Amounts from line 6						
10a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13	Total support. (Add lines 9, 10c, 11, and 12.)						
14	First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15	Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2015 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from 2015 Schedule A, Part III, line 17	18	
19a	33 1/3% support tests—2016. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b	33 1/3% support tests—2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
1	Yes	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
2	Yes	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
3a		No
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
3b		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
3c		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
4a		No
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
4b		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
4c		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
5a		No
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
5b		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
5c		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
6		No
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
7		No
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8		No
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
9a		No
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
9b		No
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
9c		No
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
10a		No
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		
10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		
		11a	No
		11b	No
		11c	No

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		
		1	Yes
		2	No

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
		1	

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
		1	
		2	
		3	

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		
		2a	
		2b	
		3a	
		3b	

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

	(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1	
2 Recoveries of prior-year distributions	2	
3 Other gross income (see instructions)	3	
4 Add lines 1 through 3	4	
5 Depreciation and depletion	5	
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7 Other expenses (see instructions)	7	
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount

	(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a Average monthly value of securities	1a	
b Average monthly cash balances	1b	
c Fair market value of other non-exempt-use assets	1c	
d Total (add lines 1a, 1b, and 1c)	1d	
e Discount claimed for blockage or other factors (explain in detail in Part VI)		
2 Acquisition indebtedness applicable to non-exempt use assets	2	
3 Subtract line 2 from line 1d	3	
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6 Multiply line 5 by .035	6	
7 Recoveries of prior-year distributions	7	
8 Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount

		Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2 Enter 85% of line 1	2	
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4 Enter greater of line 2 or line 3	4	
5 Income tax imposed in prior year	5	
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2016 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013.			
c Excess from 2014.			
d Excess from 2015.			
e Excess from 2016.			

Part VI Supplemental Information.

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
Form 990, Schedule A, Part IV, Section A, Line 2	The supported organization is the Pennsylvania Higher Education Assistance Agency, an integral part and arm of the Commonwealth of Pennsylvania

Schedule A Form 990 or 990-E 2016

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.

2015
Open to Public Inspection

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization PHEAA STUDENT LOAN FOUNDATION INC	Employer identification number 51-0423553
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Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b									
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:										
a Receive a severance payment or change-of-control payment?	4a	No								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No								
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	No								
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.										
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
a The organization?	5a	No								
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No								
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
a The organization?	6a	No								
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No								
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No								
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	No								
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9									

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 Andrew D Mehalko Secretary and Director	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	
	(ii)	152,947	0	0	9,754	0	162,701	
2 James H Steely Treasurer & Director	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	
	(ii)	235,031	0	0	15,180	0	250,211	
3 Nathaniel D Hench President and Director	(i)	0 -----	0 -----	0 -----	0 -----	0 -----	0 -----	
	(ii)	158,836	0	0	10,256	0	169,092	

Part III **Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2016**Open to Public Inspection**

Department of the Treasury

Internal Revenue Service

Name of the organization

PHEAA STUDENT LOAN FOUNDATION INC

Employer identification number

51-0423553

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART I, Line 1	The Foundation is organized to carry out student loan securitization transactions for the benefit of PHEAA so PHEAA can improve higher education opportunities for students and facilitate its other governmental purposes FORM 990, PART IV, LINE 12 & PART XII, LINE 2 THE FINANCIAL STATEMENTS OF THE FOUNDATION ARE NOT COMPILED OR REVIEWED BY AN INDEPENDENT ACCOUNTANT, NOR ARE THEY AUDITED BY AN INDEPENDENT ACCOUNTANT HOWEVER, THE PHEAA STUDENT LOAN TRUST I, TRUST 2011-1, TRUST 2012-1, TRUST 2013-1, TRUST 2013-2, WAREHOUSE TRUST 2013-1, TRUST 2013-3, TRUST 2014-1, TRUST 2014-2, TRUST 2014-3 AND TRUST 2015-1, TRUST 2016-1 AND TRUST 2016-2 HAVE ANNUAL INDEPENDENT AUDITS OF THEIR RESPECTIVE FINANCIAL STATEMENTS PREPARED ANNUALLY

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART V, LINE 1A	1099'S ARE NOT ISSUED BY THE ORGANIZATION FOR THE INDEPENDENT CONTRACTORS REPORTED IN PART VII, SECTION B BECAUSE THE PAYMENTS ARE MADE TO CORPORATIONS AND THEREFORE ARE NOT REQUIRED TO BE REPORTED TO THE PAYEE ON A FORM 1099, PER THE IRS INSTRUCTIONS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 7A	ALL DIRECTORS SHALL BE APPOINTED BY RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY ("PHEAA") IF PHEAA'S EXECUTIVE COMMITTEE FAILS TO APPOINT DIRECTORS, THE PRESIDENT JUDGE OF THE COMMONWEALTH COURT OF PENNSYLVANIA SHALL HAVE THE POWER TO APPOINT THE DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 8B	THE FOUNDATION DOES NOT HAVE ANY COMMITTEES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 9	ADDRESS OF DIRECTORS THAT CANNOT BE REACHED AT THE FOUNDATION'S MAILING ADDRESS RAYE D G OLDSBOROUGH MONARCH MANAGEMENT SERVICES 1314 KING STREET WILMINGTON, DE 19801 JEFFREY R E VERHEART 1314 KING STREET WILMINGTON, DE 19801

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 11B	THE PHEAA STUDENT LOAN FOUNDATION ENGAGES AN INDEPENDENT ACCOUNTING FIRM TO ASSIST IN THE COMPILATION AND COMPLETION OF FORM 990 IT IS REVIEWED BY OUTSIDE LEGAL COUNSEL, WHO PROVIDED COMMENTS AND ADVICE AS TO POTENTIAL FACTUAL ISSUES THE 990 IS THEN PROVIDED TO EACH DIRECTOR FOR THEIR REVIEW PRIOR TO SUBMISSION TO THE IRS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 15	THE PHEAA STUDENT LOAN FOUNDATION (THE "FOUNDATION") HAS TWO (2) INDEPENDENT DIRECTORS WHOSE COMPENSATION IS DETERMINED BASED UPON THE MARKET RATE OF COMPENSATION PAID TO INDEPENDENT DIRECTORS OF SIMILARLY SITUATED BANKRUPTCY-REMOTE SPECIAL PURPOSE ENTITIES. THE OFFICERS OF THE FOUNDATION RECEIVE COMPENSATION FROM THE PENNSYLVANIA HIGHER EDUCATION ASSISTANCE AGENCY.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 19	THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	EQUITY CONTRIBUTION (\$12,225,743) RESIDUAL TRANSFER TO PHEAA (\$18,728,771) ROUNDING 2 ===== TOTAL (\$30,954,512)

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 1	<p>CASH BASIS - THE PHEAA STUDENT LOAN FOUNDATION (THE "FOUNDATION") USES THE CASH METHOD OF ACCOUNTING AS OF THE END OF THE REPORTING PERIOD, THE FOUNDATION HAD FORMED SPECIAL PURPOSE TRUSTS KNOWN AS THE PHEAA STUDENT LOAN TRUST I ("TRUST I"), PHEAA STUDENT LOAN TRUST 2011-1 ("TRUST 2011-1"), PHEAA STUDENT LOAN TRUST 2012-1 ("TRUST 2012-1"), PHEAA STUDENT LOAN TRUST 2013-1 ("TRUST 2013-1"), PHEAA STUDENT LOAN TRUST 2013-2 ("TRUST 2013-2"), PHEAA WAREHOUSE FACILITY TRUST ("WAREHOUSE TRUST 2013-1"), PHEAA STUDENT LOAN TRUST 2013-3 ("TRUST 2013-3"), PHEAA STUDENT LOAN TRUST 2014-1 ("TRUST 2014-1"), PHEAA STUDENT LOAN TRUST 2014-2 ("TRUST 2014-2"), PHEAA STUDENT LOAN TRUST 2014-3 ("TRUST 2014-3"), PHEAA STUDENT LOAN TRUST 2015-1 ("TRUST 2015-1"), PHEAA STUDENT LOAN TRUST 2016-1 ("TRUST 2016-1") AND PHEAA STUDENT LOAN TRUST 2016-2 ("TRUST 2016-2"), AND COLLECTIVELY WITH TRUST I, TRUST 2011-1, TRUST 2012-1, TRUST 2013-1, TRUST 2013-2, WAREHOUSE TRUST 2013-1, TRUST 2013-3, TRUST 2014-1, TRUST 2014-2, TRUST 2014-3, TRUST 2015-1, TRUST 2016-1 AND TRUST 2016-2, (THE "TRUSTS") AND THREE SPECIAL PURPOSE DELAWARE LIMITED LIABILITY COMPANIES PHEAA STUDENT LOAN COMPANY, LLC ("SLC I"), PHEAA STUDENT LOAN COMPANY II, LLC ("SLC II") AND PHEAA STUDENT LOAN COMPANY III, LLC ("SLC III") THE THREE SLCS WERE DISSOLVED ON 7/30/2015 THE TRUSTS, SLC I, SLC II, AND SLC III WERE ORGANIZED TO ACQUIRE, OWN AND MANAGE THE STUDENT LOANS AND OTHER ASSETS OF SUCH ENTITIES, ISSUE NOTES TO INVESTORS AND MAKE PRINCIPAL AND INTEREST PAYMENTS ON THE NOTES TO SUCH INVESTORS THE TRUSTS, SLC I, SLC II AND SLC III ARE DISREGARDED FOR FEDERAL INCOME TAX PURPOSES AND THEIR ACTIVITIES ARE INCLUDED IN THE FOUNDATION'S FORM 990 THE TRUSTS, SLC I, SLC II AND SLC III USE THE ACCRUAL METHOD OF ACCOUNTING</p>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2016

**Open to Public
Inspection**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990. ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization
PHEAA STUDENT LOAN FOUNDATION INC

Employer identification number
51-0423553

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

See Additional Data Table

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) PA HIGHER EDUCATION ASSISTANCE AGENCY 1200 N 7TH STREET HARRISBURG, PA 17102 23-1693362	STUDENT LOANS	PA		n/a	PA ST LEG		No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		No
b Gift, grant, or capital contribution to related organization(s)		No
c Gift, grant, or capital contribution from related organization(s)		No
d Loans or loan guarantees to or for related organization(s)		No
e Loans or loan guarantees by related organization(s)		No
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)	Yes	
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)		No
m Performance of services or membership or fundraising solicitations by related organization(s)	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	Yes	
o Sharing of paid employees with related organization(s)	Yes	
p Reimbursement paid to related organization(s) for expenses		No
q Reimbursement paid by related organization(s) for expenses		No
r Other transfer of cash or property to related organization(s)	Yes	
s Other transfer of cash or property from related organization(s)		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PA HIGHER EDUCATION ASSISTANCE AGENCY	m	25,431,169	BOOK VALUE
(2) PA HIGHER EDUCATION ASSISTANCE AGENCY	o	581,989	BOOK VALUE
(3) PA HIGHER EDUCATION ASSISTANCE AGENCY	r	18,728,771	BOOK VALUE
(4) PA HIGHER EDUCATION ASSISTANCE AGENCY	h	858,323,143	BOOK VALUE

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Additional Data

Software ID:
Software Version:
EIN: 51-0423553
Name: PHEAA STUDENT LOAN FOUNDATION INC

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
(1) PHEAA Student Loan Trust 2011-1 1200 N 7th Street Harrisburg, PA 17102 51-0423553	Student Loans	PA	20,951,189	769,290,304	PHEAA SL FDN
(1) PHEAA STUDENT LOAN TRUST 2012-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	6,110,359	217,348,537	PHEAA SL FDN
(2) PHEAA STUDENT LOAN TRUST 2013-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	9,101,855	347,939,219	PHEAA SL FDN
(3) PHEAA STUDENT LOAN TRUST 2013-2 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	4,432,527	144,927,286	PHEAA SL FDN
(4) PHEAA WAREHOUSE FACILITY TRUST 2013-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	3,469,008	401,914	PHEAA SL FDN
(5) PHEAA STUDENT LOAN TRUST 2013-3 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	9,509,037	317,901,890	PHEAA SL FDN
(6) PHEAA STUDENT LOAN TRUST 2014-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	10,393,272	352,207,756	PHEAA SL FDN
(7) PHEAA STUDENT LOAN TRUST 2014-2 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	11,165,977	396,138,343	PHEAA SL FDN
(8) PHEAA STUDENT LOAN TRUST 2014-3 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	10,112,638	399,707,737	PHEAA SL FDN
(9) PHEAA STUDENT LOAN TRUST 2015-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	12,814,768	468,278,161	PHEAA SL FDN
(10) PHEAA STUDENT LOAN TRUST 2016-1 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	9,860,257	481,975,841	PHEAA SL FDN
(11) PHEAA STUDENT LOAN TRUST 2016-2 1200 N 7TH STREET HARRISBURG, PA 17102 51-0423553	STUDENT LOANS	PA	5,840,661	344,726,601	PHEAA SL FDN
(12) PHEAA STUDENT LOAN TRUST 1 1200 N 7TH STREET HARRISBURG, PA 17102 14-6223927	STUDENT LOANS	PA	7,005,510	222,567,838	PHEAA SL FDN