

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SLM Holding Corporation

(Name of Issuer)

Common Stock, par value \$.20 per share

(Title of Class of Securities)

78442A109

(CUSIP Number)

July 31, 2000

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Notes).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior page.

SCHEDULE 13G

CUSIP No. 518439 10 4

- | | | |
|-----|--|--|
| (1) | Names of Reporting Persons | USA Group Foundation, Inc. |
| | I.R.S. Identification Nos. of Above Persons | 35-1813228 |
| (2) | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization | Delaware |

Number of Shares Beneficially Owned by Each Reporting Person With

- | | | |
|-----|--|-----------|
| (5) | Sole Voting Power | 9,034,505 |
| (6) | Shared Voting Power | None |
| (7) | Sole Dispositive Power | 9,034,505 |
| (8) | Shared Dispositive Power | None |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person | 9,034,505 |

(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	[]
(11)	Percent of Class Represented by Amount in Row 9	5.77%
(12)	Type of Reporting Person	C0

ITEM 1.

(a) Name of Issuer

SLM Holding Corporation (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

11600 Sallie Mae Drive
Reston, VA 20193

ITEM 2.

(a) Name of Person Filing

USA Group Foundation, Inc. (the "Company")

(b) Address of Principal Business Office

30 South Meridian Street
Indianapolis, IN 46204-3503

(c) Citizenship

Organized in the State of Delaware

(d) Title of Class of Securities

This report covers the Issuer's Common Stock, par value \$.20 per share.

(e) CUSIP No.

The CUSIP number of the Common Stock is 78442A109.

ITEM 3.

Not applicable.

ITEM 4. Ownership

The Company holds 9,034,505, which represent 5.77 percent of the Common Stock. The Company has the sole power to vote and dispose of the Stock.

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person

No person other than those described in Item 4 is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by the Corporation.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of the Group

Not applicable.

ITEM 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated: August 9, 2000

USA Group Foundation, Inc.

/s/ J. David Maas

By: J. David Maas