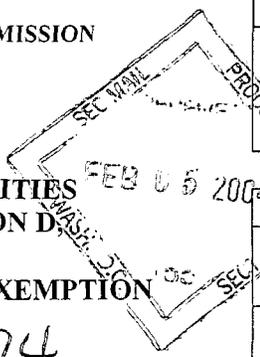


OMB APPROVAL	
OMB Number:	3235-0076
Expires:	August 31, 1998
Estimated average burden hours per response	16.00

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

1228874



SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)

Student Loan Asset-Backed Notes, Series 2004-1

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (x) Rule 506 ( ) Section 4(6) ( ) ULOE  
Type of Filing: (x) New Filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

Nelnet Education Loan Funding, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
121 South 13<sup>th</sup> Street, Suite 201, Lincoln, Nebraska 68508 (402) 458-2303

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
(if different from Executive Offices)

Brief Description of Business

Acquisition of Student Loans

Type of Business Organization

(x) corporation ( ) limited partnership, already formed ( ) other (please specify):  
( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: N/A Month 0 4 Year 9 8 (x) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: N/A  
CN for Canada; FN for other foreign jurisdiction)

PROCESSED  
FEB 06 2004

GENERAL INSTRUCTIONS

**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.507(b)(1) and 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director or corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Heimes, Terry J., President and Director

Business or Residence Address (Number and Street, City, State, Zip Code)

121 South 13<sup>th</sup> Street, Suite 201, Lincoln, NE 68508

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Kruger, James D., Secretary, Treasurer and Director

Business or Residence Address (Number and Street, City, State, Zip Code)

121 South 13<sup>th</sup> Street, Suite 301, Lincoln, NE 68508

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Freimuth, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)

121 South 13<sup>th</sup> Street, Suite 301, Lincoln, NE 68508

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Cintani, William

Business or Residence Address (Number and Street, City, State, Zip Code)

121 South 13<sup>th</sup> Street, Suite 301, Lincoln, NE 68508

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Portz, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)

121 South 13<sup>th</sup> Street, Suite 301, Lincoln, NE 68508

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
[ ] [x]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 50,000

3. Does the offering permit joint ownership of a single unit? [x] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.

Full Name (Last name first, if individual)

Credit Suisse First Boston LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

Eleven Madison Avenue, New York, New York 10010

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [x] All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Deutsche Bank Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

60 Wall Street, New York, New York 10005

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [x] All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

J.P. Morgan Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

270 Park Avenue, New York, New York 10017

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[ AL ]	[ AK ]	[ AZ ]	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]	[ ID ]
[ IL ]	[ IN ]	[ IA ]	[ KS ]	[ KY ]	[ LA ]	[ ME ]	[ MD ]	[ MA ]	[ MI ]	[ MN ]	[ MS ]	[ MO ]
[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
[ RI ]	[ SC ]	[ SD ]	[ TN ]	[ TX ]	[ UT ]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.) Full Name (Last name first, if individual)

Morgan Stanley & Co. Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)

1585 Broadway, New York, New York 10036

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[ AL ]	[ AK ]	[ AZ ]	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]	[ ID ]
[ IL ]	[ IN ]	[ IA ]	[ KS ]	[ KY ]	[ LA ]	[ ME ]	[ MD ]	[ MA ]	[ MI ]	[ MN ]	[ MS ]	[ MO ]
[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
[ RI ]	[ SC ]	[ SD ]	[ TN ]	[ TX ]	[ UT ]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box Y and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>1,009,997,585</u>	\$ <u>1,009,997,585</u>
Debt .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity .....	\$ <u>-0-</u>	\$ <u>-0-</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Other (Specify).....	\$ <u>-0-</u>	\$ <u>-0-</u>
Total .....	\$ <u>1,009,997,585</u>	\$ <u>1,009,997,585</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors .....	<u>4</u>	\$ <u>1,009,997,585</u>
Non-accredited Investors .....	<u>N/A</u>	\$ <u>N/A</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A .....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504 .....	<u>N/A</u>	\$ <u>N/A</u>
Total .....	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.\*

Rating Agents' Fees (including counsel).....	<input checked="" type="checkbox"/>	\$ <u>367,500</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>345,000</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>9,000</u>
Trustee's Fees (including counsel) .....	<input checked="" type="checkbox"/>	\$ <u>12,500</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>-0-</u>
Financial Advisor Fee.....	<input type="checkbox"/>	\$ <u>-0-</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

Note Insurance Fee .....	<input type="checkbox"/>	\$ <u>      </u> -0-
Structuring Fee .....	<input type="checkbox"/>	\$ <u>      </u> -0-
Other Expenses (Underwriting Fees (including fees of counsel to Underwriter)):	<input checked="" type="checkbox"/>	\$ <u>2,121,000</u>
Other Expenses (Miscellaneous):	<input checked="" type="checkbox"/>	\$ <u>      25,000</u>

Total  \$ 2,900,000

\*All costs of issuance being paid by Issuer. No costs of issuance being paid from proceeds of offering.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 1,009,997,585 \*\*

\*\*See footnote to 4(a) above.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Purchase of real estate .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Repayment of indebtedness .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Working capital .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input type="checkbox"/> \$ <u>      </u> -0-
Other (specify): .....		
-Purchases of Student Loans from Acquisition Fund:.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input checked="" type="checkbox"/> \$ <u>990,843,287</u>
-Reserve Fund:.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input checked="" type="checkbox"/> \$ <u>2,525,000</u>
-Remarketing Fee Fund: .....	<input type="checkbox"/> \$ <u>      </u> -0-	<input checked="" type="checkbox"/> \$ <u>2,057,370</u>
-Collection Fund:.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input checked="" type="checkbox"/> \$ <u>14,571,928</u>
Column Totals.....	<input type="checkbox"/> \$ <u>      </u> -0-	<input checked="" type="checkbox"/> \$ <u>1,009,997,585</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>1,009,997,585</u>	

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									