

**SUPPLEMENT NO. 1 DATED JANUARY 9, 2024 TO THE
TNSTARS COLLEGE SAVINGS 529 PROGRAM
DISCLOSURE BROCHURE DATED JANUARY 27, 2023**

This Supplement No. 1 ("Supplement") amends, updates and supersedes anything to the contrary contained in the January 27, 2023 Disclosure Brochure for the TNStars College Savings 529 Program (the "Program"). This Supplement does not update any information contained in the Disclosure Brochure except as specifically described herein. It should be read in conjunction with the Disclosure Brochure for complete information about the Program. Capitalized terms used in this Supplement, and not otherwise defined herein, will have the same meanings as used in the Disclosure Brochure.

Material Changes

The material changes reflected in this Supplement and discussed below are only those changes that have been made to this Disclosure Brochure since the Program's last published update. The publish date of the last Disclosure Brochure was January 27, 2023.

- The investment strategies and investment options, fees and expenses, and historic investment performance have been updated for reference.
- The underlying investment information and principal risks relative to the Vanguard Underlying Investments have been updated for reference.
- The withdrawal section has been updated to reflect that beginning January 1, 2024, rollovers from a 529 account to a Roth IRA owned by the Designated Beneficiary of the 529 account will be permitted with certain limits.
- The annual gift tax exclusion increased to \$18,000 beginning January 1, 2024.
- The U.S. Department of Education is in the process of implementing certain changes to the Free Application for Federal Student Aid ("FAFSA") form. For the most up to date information on the methodology used to determine eligibility for federal student aid including the effect ownership of an Account in TNStars may have on your personal circumstances, you may wish to consult with a qualified financial aid advisor or the financial aid department of a particular school.

Section 7: Fees and Expenses

Under Section 7, entitled Fees and Expenses, beginning on page 21 of the Disclosure Brochure, the sub-sections titled Total Annual Asset-Based Fee, Underlying Investment Expenses, Program Management Fee, and Expenses and Fees Table are deleted and replaced with the following language:

Total Annual Asset-Based Fee

Each Investment Option has a total annual asset-based fee, which includes the Underlying Investment expenses and the program management fee. These elements are further described in the sections below.

The Expenses and Fees Table provides the estimated Underlying Investment expenses, program management fee, and total annual asset-based fee for each Investment Option. The total expenses and fees incurred may be higher or lower depending on several factors, including the actual expenses of the Underlying Investment(s) and the Investment Options chosen by the Participant. As a result, the Participant's total annual asset-based Fee could be greater than the amount stated in the Expenses and Fees Table.

The allocable portion of the total annual asset- based fee reduces each Investment Option's daily Net Asset Value (NAV).

The following example compares the approximate cost of investing in the Program over different periods and is based on the following assumptions:

- A ten-thousand-dollar (\$10,000) investment invested for the time periods shown.

- A five percent (5%) annually compounded rate of return on the amount invested throughout the period.
- Any Withdrawals at the end of the period are Qualified Withdrawals (the table does not consider the impact of any potential state or federal taxes on Withdrawals from an Account).
- The Underlying Investment(s) expenses for the applicable Investment Option and the total annual asset-based fee remain the same as those described further in Section 7. No optional service fees are included.
- In the case of the Age-Based Investment Option, the relative weighting of the Underlying Investments remains the same as described in Section 15.
- The Program continues to receive subsidies in the amounts described on page 23.

	Total Annual Asset Based Fee as of September 30, 2023	Year One	Year Three	Year Five	Year Ten
Age Based Investment Option					
TN 0-2 Age Band	0.250%	\$ 25.66	\$ 80.77	\$ 141.36	\$ 320.53
TN 3-4 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 5-6 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 7-8 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 9-10 Age Band	0.248%	\$ 25.45	\$ 80.13	\$ 140.24	\$ 318.00
TN 11-12 Age Band	0.246%	\$ 25.25	\$ 79.48	\$ 139.11	\$ 315.47
TN 13-14 Age Band	0.247%	\$ 25.35	\$ 79.80	\$ 139.68	\$ 316.73
TN 15-16 Age Band	0.246%	\$ 25.25	\$ 79.48	\$ 139.11	\$ 315.47
TN 17-18 Age Band	0.244%	\$ 25.04	\$ 78.84	\$ 137.99	\$ 312.93
TN 19+ Age Band	0.244%	\$ 25.04	\$ 78.84	\$ 137.99	\$ 312.93
	Total Annual Asset Based Fee as of September 30, 2023	Year One	Year Three	Year Five	Year Ten
Self-Selected Investment Options					
TN Aggressive Growth Fund	0.85%	\$ 87.00	\$ 272.17	\$ 473.33	\$ 1,055.49
TN Emerging Markets Stock Fund	0.34%	\$ 34.88	\$ 109.70	\$ 191.81	\$ 433.82
TN Total International Stock Fund	0.28%	\$ 28.73	\$ 90.42	\$ 158.20	\$ 358.41
TN Real Estate Fund	0.32%	\$ 32.83	\$ 103.28	\$ 180.62	\$ 408.74
TN Small Cap Fund	0.24%	\$ 24.63	\$ 77.55	\$ 135.74	\$ 307.87
TN US Large Cap Value Fund	0.75	\$ 76.80	\$ 240.51	\$ 418.71	\$ 936.28
TN Total Stock Market Fund	0.23%	\$ 23.61	\$ 74.33	\$ 130.12	\$ 295.20
TN Balanced Fund	0.370%	\$38.85	\$122.47	\$214.67	\$488.65
TN Total International Bond Fund	0.27%	\$ 27.71	\$ 87.21	\$ 152.59	\$ 345.80
TN High-Yield Corporate Fund	0.33%	\$ 33.86	\$ 106.49	\$ 186.22	\$ 421.29
TN Core Plus Bond Fund	0.65%	\$ 66.59	\$ 208.75	\$ 363.81	\$ 815.77
TN Total Bond Fund	0.24%	\$ 24.12	\$ 75.94	\$ 132.93	\$ 301.54

TN Short-Term Corporate Fund	0.25%	\$ 25.66	\$ 80.77	\$ 141.36	\$ 320.53
TN Short-Term Inflation Protected Securities Fund	0.24%	\$ 24.63	\$ 77.55	\$ 135.74	\$ 307.87
TN Money Market Fund	0.31%	\$ 31.81	\$ 100.07	\$ 175.02	\$ 396.18

Actual costs of investing in TNStars may be higher or lower, due to a variety of factors, than shown.

This example does not represent actual expense or performance (past or future).

Underlying Investment Expenses

The Underlying Investment expenses are derived from the most recent prospectus of the applicable Underlying Investment as of September 30, 2023 provided by the applicable fund company. Each prospectus provides detailed information, including management fees, other expenses and investment risks applicable to the Underlying Investment associated with the related Investment Option. **The Underlying Investment expenses are subject to change at any time.**

Program Management Fee

The program management fee includes the costs, fees and expenses that the Department of Treasury deems necessary or proper to incur in order to operate and administer TNStars. Such costs, fees and expenses include, but are not limited to, those incurred for investment management (excluding Underlying Investment expenses), account administration, communication and recordkeeping services.

The Program receives a State appropriation to subsidize the operating and administration costs, fees and expenses for all Participants. For fiscal year 2023 (July 1, 2022- June 30, 2023) the cost to operate and administer TNStars was \$964,616. Based on the 2023 fiscal year, the cost, without a subsidy, for administering each TNStars Account was approximately 0.32% (32 basis points) total annual asset-based fee. **There is no guarantee of the existence or amount of future State appropriations.**

The Board or the Program, in their sole discretion, reserve the right to change the program management fee at any time. As a result, the Participant's total annual asset-based fee could be greater than the amount stated in the Expenses and Fees Table on **pages 24 – 27**.

Expenses and Fees Table

Expenses and fees are an important consideration in selecting any Investment Option. Each Investment Option has a total annual asset-based fee, which includes the Underlying Investment expenses and the program management fee. The available Investment Options' total annual asset-based fees range from 0.230% to 0.850% (23 to 85 basis points) based on the data available in the most recent prospectus of the applicable Underlying Investment(s) as of September 30, 2023. The allocable portion of the total annual asset-based fee reduces each Investment Option's daily Net Asset Value (NAV). **Before investing, review the full Disclosure Brochure and carefully consider the Program's investment objectives, risks, fees and expenses.** The estimated Underlying Investment expenses and program management fees are subject to change at any time, which may reduce the returns of any Investment Option.

Age-Band	Underlying Investment Options	Underlying Mutual Fund Ticker	Estimated Underlying Mutual Fund	Age Band Asset Allocation	Weighted Average Estimated Underlying Mutual Fund Expense	Program Management Fee	Total Annual Asset Based Fee
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0-2	Vanguard Total Stock Market Index Fund	VITSX	0.030%	60.00%	0.050%	0.200%	0.250%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	40.00%			
3-4	Vanguard Total Stock Market Index Fund	VITSX	0.030%	52.50%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	35.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	10.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	2.50%			
5-6	Vanguard Total Stock Market Index Fund	VITSX	0.030%	45.00%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	30.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	17.50%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	7.50%			
7-8	Vanguard Total Stock Market Index Fund	VITSX	0.030%	37.50%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	25.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	25.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	12.50%			
9-10	Vanguard Total Stock Market Index Fund	VITSX	0.030%	30.00%	0.048%	0.200%	0.248%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	20.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	35.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	15.00%			

11-12	Vanguard Total Stock Market Index Fund	VITSX	0.030%	22.50%	0.046%	0.200%	0.246%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	15.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	40.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	17.50%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	2.50%			
	Vanguard Short-Term Corporate Bond Index Fund	VSCSX	0.070%	2.50%			
13-14	Vanguard Total Stock Market Index Fund	VITSX	0.030%	15.00%	0.047%	0.200%	0.247%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	10.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	45.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	20.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	5.00%			
	Vanguard Short-Term Corporate Bond Index Fund	VSCSX	0.070%	5.00%			
15-16	Vanguard Total Stock Market Index Fund	VITSX	0.030%	7.50%	0.046%	0.200%	0.246%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	5.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	47.50%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	20.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	10.00%			

	Vanguard Short-Term Corporate Bond Index Fund	VSCSX	0.070%	10.00%			
17-18	Vanguard Total Stock Market Index	VITSX	0.030%	5.00%	0.044%	0.200%	0.244%
	Vanguard Total Bond Market Index	VBTIX	0.035%	45.00%			
	Vanguard Total International Bond Market Index	VTIFX	0.070%	15.00%			
	Vanguard Short-Term Inflation Protection Index	VTSPX	0.040%	15.00%			
	Vanguard Short-Term Corporate Bond Index	VSCSX	0.070%	20.00%			
19+	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	40.00%	0.044%	0.200%	0.244%
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	10.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	20.00%			
	Vanguard Short-Term Corporate Bond Index Fund	VSCSX	0.070%	30.00%			

Age-Based Investment Option: Expenses for the Age Bands within the Age-Based Investment Option represent the applicable weighted average of the expenses of the Underlying Investments, based on data available in the most recent prospectus of the applicable Underlying Investment(s) as of September 30, 2023, and assuming an allocation among the Underlying Investments as described in Section 15.

Self-Selected Investment Options	Underlying Mutual Fund	Underlying Mutual Fund Ticker	Estimated Underlying Mutual Fund Expense	Program Management Fee	Total Annual Asset Based Fee
TN Aggressive Growth Fund	PRIMECAP Odyssey Aggressive Growth Fund	POAGX	0.650%	0.200%	0.850%
TN Emerging Markets Stock Fund	Emerging Markets Stock Index Fund Admiral Shares	VEMAX	0.140%	0.200%	0.340%
TN Total International Stock Fund	Vanguard Total International Stock Index Fund	VTSNX	0.080%	0.200%	0.280%
TN Real Estate Fund	Vanguard Real Estate Index Fund	VGSLX	0.120%	0.200%	0.320%

TN Small Cap Fund	Vanguard Small-Cap Index Fund	VSCIX	0.040%	0.200%	0.240%
TN US Large Cap Value Fund	DoubleLine Shiller Enhanced CAPE-I	DSEEX	0.550%	0.200%	0.750%
TN Total Stock Market Fund	Vanguard Total Stock Market Fund	VITSX	0.030%	0.200%	0.230%
TN Balanced Fund	Vanguard Wellington Fund	VWENX	0.170%	0.200%	0.370%
TN Total International Bond Fund	Vanguard Total International Bond Index Fund	VTIFX	0.070%	0.200%	0.270%
TN High-Yield Corporate Fund	Vanguard High-Yield Corporate Fund	VWEAX	0.130%	0.200%	0.330%
TN Core Plus Bond Fund	Western Asset Core Plus Bond Fund	WACPX	0.450%	0.200%	0.650%
TN Total Bond Fund	Vanguard Total Bond Market	VBPIX	0.035%	0.200%	0.235%
TN Short-Term Corporate Fund	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	0.200%	0.250%
TN Short-Term Inflation Protected Securities Fund	Vanguard Short-Term Inflation Protected Securities Index Fund	VTSPX	0.040%	0.200%	0.240%
TN Money Market Fund	Vanguard Federal Money Market Fund	VMFXX	0.110%	0.200%	0.310%

Self-Selected Investment Options: The estimated Underlying Investment expenses is based on data available in the most recent prospectus of the applicable Underlying Investment(s) as of September 30, 2023. For additional information, refer to the Underlying Investments as described in Section 15.

Section 8: Historic Investment Performance

Section 8, entitled Historic Investment Performance, beginning on page 27 of the Disclosure Brochure is deleted in its entirety and replaced with the following:

Before selecting an Investment Option, carefully consider risk tolerance, investment horizon, educational savings goals and overall investment objectives. Additionally, consider the investment risks associated with the Underlying Investment(s) used by the selected Investment Option(s).

For the most current performance data, visit [TNStars.com](https://www.tnstars.com), or contact the Program at 855 3TN-STAR (855-386-7827).

Past performance is not a guarantee of future results. The value of each Unit of Interest is directly related to the performance, fees and expenses, if any, of the Underlying Investment(s) associated with each Investment Option a Participant selects. **The principal value of a TNStars Account and its investment performance (or return) will fluctuate, and the Units of Interest, when redeemed (sold), may be worth more or less than the amount contributed (purchased).**

The overall performance of an Account will vary based on overall allocation to Investment Options chosen by a Participant. For investments in an Age-Based Strategy, overall performance will also vary, because an Account may be invested in more than one Age-Based Investment Option during the performance-reporting period, and because of a Beneficiary's

age. Monies invested in an Age-Based Investment Option are automatically transferred to another Age-Based Investment Option when a Beneficiary reaches a specified age and may remain invested in the underlying Investment Option for only a portion of the period reported in the performance table.

The following table shows the historic performance, after expenses and fees, of the Investment Options since inception. The historic investment performance shown is dependent on the historic performance of the assets in which the underlying Mutual Fund are invested. Historic investment performance is as September 30, 2023.

Investment Option	One Month	Three Month	Year to Date	One Year Average Annual Return	Inception Average Annual Return	Inception Date
TN 0-2 Age Band	-4.18%	-3.59%	9.31%	20.33%	8.45%	08/16/2019
TN 3-4 Age Band	-3.98%	-3.49%	8.06%	17.73%	7.12%	08/16/2019
TN 5-6 Age Band	-3.74%	-3.37%	6.87%	15.17%	5.76%	08/16/2019
TN 7-8 Age Band	-3.47%	-3.23%	5.84%	12.82%	4.46%	08/16/2019
TN 9-10 Age Band	-3.24%	-3.08%	4.52%	10.31%	3.10%	08/16/2019
TN 11-12 Age Band	-2.88%	-2.79%	3.54%	8.10%	1.91%	08/16/2019
TN 13-14 Age Band	-2.56%	-2.56%	2.39%	5.86%	0.70%	08/16/2019
TN 15-16 Age Band	-2.18%	-2.18%	1.44%	3.79%	-0.34%	08/16/2019
TN 17-18 Age Band	-1.81%	-1.71%	1.03%	2.73%	-0.56%	08/16/2019
TN 19+ Age Band	-1.32%	-1.22%	0.73%	2.21%	-0.74%	08/16/2019
TN Aggressive Growth Fund	-4.88%	-2.50%	13.25%	22.35%	7.06%	08/16/2019
TN Emerging Markets Stock Fund	-2.12%	-2.29%	2.31%	10.57%	2.54%	08/16/2019
TN Total International Stock Fund	-3.37%	-4.07%	4.88%	20.30%	4.58%	08/16/2019
TN Real Estate Fund	-7.40%	-8.63%	-5.50%	-1.53%	-0.91%	08/16/2019
TN Small Cap Fund	-5.65%	-4.63%	4.11%	12.36%	6.93%	08/16/2019
TN US Large Cap Value Fund	-4.53%	-3.46%	12.31%	17.61%	7.91%	08/16/2019
TN Total Stock Market Fund	-4.79%	-3.35%	12.16%	20.17%	10.88%	08/16/2019
TN Balanced Fund	-3.50%	-3.13%	4.19%	11.82%	5.93%	08/16/2019
TN Total International Bond Fund	-1.66%	-1.55%	2.06%	1.95%	-2.79%	08/16/2019
TN High-Yield Corporate Fund	-1.38%	-0.28%	3.98%	9.05%	1.70%	08/16/2019
TN Core Plus Bond Fund	-4.25%	-5.30%	-2.61%	0.47%	-3.67%	08/16/2019
TN Total Bond Fund	-2.48%	-3.11%	-0.99%	0.56%	-2.44%	08/16/2019
TN Short-Term Corporate Fund	-0.49%	0.20%	1.92%	3.81%	0.22%	08/16/2019
TN Short-Term Inflation Protected Securities Fund	-0.27%	0.37%	1.86%	3.10%	2.27%	08/16/2019
TN Money Market Fund	0.48%	1.35%	3.54%	4.46%	2.78%	11/12/2021

Section 10: Withdrawals from an Account

The following is added as a new subsection under Section 10: Withdrawals from an Account:

Outgoing Rollover to a Roth IRA

A qualified rollover from a 529 Account to a Roth IRA owned by the Beneficiary will be considered a qualified rollover for federal income tax purposes. The SECURE 2.0 Act of 2022 (the “SECURE 2.0 Act”) was signed into federal law in December 2022. In addition to a number of significant retirement savings related enhancements, the SECURE 2.0 Act revises Section

529 of the Code. Beginning January 1, 2024, rollovers will be permitted from a 529 plan account to a Roth IRA without incurring federal income tax or penalties, subject to the following conditions:

- The 529 plan account must be open for 15 or more years.
- Contributions and associated earnings that you transfer to the Roth IRA must be in the 529 plan account for more than 5 years.
- A lifetime maximum amount of \$35,000 per Beneficiary to be rolled over from 529 plan accounts to Roth IRAs.
- 529 plan assets can only be rolled over into a Roth IRA maintained for the benefit of the Beneficiary on the 529 plan account.
- 529 plan assets must be sent directly to the Roth IRA.
- Roth IRA income limitations are waived for 529 plan rollovers to Roth IRAs.
- The Roth IRA contribution is subject to the Roth IRA contribution limit for the taxable year applicable to the Beneficiary for all individual retirement plans maintained for the benefit of the Beneficiary.

The IRS may issue additional guidance that may impact 529 plan account rollovers to Roth IRAs, including the above referenced conditions.

State law treatment of a Roth IRA Rollover may differ from the federal tax treatment. Residents and taxpayers of other states should consider the tax treatments of their jurisdiction.

Participants and Beneficiaries should each consult a financial professional or tax advisor regarding the applicability of the Roth rollovers to their personal situations. You are responsible for determining whether your 529 plan Account is eligible for a Roth IRA rollover, including tracking and documenting the length of time your Account has been opened and the amount of assets in your Account eligible to be rolled into a Roth IRA. To request a rollover to a Roth IRA, please submit the Direct Rollover Out to Roth IRA Form to the Program. The form is accessible on our website at tinstars.com.

Section 12: Tax Matters and Considerations

Under Section 12, entitled Tax Matters and Considerations, beginning on page 35 of the Disclosure Brochure, the subsections titled Federal Gift, Estate, Generation-Skipping Transfer and Other Tax Considerations is deleted and replaced with the following language:

Contributions to an Account are considered a completed gift to the Beneficiary and, as a result, federal gift, estate, and generation-skipping transfer tax rules apply. There are many exceptions and exclusions, and each Participant and Third-Party Contributor should consult their personal legal, tax or other advisors for inquiries specific to their circumstances. For additional information, see IRS Publication 709, United States Gift (and Generation-Skipping Transfer) Tax Return, at irs.gov.

The IRS published annual exclusion for gifts per donee (e.g., Beneficiary) for 2024 is \$18,000. A larger gift Contribution in any year may be treated as made ratably over a five-year period through a special election.

A number of federal education tax benefits are available in addition to the tax benefits available to 529 Plan Participants. Federal tax laws provide a number of special rules intended to coordinate and avoid duplication of the tax benefits among the American Opportunity Credit, Lifetime Learning Credit, Education Savings Accounts (ESAs), certain U.S. Savings Bonds, deductions for higher education expenses and other education tax benefits. For additional information, see IRS Publication 970, Tax Benefits for Education, at irs.gov.

Federal tax provisions are complex and a person making or contemplating a contribution to an Account should consult with his or her own tax advisor regarding the applicability of gift, estate and generation-skipping transfer tax to their Account transactions, the current lifetime exemptions, and the gift tax filing requirements.



DISCLOSURE BROCHURE

Effective: January 27, 2023

OFFERED BY: STATE OF TENNESSEE COLLEGE SAVINGS TRUST FUND PROGRAM FOR THE EDUCATIONAL INVESTMENT PLAN

MANAGED BY: STATE OF TENNESSEE DEPARTMENT OF TREASURY

The information and opinions in this Disclosure Brochure are subject to change without notice, and neither delivery of this Disclosure Brochure nor any sale made hereunder shall create, under any circumstances, any implication that no change has occurred in the affairs of the TNStars College Savings 529 Program since the date of this Disclosure Brochure.

This Disclosure Brochure contains information about the TNStars College Savings 529 Program ("TNStars" or "Program") and constitutes the full and complete offering materials of the Program. The Disclosure Brochure together with the completed and signed enrollment application, participation agreement, and the minimum Initial Contribution, as received and accepted by the Program, and all governing Program Rules, Statutes, laws and operating procedures constitutes the Contract entered into under the Statute. This Disclosure Brochure supersedes all previously distributed Disclosure Brochures, including any supplements. **Any future changes to this Disclosure Brochure or participation agreement or amendments to the Rules, Statute, policies, or operating procedures are automatically incorporated into and deemed to amend the Contract.**

The information presented in this Disclosure Brochure is believed by the Program to be accurate as of the date printed on the cover page but is subject to change without notice. In the event of any conflicts between this Disclosure Brochure and any Rules, Statutes, or laws, the legal requirement shall prevail. Applicable Rule, Statute or law shall govern any matter pertaining to the Program that is not discussed herein.

No individual or entity has been authorized to give any information or to make any representation concerning the Program other than the information contained in this Disclosure Brochure and, if given or made, such information or representation must not be relied upon as having been authorized by the Program or the Board of the College Savings Trust Fund Program ("Board"). This Disclosure Brochure does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any state or other jurisdiction where, or to or from any individual to or from whom, such offer or solicitation is unlawful or unauthorized.

529 Plans, such as TNStars, are intended to be used only to save for Qualified Higher Education Expenses. This Program is not intended to be used, nor should it be used, for evading federal or state taxes or tax penalties.

Notice: Accounts and their earnings, if any, established under TNStars are neither insured nor guaranteed (full faith and credit or otherwise) by, or have recourse to, the state of Tennessee, the Tennessee State Treasurer, the Program, other state agencies, federal government agencies or any employees or directors of any such entities, unless otherwise expressly stated herein.

Charts, graphs and examples contained in this Disclosure Brochure are provided for illustrative purposes only. Additionally, this Disclosure Brochure contains links to third-party websites. These links are provided for convenience, and their inclusion does not, in any way, imply endorsement. TNStars, the Board and the Department of Treasury and its employees have no responsibility for the content or maintenance of these sites. You may contact the Program to receive additional copies of this Disclosure Brochure and to ask any questions that you may have about the Program:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

TNStars, the Board and the Department of Treasury and its employees are not authorized to provide legal, financial or tax advice. Prospective and existing Participants should consult their personal legal, tax or other advisors for inquiries specific to their circumstances.

Retain this document and all, if any, supplements to it in their entirety for future reference.

Table of Contents

Section 1: Introduction and Summary	4
Section 2: Glossary of Common Terms	8
Section 3: Investment Risks	11
Risk of Investment Loss	12
Tax Risk	12
Risk of Reduced Financial Aid Eligibility	12
Risk of Program Changes	12
Investment Option Risks	13
Investment Horizon Risks	13
Risk of Market Uncertainties and Other Events	13
Risk of Acceptance and Increased Education Expenses	13
Cybersecurity Risk:	13
Section 4: Opening an Account	14
Scholarship Account (Restricted)	15
Section 5: Contributing to an Account	15
Check	15
Electronic Funds Transfer ("EFT")	16
Incoming Rollovers and Transfers to an Account	16
Recurring Contributions	17
Payroll Direct Deposit	17
Ugift® and Gifts by Third-Party Contributors	18
Upromise®	18
Systematic Reallocation	18
Section 6: Investment Strategies and Investment Options	19
Summary of Investment Strategies	19
<i>Age-Based Strategy</i>	19
<i>Self-Selected Strategy</i>	20
Important Information about the Underlying Investments, Transaction Processing and Account Valuation	20
Section 7: Fees and Expenses.....	21
Total Annual Asset-Based Fee	21

Underlying Investment Expenses	23
Program Management Fee	23
Float Income	23
Optional Services Fees	23
Expenses and Fees Table	24
Section 8: Historic Investment Performance	27
Section 9: Account Changes and Maintenance	28
Updating General Account Information	28
Updating Contribution Information	29
Changing a Beneficiary	29
Changing Investment Options	29
Maximum Account Balance	29
Custodians and Trustees	30
Third-Party Access and Authorization	30
Electing or Revoking Electronic Delivery	30
Adding or Changing a Trusted Contact Person	30
Transfer of Account Funds	31
Qualified Refunds	31
Transfer of Account Ownership	31
Section 10: Withdrawals from an Account	31
Types of Withdrawals	31
<i>Qualified Withdrawal</i>	<i>31</i>
<i>Non-Qualified Withdrawal</i>	<i>32</i>
<i>Special Circumstances Non-Qualified Withdrawals.....</i>	<i>32</i>
<i>Outgoing Rollover to another 529 Plan</i>	<i>33</i>
<i>Outgoing Rollover to an ABL Account.....</i>	<i>33</i>
Requesting a Withdrawal	33
Section 11: Communications, Confirmations and Statements	34
Section 12: Tax Matters and Considerations	35
Year-End Processing	35
IRS Form 1099-Q	35
Federal Income Tax Considerations	35
Federal Gift, Estate, Generation-Skipping Transfer and Other Tax Considerations	35
State Tax Considerations	36
Section 13: Additional Matters.....	36
Program Governance and Administration	36
Limits on Protection from Creditors	36
Incentive Plans	37
Prohibited Transactions	37
Disclosure Brochure, Financial Statements and Periodic Audits	37
Protecting Information, Cybersecurity and Privacy Notice	37

Accessibility and Title VI Statement	37
Section 14: Account Closure	38
General	38
Voluntary Closure	38
Inactive Accounts	38
Account or Plan Termination	38
Section 15: Underlying Investment Information and Principal Risks	38
Age-Based Investment Option – Underlying Investments (Multiple Funds)	39
0 – 2 years	39
3 – 4 years	39
5 – 6 years	39
7 – 8 years	39
9 – 10 years	40
11 – 12 years	40
13 – 14 years	40
15 – 16 years	40
17 – 18 years	40
19+ years	40
Self-Selected Investment Options – Underlying Investments (Single-Fund)	41
DoubleLine Underlying Investment	41
PrimeCap Underlying Investment	46
Vanguard Underlying Investment	47
Western Asset Underlying Investment	50

Material Changes

Read this document in its entirety. Several material changes have been made to this Disclosure Brochure since the Program's last published Supplement to the Disclosure Brochure. The publish date of the last Disclosure Supplement was January 1, 2022. Changes include, but are not limited to, the items listed below:

This document incorporates the updates included in the January 1, 2022 supplement and the preceding supplement.

There are updates to the Fees and Expenses table, including a decrease in the Total Annual Asset-based fee for two investment options.

Updated Historic Investment Performance is included.

There are updates to the Withdrawals from an Account section regarding electronic payments to schools.

The annual gift tax exclusion increased to \$17,000 beginning January 1, 2023.

There are updates to the Underlying Investment Information and Principal Risks Section.

Section 1: Introduction and Summary

*The following offers a general summary of the Program, including key risks, features and considerations for investing in a TNStars Account, that are discussed in greater detail elsewhere in this Disclosure Brochure. **Before investing, review the full Disclosure Brochure and carefully consider the Program's investment objectives, risks, fees and expenses.***

General Information: See Section 13

The primary purpose of the TNStars College Savings 529 Program is to encourage timely financial planning by assisting families in saving and investing for the Qualified Education Expenses required for attendance at an Eligible Educational Institution.

The Program is a qualified tuition program offered by the State of Tennessee through the educational investment trust fund and is established pursuant to Section 529 of the Internal Revenue Code, authorized by Title 49, Chapter 7, Part 8 of the Tennessee Code Annotated and administered in accordance with the Rules of the Department of Treasury, Tennessee Baccalaureate Education System Trust Board codified as Chapter 1700-05 of the Official Compilation of the Rules and Regulations of the State of Tennessee.

TNStars is a direct-sold plan that is administered and managed by the Tennessee State Treasurer and the State of Tennessee Department of Treasury pursuant to a delegation from the College Savings Trust Fund Program Board.

Nature and Risks of Investing: See Section 3

By opening and contributing to a TNStars Account, you, a Participant, will purchase and own Units of Interest issued by the Trust Fund for the TNStars College Savings 529 Program. Units of Interest offered and sold in connection with the Program are considered municipal fund securities and have not been and will not be registered under the Securities Act of 1933, any state, or other securities laws pursuant to exemptions from registration available for obligations issued by a public instrumentality of a state.

The value of your Units of Interest is based on the performance of the Investment Option(s) you select. While you do not own actual shares of any Underlying Investment(s), the value of your Units of Interest is directly related to the performance, value, fees and expenses of the Underlying Investment(s) associated with each Investment Option.

Risk of Investment Loss: As with any investment, it is possible to lose money by investing in this Program. The value of your Account and its performance will fluctuate, and the Units of Interest, when sold, may be worth more or less than the amount contributed. Past performance is not a guarantee of future results.

Tax Risk: The favorable tax treatment of investments under the Program depends on qualification of the Program as a "qualified tuition program" under the Code. The IRS has not issued final regulations regarding the requirements for such qualification. Furthermore, from time to time, there may be changes to federal and state tax laws or the Code that may change the terms and conditions of this Program. When feasible and appropriate, the Board intends to provide reasonable notice to Participants regarding any material Program changes.

Risk of Reduced Financial Aid Eligibility: An investment in a 529 Plan may be taken into consideration for purposes of determining the amount, if any, of financial aid for which a Beneficiary is eligible.

Risk of Program Changes: From time to time, the Board, Program Administrator or Tennessee legislature may make changes to the Program, including changes to the Investment Option(s), Underlying Investment(s), fees or expenses. When feasible and appropriate, the Board intends to provide reasonable notice to Participants regarding any material Program changes.

The Program receives a State appropriation to subsidize the operating and administration costs, fees and expenses for all Participants. The Board or the Program, in their sole discretion, reserve the right to change the program management fee and reserve the right to place restrictions on any State appropriation or expense ratio waiver received, at any time. **There is no guarantee of the continued existence or amount of future State appropriations.** As a result, the Participant's total annual asset-based fee could increase.

Furthermore, the Board reserves the right to terminate or suspend an Account or the Program at any time for any reason.

Investment Option Risks: Money contributed to an Account is subject to various investment risks associated with the Investment Options, and related Underlying Investment(s), selected by a Participant. **Participants should review [Section 15](#) for additional information related to the investment risks of the Underlying Investment(s) associated with the related Investment Option(s). A Participant should request and read the prospectus and additional information associated with any Underlying Investment(s).** During any particular period, the risks and earnings, if any, under any particular Investment Option may vary from the risks and earnings, if any, under any other Investment Option(s).

Investment Horizon Risks: With the passage of the federal Tax Cuts and Jobs Act of 2017 and the SECURE Act of 2019 Monies invested in a 529 Plan may be used for expenses for tuition in connection with enrollment or attendance at an elementary or secondary public, private or religious school (commonly referred to as K-12 tuition) and expenses related to participation in a registered and certified apprenticeship

program. TNStars Investment Options were selected with an investment horizon suitable for a beneficiary who expects to attend college. **Participants should carefully assess and, if appropriate, adjust the allocation to the Investment Option(s) to align with their risk tolerance, investment horizon, educational savings goals and overall investment objectives** if intending to use a TNStars Account for K-12 tuition and/or expenses related to an apprentice program or for repayment of a qualified student loan.

Risk of Acceptance and Increased Education Expenses: Having an Account in the Program does not guarantee that a Beneficiary will be admitted to any educational institution, or if admitted, will be permitted to continue enrollment in, graduate or receive a degree from an educational institution. Furthermore, there is no guarantee that Contributions made to an Account, together with the rate of return, if any, under the Investment Option(s) selected will be sufficient to pay a Beneficiary's education expenses for any particular period at any particular educational institution.

Cybersecurity Risk: Cybersecurity risk is the possibility of harm or loss from breaches of or attacks on information systems that may result in unauthorized access, use, disclosure, or disruption of information or information systems. While TNStars, through the State of Tennessee, maintains reasonable physical, electronic and procedural safeguards to guard Participants' and Beneficiaries' personal information, cybersecurity risk is not eliminated.

Tax Considerations of Investing: See Section 12

Any earnings grow on a tax-deferred basis for federal income purposes.

Any Withdrawal will be proportionally comprised of (1) principal, which is not taxable when distributed, and (2) earnings, if any, which may be subject to federal income tax and/or a ten percent (10%) federal tax penalty. The Program determines the earnings portion of a Withdrawal based on IRS rules. The Program reports both the earnings and the principal to the recipient and to the IRS. However, it is your responsibility to substantiate any tax treatment of all or a portion of a Withdrawal.

The earnings portion, if any, of a Non-Qualified Withdrawal is subject to federal taxes and, except in the case of a Special Circumstances Non-Qualified Withdrawal, a ten percent (10%) federal tax penalty. The Program does not withhold federal taxes or the ten percent (10%) federal tax penalty, if any.

529 Plans offered by other states may offer tax or other state benefits such as financial aid, scholarship funds, and protection from creditors to taxpayers or residents of those states that are not available with regard to TNStars. Taxpayers or residents of other states should consider such state tax treatment and other state benefits, if any, before making an investment decision. You should seek tax advice from an independent tax professional based on your own particular circumstances. ***For additional information about IRS treatment of 529 Plans, see IRS Publication 970 at [irs.gov](https://www.irs.gov).***

Opening an Account: See Sections 2 and 4

Who is a Participant?

An individual or entity establishing an Account, entering into the Contract and controlling all aspects of an Account. In the case of an individual, a Participant must be a U.S. citizen or resident alien with a U.S. mailing and legal address, have a valid Social Security Number and be at least eighteen (18) years of age at the time an Account is opened. Each Account can have only one (1) Participant.

Who is the Successor Participant?

An individual or entity designated by a Participant who/that, in the event of a Participant's death or legal incompetence, will become a Participant and be legally bound to the Contract. The Successor Participant must be a U.S. citizen or resident alien with a U.S. mailing and legal address and a valid Social Security or Taxpayer Identification Number. The Successor Participant must also be at least eighteen (18) years of age at the time of their designation. Each Account can have only one (1) Successor Participant.

Who is the Beneficiary?

An individual designated by a Participant whose Qualified Higher Education Expenses can be paid from an Account. There are no age or residency restrictions for a Beneficiary. A Beneficiary must have a valid Social Security Number. Each Account can have only one (1) Beneficiary. An individual can be a Beneficiary of more than one (1) Account in the Program and a beneficiary of one or more accounts in other 529 Plans.

How do I open a TNStars Account?

After you have read this entire Disclosure Brochure and carefully considered the available Investment Options, you may open an account online at TNStars.com or by submitting an enrollment application to TNStars. Before getting started, you will need the following information for you, the Successor Participant (if applicable) and the Beneficiary: full name, date of birth, social security number, address and telephone number.

You will also need to contribute the minimum Initial Contribution amount of twenty-five dollars (\$25). The Initial Contribution can only be made by check, Electronic Funds Transfer ("EFT"), rollovers and transfers, Recurring Contributions and Payroll Direct Deposit. You may obtain the enrollment application, other forms, and additional information by contacting the Program:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

Investing in Your Account: See Sections 5, 6, 7 & 8

How can I contribute to my TNStars Account?

Once the minimum Initial Contribution has been made to open an Account, there are no required minimums for subsequent Contributions. Additionally, other methods of contributing, such as Ugift® and Upromise®, may be used for subsequent Contributions to an Account.

Each Contributions will be subject to a twenty-one (21) calendar day hold (equal to a fifteen (15) Business Days hold) before the monies are eligible for Withdrawal. The current maximum account balance is three hundred and fifty thousand dollars (\$350,000), which includes all Accounts in the Program and any accounts in the BEST Prepaid Plan held for the same Beneficiary. The maximum account balance is based on current Account value. Other terms, restrictions and fees may apply depending upon the selected Contribution method.

Can others contribute to my TNStars Account?

Yes. Once you open an Account with as little as twenty-five dollars (\$25), other individuals or entities may contribute (up to the maximum account balance) to your TNStars Account using the methods outlined above. However, only you, the Participant, or properly authorized Agent, assumes complete control over an Account, regardless of the source of Contributions.

What Investment Options are available?

At the broadest level, you may select from three strategies when choosing how to invest in your TNStars Account: Self-Selected Strategy, Age-Based Strategy or a combination of these strategies. Within each strategy are one or more Investment Options, comprised of one or more Underlying Investment(s).

The Self-Selected Strategy is a "do-it-yourself" route where you control how to allocate your Account to or among one or more of the available Self-Selected Investment Options. With the Age-Based Strategy, there is one Investment Option and your investment automatically shifts, based on the Beneficiary's age, from more aggressive to more conservative asset allocations as the Beneficiary approaches college age. Alternatively, you may allocate between the two different strategies, investing in both the Age-Based Strategy and one or more of the available Investment Options under the Self-Selected Strategy.

It is your responsibility, as a Participant, to select one or more of the Investment Options that best suits your needs. Changes to the current allocation of Account may be made only twice (2) per calendar year (Annual Exchange Limit) and upon any change in a Beneficiary.

The risks associated with investing are numerous. Before selecting any Investment Option, you should carefully consider your risk tolerance, investment horizon, educational savings goals and overall investment objectives. You should also carefully consider the investment risks of the Underlying Investment(s) associated with each Investment Option you have selected.

What are the Expenses and Fees associated with TNStars?

Expenses and fees are an important consideration in selecting any Investment Option. Each Investment Option has a total annual asset-based fee, which includes the Underlying Investment expenses and the program management fee. The available Investment Options' total annual asset-based fees ranged from 0.23% to 0.85% (20 to 84 basis points) based on the Underlying Investments' most recent prospectus for the applicable Underlying Investment as of December 31, 2022. The allocable portion of total annual asset-based fee reduces each Investment Option's daily Net Asset Value (NAV).

You will indirectly bear a pro-rata share of the Underlying Investment expenses and the program management fee, which reduce Account assets and, ultimately, the return on a TNStars Account. **The Underlying Investment expenses and program management fees are subject to change at any time, which may increase your cost of investing in TNStars.** You may wish to consult an investment advisor regarding how expenses and fees affects your Account's performance.

Changing Your Account: See Section 9

How can I make changes to my Account? Changes may be made to an Account online at TNStars.com or with the appropriate form. A quick reference guide is provided below:

Action	Available Online	Applicable Form
Add a Trusted Contact	Yes	Trusted Contact
Change Investment Options	Yes	Investment Change/Future Contribution Allocation
Change the Beneficiary	No	Beneficiary Change Form
Contribute additional funds	Yes	Additional Contribution
Grant Agent or Third-Party Access	No	Agent Authorization/Limited Power of Attorney Form
Manage Recurring Contributions	Yes	Account Features Form
Request a Withdrawal	Yes	Withdrawal Request Form
Rollover into TNStars from another 529 plan, Coverdell ESA, or Qualified U.S. Savings Bond	Yes	Incoming Rollover Form
Transfer funds to another TNStars account	No	Beneficiary Change Form
Transfer Ownership	No	Account Information Change Form
Update General Account Information	Yes	Account Information Change Form
View Transactions, Performance, and Fees	Yes	Quarterly Account Statement

Depending on the requested change or type of transaction, other restrictions and/or requirements may apply. Remember, it is your responsibility to ensure that the information for an Account is current and accurate at all times.

Using Your TNStars Account: See Sections 10 and 11

How can I make a Withdrawal?

Only you, the Participant, or duly authorized Agent, may withdraw monies from an Account. Withdrawals are redemptions (sale) of Units of Interest. Additionally, there are different types of Withdrawals and a Participant should consult with an independent tax professional to determine the tax implications of any Withdrawal before making such Withdrawal.

A Withdrawal may be made payable to a Participant, Beneficiary, or an Eligible Educational Institution. Generally, Withdrawals are processed within three (3) Business Days of receipt of a Withdrawal request In Good Order by the Program. During periods of market volatility or high request volumes, some Withdrawals may take up to sixty (60) calendar days of receipt of a Withdrawal request by the Program.

Each Contribution will be subject to a twenty-one (21) calendar day hold (equal to a fifteen (15) Business Days hold) before the monies are eligible for Withdrawal. Additionally, there will be a hold of ten (10) Business Days on Withdrawal requests when there is a change to the Participant's address and a hold of ten (10) calendar days on Withdrawal requests following a change to the Account's banking information.

How do I safeguard my TNStars Account? See SECTION 13

While TNStars, through the State of Tennessee, maintains reasonable physical, electronic, and procedural safeguards that comply with applicable regulations to guard your personal information, you should never disclose your online Account login information to anyone.

If you suspect fraudulent activity in your Account(s), you should immediately contact the Department of Treasury, TNStars Program (855-386-7827), the Department of Treasury, Director of Internal Audit (615-253-2018), or the Comptroller of the Treasury's Fraud Hotline (800-232-5454).

Neither the Program nor any of its service providers will be responsible for losses resulting from fraudulent or unauthorized instructions.

Section 2: Glossary of Common Terms

As used in this Disclosure Brochure, the capitalized terms shall have the meaning set forth below:

529 Plan – a tax-advantaged college savings plan authorized under the Code, technically referred to as a “qualified tuition program.” For additional information about IRS treatment of 529 Plans, visit: [irs.gov](https://www.irs.gov)

Account – an educational investment trust account in the TNStars College Savings 529 Program.

Age Band – a sub-portfolio of the Age-Based Investment Option designed for Beneficiaries of a specified age cohort, with a specified allocation among Underlying Investments.

Age-Based Investment Option – the Investment Option corresponding to the Age-Based Strategy.

Age-Based Strategy - an investment strategy that uses an Investment Option with various Age Bands that correspond to a Beneficiary's age whereby the investment objective automatically becomes increasingly more conservative as a Beneficiary approaches college age.

Agent – an individual authorized to enter into agreements or take other actions, as so designated, for or on behalf of an individual, institution or minor. This may include, but is not limited to an investment advisor, individual, corporation, or other entity designated by a Participant.

Annual Exchange Limit – pursuant to the Code, a maximum number of times that a change in the investment allocation of existing assets in an Account may be made per calendar year. A Participant may change the allocation of existing assets in an Account twice (2) per calendar year (“Annual Exchange Limit”).

Beneficiary – an individual, designated by a Participant, whose Qualified Higher Education Expenses can be paid from an Account. There are no age or residency restrictions for a Beneficiary. A Beneficiary must have a valid Social Security Number. Each Account can have only one (1) Beneficiary. An individual can be a Beneficiary of more than one (1) Account in the Program and a beneficiary of one or more accounts in other 529 Plans.

Board – the Board of Trustees of the College Savings Trust Fund Program, which is empowered under the Statute to carry out the purposes and objectives of the Program.

Business Day – generally, any day on which the New York Stock Exchange (“NYSE”) is open for regular business activity.

Code – Section 529 of the Internal Revenue Code of 1986, codified in 26 U.S.C. §529, as amended, and all rules, regulations, notices and interpretations released by the United States Treasury, including the Internal Revenue Service.

Contribution – monies deposited to an Account that have deemed In Good Order and processed by the Program. Contributions are purchases (buys) of Units of Interest.

Contract – the completed and signed enrollment application, the participation agreement, and minimum Initial Contribution, as received and accepted by the Program, together with this Disclosure Brochure and all governing Program Rules, Statutes, laws and operating procedures.

Department of Treasury – collectively, the Tennessee State Treasurer and the State of Tennessee Department of Treasury. For additional information about the Department of Treasury, visit treasury.tn.gov.

Eligible Educational Institution – an institution as set forth in the Code. Generally, this includes any college, university, vocational school or other postsecondary educational institution eligible to participate in a student aid program administered by the U.S. Department of Education as well as virtually all accredited public, nonprofit and proprietary (privately owned profit-making) postsecondary institutions. Certain educational institutions located outside the United States also participate in the U.S. Department of Education's Federal Student Aid (“FSA”) programs. Additionally, for purposes of K-12 tuition only, “eligible educational institution” includes any public, private or religious school that provides elementary or secondary education (kindergarten through grade 12), as determined by state law. For additional information, visit [irs.gov](https://www.irs.gov), fafsa.ed.gov and/or [ed.gov](https://www.ed.gov).

Force Majeure - Circumstances beyond the reasonable control of the Plan Officials, including but not limited to regulatory or legislative changes, worldwide political uncertainties, and general economic conditions (such as inflation and unemployment rates), acts of God, acts of civil or military authority, acts of government, accidents, environmental disasters, natural disasters or events,

fires, floods, earthquakes, hurricanes, explosions, lightning, suspensions of trading, epidemics, pandemics, public health crises, quarantines, wars, acts of war (whether war is declared or not), terrorism, threats of terrorism, insurrections, embargoes, cyber attacks, riots, strikes, lockouts or other labor disturbances, disruptions of supply chains, civil unrest, revolutions, power or other mechanical failures, loss or malfunction of utilities or communications services, delays or stoppage of postal or courier services, delays in or stoppages of transportation, and any other events or circumstances beyond our reasonable control whether similar or dissimilar to any of the foregoing.

In Good Order – any information and documentation received for an Account that is complete, accurate, and legible and deemed acceptable by the Program in its sole discretion. When feasible TNStars intends to provide reasonable notice to a Participant if information and/or documentation is deemed not in good order by the Program.

Initial Contribution – the first Contribution made to an Account.

Internal Revenue Service (“IRS”) – a bureau of the U.S. Department of Treasury organized to carry out the responsibilities of the U.S. Secretary of the Treasury, including the administration and enforcement of the internal revenue laws of the United States.

Investment Option (Self-Selected or Age-Based) – a portfolio of the Trust Fund comprised of one or more Underlying Investments. A Participant selects and determines the allocation of the Participant’s Account to one or more of the Investment Options available under the Program.

Member of the Family – for purposes of Section 529(e)(2) of the Code and this Program, a “Member of the Family” is defined as an individual who bears one or more of the following relationships to the original Beneficiary of an Account: a son or daughter, stepchild, foster child, legally adopted child or a descendent of any of them; a brother, sister, stepbrother, stepsister, half-brother or half-sister; the father or mother, or an ancestor of either; a stepfather or stepmother; a son or daughter of a brother or sister; a brother or sister of the father or mother; a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law; the spouse of any individual listed above, including a Beneficiary’s; or a first cousin.

Mutual Fund – a type of investment company that pools money from many investors and invests the money in stocks, bonds, money-market instruments, other securities, or cash. Mutual Funds are not exchange traded funds (ETFs), as Mutual Funds can only be purchased or redeemed at the end of each trading day at a net asset value per share determined at the end of such trading day. *For additional information about Mutual Funds, visit sec.gov.*

Non-Qualified Withdrawal – monies distributed from a 529 Plan account and not used for Qualified Higher Education Expenses. This type of Withdrawal will be treated as income to the distributee and taxed at the distributee’s tax rate. In addition, a ten percent (10%) federal tax penalty applies to the earnings portion, if any, of a Non-Qualified Withdrawal, except in the case of a Special Circumstances Non-Qualified Withdrawal.

Participant (You or Account Owner) – an individual or entity establishing an Account, entering into the Contract and controlling all aspects of an Account. A Participant must be a U.S. citizen or resident alien with a U.S. mailing and legal address and a valid Social Security or Taxpayer Identification Number. In the case of an individual, a Participant must also be at least eighteen (18) years of age at the time an Account is opened. Each Account can have only one (1) Participant.

Qualified Higher Education Expenses – as defined in the Code, expenses related to a Beneficiary’s enrollment or attendance at an Eligible Educational Institution and generally includes tuition, fees, books, supplies, equipment, and computer equipment and software, and, in the case of an individual who is at least a half-time student, room and board costs (subject to certain restrictions). Under specific limitations and conditions, Qualified Higher Education Expenses also include i) tuition in connection with enrollment or attendance at an elementary or secondary public, private or religious school (commonly referred to as K-12 tuition), ii) participation in a registered and certified apprenticeship program and iii) repayment of principal or interest on a qualified education loan. For a more detailed discussion on Qualified Higher Education Expenses, refer to Section 10. *For additional information about Qualified Higher Education Expenses, visit irs.gov.*

Qualified Refund – as described in the Code, a refund received by a Beneficiary from an Eligible Educational Institution of any Qualified Higher Education Expenses initially paid from a 529 Plan account for such Beneficiary.

Qualified Withdrawal – monies distributed from a 529 Plan account to pay for a Beneficiary’s Qualified Higher Education Expenses at an Eligible Educational Institution. Contributions and earnings, if any, of a Qualified Withdrawal are not subject to federal income tax.

Redemption Value – the entire cash value of an Account resulting from (the sum of) the principal invested (Contributions), the earnings or losses incurred, Withdrawals and any applicable expenses and fees that may be charged by the Program.

Rules – the Rules of the Department of Treasury Board of Trustees of the College Savings Trust Fund Program codified as Chapter 1700-05 of the Official Compilation of the Rules and Regulations of the State of Tennessee and as amended from time to time. *For additional information about the Rules, visit the Tennessee Secretary of State’s website at sos.tn.gov.*

Self-Selected Investment Option – the Investments Options other than the Age-Based Investment Option.

Self-Selected Strategy – an investment strategy that allows a Participant to allocate an Account’s assets among one or more of the Self-Selected Investment Options.

Special Circumstances Non-Qualified Withdrawal – pursuant to the Rules and the Code, monies distributed from an Account under specific circumstances (as further described in the Rules and the Code) that are not subject to the additional ten percent (10%) federal tax penalty, but the earnings portion, if any, may be taken into consideration for purposes of computing the federal income tax liability of the distributee.

Statute – Title 49, Chapter 7, Part 8 of the Tennessee Code Annotated, as amended from time to time. *For additional information about the Statute, visit the Tennessee State Court’s website at <http://www.tsc.state.tn.us/>.*

Successor Participant (Participant Appointee) – an individual or entity designated by a Participant who/that, in the event of a Participant’s death or legal incompetence, will automatically become a Participant and be legally bound to the Contract. The Successor Participant must be a U.S. citizen or resident alien with a U.S. mailing and legal address and a valid Social Security or Taxpayer Identification Number. The Successor Participant must also be at least eighteen (18) years of age at the time of their designation. Each Account can have only one (1) Successor Participant.

Third-Party Contributor – an individual or entity, other than a Participant, who/that contributes money or makes a payment to an Account. A Third-Party Contributor has no authority over an Account (unless appropriately authorized, and acting in such capacity, as an Agent). An Account can have more than one (1) Third-Party Contributor.

TNStars (Program or Educational Investment Plan) – the TNStars College Savings 529 Program which is a qualified tuition program offered by the State of Tennessee through the Trust Fund.

Trust Fund – the educational investment trust fund authorized under the Statute and offered by the College Savings Trust Fund Program through the Educational Investment Plan.

Underlying Investment – one or more Mutual Funds.

Uniform Gifts to Minors Act or Uniform Transfers to Minors Act (“UGMA/UTMA”) – generally, an act that allows assets to be given or transferred to a minor under the appointment of a custodian without establishing a special trust fund. UGMAs/UTMAs vary by state. Participants should consult their advisors for inquiries specific to their circumstances.

Units of Interest – municipal fund securities, as defined by the Municipal Securities Rulemaking Board (“MSRB”), issued by the Trust Fund in connection with the Program and purchased by a Participant. *For additional information on municipal fund securities, visit the MSRB’s website at msrb.org.*

Withdrawal – any disbursement from an Account, In Good Order and processed by the Program. A Withdrawal may be a full or partial disbursement and may be categorized as a Qualified Withdrawal, Non-Qualified Withdrawal, Special Circumstances Non-Qualified Withdrawal, rollover or transfer. Withdrawals are redemptions (sale) of Units of Interest.

Section 3: Investment Risks

The Board makes no representation concerning the appropriateness of any of the Investment Options as an investment for any Participant. Other types of investments may be more appropriate depending upon an individual’s residence, financial status, tax situation, risk tolerance, savings goals, or age. Other 529 Plans, including programs designed to provide prepaid tuition, are available, as are other education savings and investment alternatives. The investments, fees, expenses, eligibility requirements, tax and other consequences and features of these alternatives may differ from those available in the Program. Anyone considering

investing in the Program should consider these alternatives prior to opening an Account and should consult an independent tax professional or investment advisor.

This Disclosure Brochure cannot and does not list every conceivable factor that may affect the results of investing in TNStars. Additional risks may arise, and a Participant must be willing and able to accept those risks. The risks associated with investing in TNStars are numerous and include, but are not limited to, those listed below.

Risk of Investment Loss

As with any investment, it is possible to lose money by investing in this Program. The value of an Account will fluctuate, and it is possible for the value to be less than what was contributed.

It would be prudent for a Participant to review the available Investment Options, taking into consideration risk tolerance, investment horizon, educational savings goals and overall investment objectives. If deemed appropriate by a Participant, changes to the investment allocations may need to be made; however, restrictions may apply to reallocating investments. Prospective Participants should carefully consider these and other matters discussed in this Disclosure Brochure.

Tax Risk

The favorable tax treatment of investments under the Program depends on qualification of the Program as a “qualified tuition program” under Section 529 of the Code. The IRS has not issued final regulations regarding the requirements for such qualification. Furthermore, from time to time, there may be changes to federal and state tax laws or the Code that may change the terms and conditions of the Program.

The Program does not offer any assurance as to the timing or nature of any changes to or interpretations of existing laws and regulations governing the tax treatment of Accounts. The absolute and relative benefits of investment in the Program may be affected by any such changes or interpretations. When feasible and appropriate, the Board intends to provide reasonable notice to Participants regarding any material Program changes.

Risk of Reduced Financial Aid Eligibility

An investment in a 529 Plan may be taken into consideration for purposes of determining the amount, if any, of financial aid for which a Beneficiary is eligible.

Under current federal law, assets held in an Account owned by a parent of a student Beneficiary are treated as assets of such student’s parent for purposes of determining the student’s eligibility for federal financial aid. Assets in an Account owned by a dependent student, whether through a UTMA/UGMA custodian or directly, are also treated as assets of such student’s parent for such purposes. If an independent student owns an Account, whether through a UTMA/UGMA custodian or directly, the available balance is treated as a student asset. Generally, both available parent assets and available student assets are taken into consideration in federal financial aid determinations, but a lower percentage of parent assets than of student assets is counted as available for such purpose. Assets in an Account not owned by a parent or student (such as non-UGMA/UTMA Accounts opened by a grandparent as a Participant) generally are not considered in the student’s need analysis for federal financial aid purposes. Furthermore, an Account may be considered an asset of a Participant or Beneficiary for Medicaid or other need-based federal or state benefit programs.

Individuals should consult an advisor or contact the federal or state agency that administers a particular benefit program to determine how an Account will be treated and may impact eligibility and/or future benefits.

Risk of Program Changes

The Board, the Program and the Tennessee legislature reserve the right to discontinue or change any aspect of the Program, including, but not limited to, the Program in its entirety, its fee structure, Investment Options, the types of securities, bank products or other Underlying Investment, the amount of Program fees or expenses and, to the extent applicable, program managers. No consent by Participants is required for any such changes. The Board reserves the right to make such changes without prior notice to Participants to meet the Program’s objectives, to adjust for changes in appropriations to the Program, to comply with state and/or federal regulations or as otherwise necessary in the Board’s judgment. However, when feasible and appropriate, the Board intends to provide reasonable notice to Participants regarding any material Program changes.

The Program receives a State appropriation to subsidize the operating and administration costs, fees and expenses for all Participants. The Board or the Program, in their sole discretion, reserve the right to change the program management fee. **There is no guarantee of the continued existence or amount of future State appropriations.** As a result, the Participant’s total annual asset-based fee could increase. *See Section 7 for further information about Expenses and Fees.*

The Board reserves the right to cease operations or temporarily suspend services at any time without notice.

Investment Option Risks

Money contributed to an Account is subject to various investment risks associated with each Investment Option chosen by a Participant. **The risks associated with investing are numerous.** Participants should review [Section 15](#) for additional information related to the investment risks of the Underlying Investment(s) associated with the related Investment Option(s). **A Participant should request and read the prospectus and additional information associated with any Underlying Investment(s).**

Investment Horizon Risks

Monies invested in a 529 Plan may be used for expenses for tuition in connection with enrollment or attendance at an elementary or secondary public, private or religious school (commonly referred to as K-12 tuition) and expenses related to participation in a registered and certified apprenticeship program. TNStars Investment Options were selected with an investment horizon suitable for a beneficiary who expects to enroll in a higher education institution. **Participants should carefully assess and, if appropriate, adjust the allocation to the Investment Option(s) to align with their risk tolerance, investment horizon, educational savings goals and overall investment objectives** if intending to use a TNStars Account for K-12 tuition and/or expenses related to an apprentice program.

Risk of Market Uncertainties and Other Events

Due to market uncertainties, the overall market value of your Account may exhibit volatility and could be subject to wide fluctuations in the event of Force Majeure. These factors may cause the value of your Account to decrease (realized or unrealized losses) regardless of our performance or any systematic investing, including Recurring Contributions, payroll deduction, and dollar-cost averaging on your part.

In the event of Force Majeure, processing delays might occur, which may affect your trade date. In those instances, your actual trade date for a contribution, withdrawal, or investment exchange may be after the trade date you would have received, which may negatively affect the value of your Account. TNStars, the Board and the Department of Treasury and its employees are not liable or otherwise responsible for any loss, failure, or delay in performance of their obligations related to your Account or any losses to your Account arising out of or caused, directly or indirectly, by Force Majeure.

Risk of Acceptance and Increased Education Expenses

Having an Account does not guarantee that a Beneficiary will be admitted to any educational institution or if admitted, will be permitted to continue enrollment in, or graduate or receive a degree from an educational institution. Additionally, having an Account does not guarantee that a Beneficiary will qualify for in-state tuition rates at any Tennessee state-supported public college or university.

Furthermore, there is no guarantee that the rate of return on any of the Investment Options will keep up with increases in education costs, or that Contributions to an Account, together with investment earnings, if any, will be sufficient to pay a Beneficiary's education expenses for any particular period at any educational institution.

Education expenses have been growing more rapidly than increases in the general cost of living. Even if the balance of an Account has reached the maximum account balance, the value of an Account may not be sufficient to cover all the education expenses an Account's Beneficiary may incur. The future inflation rate of Qualified Higher Education Expenses at any particular Eligible Educational Institution is uncertain.

Cybersecurity Risk:

Cybersecurity risk is the possibility of harm or loss from breaches of or attacks on information systems that may result in unauthorized access, use, disclosure, or disruption of information or information systems. While TNStars, through the State of Tennessee, maintains reasonable physical, electronic, and procedural safeguards to guard Participants' and Beneficiaries' personal information, cybersecurity risk is not eliminated.

If you suspect fraudulent activity in your Account(s), you should immediately contact the Department of Treasury, TNStars Program (855-386-7827), the Department of Treasury, Director of Internal Audit (615-253-2018), or the Comptroller of the Treasury's Fraud Hotline (800-232-5454).

Neither the Program nor any of its service providers will be responsible for losses resulting from fraudulent or unauthorized instructions.

Section 4: Opening an Account

All information, documentation, forms, and transactions received for an Account must be In Good Order (i.e., complete, accurate, and legible) before being processed by TNStars. Incomplete, inaccurate, or missing information or documentation will delay processing requests. When feasible TNStars intends to provide reasonable notice to a Participant if information, documentation, a form, or transaction is deemed not In Good Order by the Program. To open an Account, an enrollment application must be completed, signed by a Participant and submitted In Good Order to TNStars with the minimum Initial Contribution of twenty-five dollars (\$25). The enrollment application may be obtained by:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

Submission of the completed enrollment application may be completed online, or via email, fax, or mail using the instructions provided above. Participation in the Program will be effective when the completed and fully executed enrollment application, along with the minimum Initial Contribution, are received In Good Order and accepted by the Program.

By completing and signing the enrollment application, a Participant agrees to and is bound by this Disclosure Brochure, including any future amendments or changes, and all governing Program Rules, Statutes, laws and operating procedures. The completed and signed enrollment application, which contains the participation agreement, and the minimum Initial Contribution, as received and accepted by the Program, together with this Disclosure Brochure, incorporated therein, and all governing Program Rules, Statutes, laws and operating procedures are collectively the Contract. The Contract shall survive the death of a Participant and shall be binding upon a Participant's Appointee, if so named, and a Beneficiary.

An Account can have only one (1) Participant. A Participant must be an

- Individual – a U.S. citizen or resident alien with a U.S. mailing and legal address, a valid Social Security Number and who is at least eighteen (18) years of age at the time an Account is opened;
- Institution – a trust, corporation, association, or other organized entity, maintaining a U.S. mailing and legal address, with a valid Taxpayer Identification Number. An institution must provide the following documents to open an Account:
 - Trust: the Agent must provide a copy of the title page, signature pages and any pages showing the names of the trustees and successor trustees of the trust document;
 - Corporation, Association or Other Entity: the Agent must provide a copy of the appropriate documents that demonstrate the individual signing the enrollment application is i) an authorized officer of the entity and ii) authorized to make investments on behalf of the entity; or
- UGMA/UTMA Custodian – the UGMA/UTMA custodian must meet the criteria for either an individual or institution Participant as provided above.

Upon opening an Account, a Participant will receive confirmation by regular mail, via the U.S. Postal Service, or electronic delivery, as selected by the Participant. The account opening confirmation should be promptly and thoroughly reviewed to verify accuracy. The Participant should notify the Program of any discrepancy or error within sixty (60) calendar days of receipt. If a Participant does not notify the Program, the confirmation will be deemed accurate and the Participant to have released the Program from all responsibility for matters covered by the confirmation.

If a Participant fails to provide TNStars with all of the required documentation and information, the Program may be unable to open an Account. Furthermore, the Program may suspend or terminate an Account, at any time, in order to comply with applicable laws and regulations.

Scholarship Account (Restricted)

Scholarship Accounts and prize Contributions deposited to such Accounts, are restricted as described below:

- Scholarship Accounts are restricted and will only contain the prize Contributions and earnings, if any, for the lifetime of the Scholarship Account. No other types of Contributions will be allowed in a Scholarship Account;
- Prize Contributions will only be invested in the Age-Based Investment Option appropriate for the named Beneficiary, based on the Beneficiary's age; and
- Only Qualified Withdrawals for Qualified Higher Education Expenses are allowed and must be accompanied by documentation accepted to the Program to substantiate the use of funds for such purpose.

In addition to the responsibilities outlined within this Disclosure Brochure, it is an Account Owner's sole responsibility to adhere to the official rules of any scholarship and/or prize contest. The Program reserves the right to change these restrictions at any time and the Program may accept or reject, in whole or in part, prize Contributions. Such changes, acceptance or rejections do not require Account Owner's prior consent. An Account Owner making prize Contributions or Scholarship Account Withdrawals should use the designated forms. Prior to opening or withdrawing funds from a Scholarship Account prospective or existing Account Owners should contact the Program.

Section 5: Contributing to an Account

The minimum Initial Contribution is twenty-five dollars (\$25). Once the minimum Initial Contribution has been made to open an Account, there are no required minimums for subsequent Contributions. Additionally, individuals and entities other than a Participant may contribute to an Account. *See page 18 for further information on Gifts by Third-Party Contributors.*

Contributions will be credited to an Account upon being deemed In Good Order and processed by the Program. *See page 20 for further information on Transaction Processing and Account Valuation.*

Each Contribution will be subject to a twenty-one (21) calendar day hold (equal to a fifteen (15) Business Days hold) before the monies are eligible for Withdrawal. *See page 31 for further information on Withdrawals.*

TNStars has several convenient ways to contribute to an Account, as further described below. The enrollment application, account information change form, additional contribution form and other forms and information may be obtained by:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

If a Contribution cannot be completed because of inaccurate bank information, insufficient funds, returned check or bank account closure, TNStars will void the Contribution amount credited to an Account and cancel or reverse the applicable Investment Option allocation(s). Additionally, a Participant or a Third-Party Contributor may be responsible for any costs or losses incurred by TNStars.

Any of the Account features and privileges described herein may be modified, suspended or cancelled by Board or the Program at any time without notice.

The Initial Contribution is twenty-five dollars (\$25). The Initial Contribution can only be made by check, Electronic Funds Transfer ("EFT"), rollovers and transfers, Recurring Contributions and Payroll Direct Deposit, as further described below. Other methods of contributing, such as Ugift® and Upromise®, may be used for subsequent Contributions to an Account.

The Program reserves the right to reject any Contribution for any reason without notice to the Participant.

Check

Contributions to an Account made by check must be drawn on a United States bank, savings and loan association, or credit union in U.S. dollars. Checks must be made payable to TNStars College Savings 529 Program or TNStars and should reference the TNStars Account number or UGift Code and Beneficiary's name on the front of the check or be submitted to the Program with a Contribution form provided by the Program or a letter of instruction with the required identifying account information. Checks may take longer to be processed by the Program than other methods of contributing.

The Program will **reject and deem unacceptable** Contributions made by currency (coin or paper), securities or other property, money order, credit card, traveler's check, starter check, check drawn on a non-U.S. bank or checks not in U.S. dollar, savings and

loan association, or credit union, third-party personal check made payable to a Participant or Beneficiary and endorsed by a Participant or Beneficiary to the Program in an amount greater than ten thousand U.S. dollars (\$10,000), a check dated earlier than one hundred eighty (180) calendar days before the date of receipt by the Program, or a check with unclear instructions .

Electronic Funds Transfer (“EFT”)

Contributions to an Account may be made through an Electronic Funds Transfer (“EFT”) from an Automated Clearing House (ACH), participating U.S. bank, savings and loan association, or credit union checking or savings account. An EFT debits a checking or savings account via an ACH transfer. A voided account check or preprinted deposit slip from the U.S. bank, savings and loan association, or credit union at which the account is held may need to be provided to the Program. *See the enrollment application for further information about EFT.*

Incoming Rollovers and Transfers to an Account

A Participant may contribute to an Account by rolling over another 529 Plan or transferring funds from a UGMA/UTMA account, Coverdell ESA, or redemption of Qualified U.S. Savings Bonds, as further discussed below. *See page 29 for further information about changing a Beneficiary. See page 16 for information about rollovers and transfers.*

- Indirect or Direct Incoming Rollover from another 529 Plan: Within 60 days of receipt of monies from another 529 Plan, complete and submit an incoming rollover form.
 - A Beneficiary of the TNStars Account must be the same beneficiary or Member of the Family of the original beneficiary of the 529 Plan account from which the rollover is made.
 - A Participant or Third-Party Contributor, as applicable, is responsible for reporting to TNStars the portion of the rollover that is attributable to Contributions (cost basis) and the portion that is attributable to earnings, if any. A statement from the prior 529 Plan should accompany the rollover form. Federal law requires that rollovers that do not include this documentation be considered entirely earnings, which may be taxable upon Withdrawal.
- Transfer from a UGMA/UTMA Account: The UGMA/UTMA custodian may use funds previously held in a UGMA/UTMA account to open an UGMA/UTMA Account, subject to the laws of the state under which the UGMA/UTMA account was established. Neither the Program nor any of its service providers will be responsible for any consequences related to an UGMA/UTMA custodian’s improper use, transfer, or characterization of custodial funds.
 - The UGMA/UTMA custodian must complete an enrollment application as the UGMA/UTMA custodian and the TNStars Account must be distinct from any other TNStars Account a Participant may hold, other than as custodian, for the minor (Beneficiary).
 - Non-cash assets held in a UGMA/UTMA account must be liquidated before the proceeds can be contributed, via check, EFT or Recurring Contribution, to an Account. The sale of assets held in the previous UGMA/UTMA account may result in a capital gain (or loss) to either the minor or the minor’s parent(s). UGMA/UTMA Agents should discuss any potential tax consequences of liquidating a UGMA/UTMA account with their tax advisors before liquidating and transferring any funds to the Program.
 - The UGMA/UTMA custodian may make Withdrawals only as permitted under UGMA/UTMA regulations and the Program. The UGMA/UTMA custodian may not change a Beneficiary of an Account (directly or by means of a rollover distribution), except as permitted under UGMA/UTMA laws. Furthermore, the custodianship terminates when the minor (Beneficiary) reaches the age of majority under the applicable UGMA/UTMA statute. Meaning, for a UGMA/UTMA Account, when a Beneficiary turns the age of majority (which varies by state), a Beneficiary becomes the Participant and takes control of the Account. At that time, a Beneficiary is legally entitled to take control of an Account subject to the provisions of the Program that are applicable to Accounts established or funded with non-UGMA/UTMA assets.
 - The UGMA/UTMA custodian must notify TNStars when the custodianship terminates, and the Beneficiary is legally entitled to take control of the Account and may become the Participant, subject to the provisions of the Program applicable to non-UGMA/UTMA accounts. Custodians or Beneficiaries will need to complete certain forms at that time to document the termination of the custodianship. If the custodian fails to direct the Program to transfer ownership of the account when the designated beneficiary is legally entitled to take control of the Account assets, the Program may freeze the Account and/or refuse to allow the custodian to transact on the Account. Some UGMA/UTMA laws allow for more than one age at which to terminate the custodianship (“Age of Termination”). The Program may freeze the Account based on the youngest allowable Age of Termination of the custodianship according to the UGMA/UTMA laws where the custodianship account was established, based on the Program’s records. The custodian may be required to provide documentation to the Program if

the Age of Termination of the custodianship account is other than the youngest allowable age under the applicable UMGA/UTMA law or if the applicable UGMA/UTMA law differs from Program records.

- Transfer from a Coverdell ESA: Contributions, via check, EFT or Recurring Contribution, may also be made to an Account from the proceeds of a Coverdell Education Savings Account (“ESA”) within 60 days of receipt of monies from the Coverdell ESA. It is a Participant’s responsibility to ensure that:
 - A Beneficiary of the TNStars Account at the time of such transfer must be the same beneficiary as that of the Coverdell ESA source account.
 - The financial institution that acts as the custodian of the ESA should forward any funds sent from the liquidation of the ESA along with documentation that clearly shows the portion of the qualified funds that is principal and the portion that is earnings, if any. Federal law requires that funds from ESAs that do not include this documentation be considered entirely earnings, which may be taxable upon Withdrawal.
 - Participants and Third-Party Contributors should consult their tax advisors regarding the rules regulating the transfer of and any potential tax consequences resulting from the transfer of a Coverdell ESA Account.
- Transfer from the Redemption of Qualified U.S. Savings Bonds: The Program will also accept liquidated funds from the redemption of certain U.S. Savings Bonds issued after 1989 as a Contribution, either via check, EFT or Recurring Contribution. It is a Participant’s responsibility to ensure that:
 - A Beneficiary of the TNStars Account must be the savings bond owner or a spouse or dependent of the owner for money from the redemption of a qualified U.S. Savings Bonds.
 - A Contribution of proceeds from the redemption of a qualified U.S. Savings Bond should be accompanied by an account statement or IRS Form 1099-INT or other documentation showing principal and earnings, if any, from the redemption of the bonds. Federal law requires that funds from qualified U.S. Savings Bonds that do not include this documentation be considered entirely earnings, which may be taxable upon Withdrawal.
 - Additionally, if certain income limitations are not met, interest received in connection with the redemption of such bonds may be taxable. Participants and Third-Party Contributors should consult their tax advisors regarding the rules regulating and any potential tax consequences resulting from the redemption of qualified U.S. Savings Bonds.

Recurring Contributions

For ease and convenience, scheduled, periodic Contributions to an Account may be made by establishing an automatic transfer from an account held at an Automated Clearing House (“ACH”), participating U.S. bank, savings and loan association, or credit union. A recurring contribution debits an account via an ACH transfer. Contributions will be electronically transferred in the amount and based on the frequency selected by the Participant.

Recurring Contributions will occur on the day indicated by the Participant provided the day is a regular Business Day. If the day indicated falls on a weekend or a holiday, the Recurring Contribution debit will occur on the next Business Day. If a date is not designated, the Recurring Contribution will occur on the 10th day of the applicable month. Quarterly Recurring Contribution debits will be made on the day indicated (or the next business day, if applicable) every three (3) months, not on a calendar quarter basis.

The savings or checking bank account information may be entered online or provided on the appropriate form. Alternatively, a voided account check or preprinted deposit slip from the U.S. bank, savings and loan association, or credit union at which the account is held may need to be provided to the Program. It is the Participant’s responsibility to notify the Program, in writing, at least three (3) Business Days prior to the next Contribution, of a bank or bank account change. *See page 29 for further information on Updating Bank Account Information.*

A Recurring Contribution authorization will remain in effect until the Program has received notification of its change or termination and has had a reasonable amount of time to act on it. Recurring Contribution changes are not effective until received In Good Order and processed by the TNStars. Furthermore, in the event a Recurring Contribution is rejected, denied, or returned by the U.S. bank, savings and loan association or credit union, the Program may cancel the Recurring Contribution service for that Account.

Payroll Direct Deposit

Contributions may be made to an Account via a Payroll Direct Deposit. A portion of a Participant’s or Third-Party Contributor’s paycheck is automatically deducted from the paycheck and deposited into an Account via an In Good Order ACH transfer.

Contributions made via Payroll Direct Deposit are after-tax dollar Contributions. A Participant or Third-Party Contributor who is a Tennessee state employee and receives payment through the Tennessee Department of Finance and Administration must complete and submit In Good Order a Payroll Direct Deposit Form to the Program, and the Program will coordinate setup, changes, and termination of the Payroll Direct Deposit for state employees

All other Participants and Third-Party Contributors interested in payroll deductions may print the Payroll Direct Deposit form and provide the instructions to his/her employer or contact the Program for payroll direct deposit instructions.

Ugift® and Gifts by Third-Party Contributors

Ugift® is an optional service and is not affiliated with the TNStars, Board or Department of Treasury. Ugift® is a registered service mark. This Disclosure Brochure is not intended to provide detailed information concerning this service.

A Participant can invite any individual or entity to contribute to an Account through any of the acceptable methods outlined within this Disclosure Brochure. Such gifter, called a Third-Party Contributor, has no authority over an Account (unless appropriately authorized, and acting in such capacity, as an Agent). An Account can have more than one (1) Third-Party Contributor. Through Ugift® a Participant is provided a unique contribution code, which can then be distributed to selected family, friends, and other Third-Party Contributors. The minimum Ugift® Contribution is twenty-five dollars (\$25). Gift contributions received In Good Order will be held for approximately five (5) Business Days before being transferred to the Account.

It is the Participant's responsibility to notify family, friends and other Third-Party Contributors that:

- There may be gift or other tax consequences and a Third-Party Contributor should consult the appropriate legal, tax or other advisors prior to making a gift Contribution;
- Once a gift Contribution is made, a Third-Party Contributor will not retain any rights with respect to a gift Contribution;
- A Third-Party Contributor will not have any authority over Contributions or Account, unless authorized, in writing. *See page 30 for further information on Third-Party Access Authorization;* and
- If a Contribution cannot be completed because of inaccurate bank information, insufficient funds, returned check or bank account closure, TNStars will void the gift Contribution amount credited to an Account; cancel or reverse the applicable Investment Option allocation(s); and you (Participant) or Third-Party Contributor may be responsible for any costs or losses incurred by TNStars.

A gift Contribution will be invested according to the allocation on file for an Account at the time the gift Contribution has been accepted and processed by the Program. **A Third-Party Contributor cannot, among other actions, choose an Investment Option, direct a Beneficiary change, or request a Withdrawal. A Participant, or properly authorized Agent, assumes complete control over an Account, regardless of the source of Contributions.**

Upromise®

Upromise® is an optional service offered by Upromise LLC and is not affiliated with TNStars, the Board or the Department of Treasury. Upromise® is a registered service mark. This Disclosure Brochure is not intended to provide detailed information concerning this service.

If you are enrolled in Upromise, you can link your Account so that amounts on deposit in your Upromise account are automatically transferred to your TNStars Account on a periodic basis. Transfers from a Upromise account may be subject to a minimum amount. Upromise® is administered in accordance with the terms and procedures set forth in the Upromise® Member Agreement (as amended from time to time), which is available on the Upromise® website. Participating companies, contribution levels and terms and conditions are subject to change at any time without notice. For more information about Upromise®, including information on transfer minimums, visit upromise.com.

Systematic Reallocation

Systematic Reallocation is a way to make Contributions on a regular basis from an Investment Option in an Account to one or more other Investment Options in an Account. The goal of Systematic Reallocation is to allocate, over time, Contributions across Investment Options instead of making lump sum Contributions. In sum, a Contribution in a large fixed amount is made to one Investment Option (Source) and, as directed by the Participant, is reallocated at regular intervals to other Investment Option(s) (Target). Systematic Reallocation is only available for the Self-Selected Investment Options. To participate in Systematic Reallocation, a Contribution of at least five thousand dollars (\$5,000) must be made to the Source. In addition, Contributions to the selected Target(s) must be made in increments of no less than five hundred dollars (\$500) on a monthly or quarterly basis.

Systematic Reallocation will not count towards the Annual Exchange Limit; however, changes made with respect to money already in an Account or changes to the Systematic Reallocation already in place will count towards the Annual Exchange Limit.

Systematic Reallocation does not eliminate the risks of investing in financial markets, and this investment strategy may not be appropriate for everyone. It does not ensure a profit or protect against a loss. As applicable, the Participant or Third-Party Contributor should be prepared to continue Systematic Reallocation at regular intervals, even during economic downturns in order to fully utilize this strategy. As applicable, the Participant or Third-Party Contributor should consult their personal legal, tax or other advisors for inquiries specific to their circumstances.

Any of the Account features and privileges described herein may be modified, suspended or cancelled by Board or the Program at any time without notice.

Section 6: Investment Strategies and Investment Options

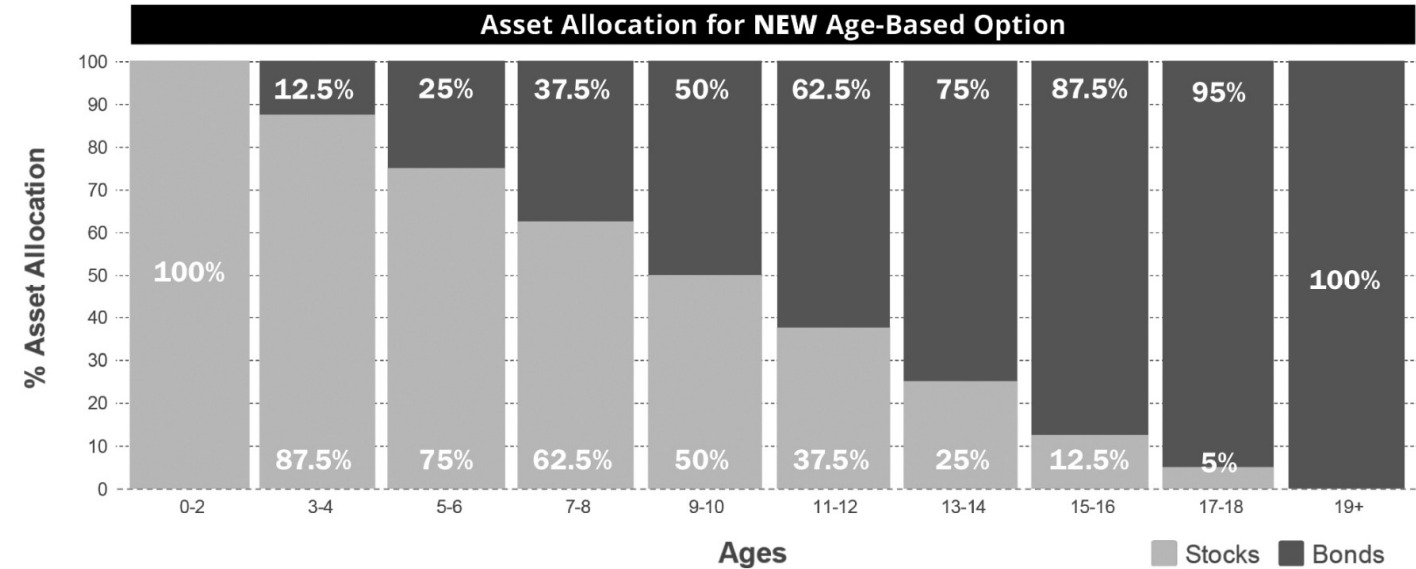
It is the Participant’s, or authorized Agent’s, responsibility to select one or more of the available Investment Options within the Program that best suit the Participant’s needs. Although a Participant does not own direct shares of or interest in any Underlying Investment(s), some of the risks of investing in TNStars are directly related to the Underlying Investment(s) associated with each Investment Option a Participant selects. Prospective and existing Participants should consult their personal legal, tax or other advisors for inquiries specific to their circumstances.

As with any investment, the risks associated with investing are numerous and a Participant may lose money by investing in a TNStars Account. Before selecting any Investment Option, the Participant should also carefully consider the investment risks of each Investment Option and the associated Underlying Investment(s), as further described in Section 15.

Summary of Investment Strategies

Age-Based Strategy

In the Age-Based Strategy, there is one Investment Option and an Account’s assets are invested, based on a Beneficiary’s current age, in the applicable Age Band. Over time, as the Beneficiary ages, the investment profile and asset allocation for the Age Band shifts through the risk track from a more aggressive to a more conservative asset allocation. In general, for younger Beneficiaries, monies in this Investment Option will be invested more heavily in stocks in order to maximize returns. As the Beneficiary approaches college age, the Account assets are automatically transferred to Age Bands that are more conservative, investing more heavily in bonds in order to preserve capital. As a result, the mixture of assets (or asset allocation) creates a unique risk profile, investment horizon, investment objective and investment risks for each Age Band associated with the Age-Based Investment Option:



For the Age-Based Strategy, the Program will automatically move assets from one Age Band to another as the Beneficiary approaches college age. This move occurs on or about the fifth (5th) of the month following the month of the Beneficiary’s birth

date. The move of assets between Age Bands in the Age-Based Investment Option does not count towards the Account's Annual Exchange Limit.

For example, if at the time of enrollment, a Beneficiary is four (4) years of age, and the Age-Based Investment Option is selected an Account's assets will be placed in the TN 3-4 Age Band. If the Beneficiary turns five (5) years of age in January, the Program will automatically move an Account's assets to the TN 5-6 Age Band on February 5th.

Investment Horizon Risks

The Age-Based Strategy is designed to track, based on a Beneficiary's age, the investment horizon for a Beneficiary who expects to enroll in a college, university, vocational school or other postsecondary educational institution. **The investment horizon may be shorter for a Beneficiary enrolled at an elementary or secondary public, private or religious school or an apprenticeship program.** Participants saving for expenses for tuition in connection with enrollment or attendance at an elementary or secondary public, private or religious school (commonly referred to as K-12 tuition) and expenses related to an apprentice program should assess and, if appropriate, adjust the allocation to the Investment Option(s) to align with their risk tolerance, investment horizon, educational savings goals and overall investment objectives.

Self-Selected Strategy

The Self-Selected Strategy is intended for a Participant who wants a more active role in determining the asset allocation of an Account. In contrast to the Age-Based Strategy, the Self-Selected Strategy requires a Participant to choose one or more of the Self-Selected Investment Options.

Self-Selected Investment Options	Underlying Mutual Fund	Underlying Mutual Fund Ticker
TN Aggressive Growth Fund	PRIMECAP Odyssey Aggressive Growth Fund	POAGX
TN Emerging Markets Stock Fund	Emerging Markets Stock Index Fund Admiral Shares	VEMAX
TN Total International Stock Fund	Vanguard Total International Stock Index Fund	VTSNX
TN Real Estate Fund	Vanguard Real Estate Index Fund	VGSLX
TN Small Cap Fund	Vanguard Small-Cap Index Fund	VSCIX
TN US Large Cap Value Fund	DoubleLine Shiller Enhanced CAPE-I	DSEEX
TN Total Stock Market Fund	Vanguard Total Stock Market Fund	VITSX
TN Balanced Fund	Vanguard Wellington Fund	VWENX
TN Total International Bond Fund	Vanguard Total International Bond Index Fund	VTIFX
TN High-Yield Corporate Fund	Vanguard High-Yield Corporate Fund	VWEAX
TN Core Plus Bond Fund	Western Asset Core Plus Bond Fund	WACPX
TN Total Bond Fund	Vanguard Total Bond Market	VBTIX
TN Short-Term Corporate Fund	Vanguard Short-Term Corporate Bond Index Fund	VSTBX
TN Short-Term Inflation Protected Securities Fund	Vanguard Short-Term Inflation Protected Securities Index Fund	VTSPX
TN Money Market Fund	Vanguard Federal Money Market Fund	VMFXX

Risk tolerance, investment horizon, educational savings goals and overall investment objectives should be carefully considered by a Participant when allocating assets to and among the Self-Selected Investment Options.

Important Information about the Underlying Investments, Transaction Processing and Account Valuation

A Participant will own Units of Interest issued by the Trust Fund for the TNStars College Savings 529 Program, not direct shares of or interest in any Underlying Investment(s) related to the Investment Option(s) selected. However, the value of each Unit of Interest is directly related to the performance, fees, and expenses, if any, of the Underlying Investment(s) associated with each Investment Option a Participant selects.

The value of an Account and its performance will fluctuate, and the Units of Interest, when sold, may be worth more or less than the amount contributed. Past performance is not a guarantee of future results.

When Units of Interest are purchased (or sold), the Participant pays (or receives) the net asset value ("NAV") per Unit of Interest on trade date. The NAV is determined after the close of market trading on the New York Stock Exchange (NYSE), typically 4:00 p.m. Eastern time. The NAV per Unit of Interest is calculated by dividing the value of the applicable Investment Option's net assets (total assets minus liabilities, including the expenses and fees, if any, relating to such Investment Option) by the number of outstanding Units of Interest in the applicable Investment Option.

The trade date is determined by the date and time a Contribution, Withdrawal or transfer request is received In Good Order by the Program. If a Contribution, Withdrawal or transfer request is received In Good Order by the Program prior to 4:00 p.m. Eastern time (3:00 p.m. Central time) on a Business Day, such request will be 1) priced according to the NAV calculated for that same Business Day and 2) transmitted by the Program to the intermediary that same Business Day. Conversely, if a Contribution, Withdrawal or transfer request is received after 4:00 p.m. Eastern time or on a day other than a Business Day, such request will be processed by the Program on the next Business Day. Assuming a Contribution, Withdrawal or transfer request is In Good Order, the Program will transmit, per the Participant's selected delivery method, such request to the intermediary no later than on the second succeeding Business Day. Any Contribution, Withdrawal, and transfer request is subject to acceptance or rejection, in whole or in part, by the Department of Treasury in its sole discretion.

All Contributions and Withdrawals sent to TNStars are aggregated or pooled together for investment purposes, which allows TNStars to lower costs to its Participants. Although TNStars aggregates all Account orders for investment purposes, TNStars maintains separate accounting of the investments held for and transactions in each Account.

The Program reserves the right to eliminate or modify any Investment Option(s) and eliminate or modify the Age-Based Strategy or Self-Selected Strategy. Such actions do not require Participant consent.

Section 7: Fees and Expenses

Expenses and fees are an important consideration in selecting an Investment Option. Each Participant indirectly bears a pro-rata share of the Underlying Investment expenses and the program management fee, as discussed above, which reduce the value of Account assets and, ultimately, the return on a TNStars Account. A Participant may wish to consult an investment advisor regarding how expenses and fees affects an Account's performance.

Total Annual Asset-Based Fee

Each Investment Option has a total annual asset-based fee, which includes the Underlying Investment expenses and the program management fee. These elements are further described in the sections below.

The Expenses and Fees Table on *page 24* provides the estimated Underlying Investment expenses, program management fee, and total annual asset-based fee for each Investment Option. The total expenses and fees incurred may be higher or lower depending on several factors, including the actual expenses of the Underlying Investment(s) and the Investment Options chosen by the Participant. As a result, the Participant's total annual asset-based Fee could be greater than the amount stated in the Expenses and Fees Table on *page 24*.

The allocable portion of the total annual asset- based fee reduces each Investment Option's daily Net Asset Value (NAV).

The following example compares the approximate cost of investing in the Program over different periods and is based on the following assumptions:

- *A ten-thousand-dollar (\$10,000) investment invested for the time periods shown;*
- *A five percent (5%) annually compounded rate of return on the amount invested throughout the period; and*

- Any Withdrawals at the end of the period are Qualified Withdrawals (the table does not consider the impact of any potential state or federal taxes on Withdrawals from an Account).
- The Underlying Investment(s) expenses for the applicable Investment Option and the total annual asset-based fee remain the same as those described further in Section 7. No optional service fees are included.
- In the case of the Age-Based Investment Option, the relative weighting of the Underlying Investments remains the same as described in Section 15.
- The Program continues to receive subsidies in the amounts described on page [23].

	Total Annual Asset-Based Fee as of Dec. 31, 2022	Year One	Year Three	Year Five	Year Ten
Age Based Investment Option					
TN 0-2 Age Band	0.250%	\$ 25.66	\$ 80.77	\$ 141.36	\$ 320.53
TN 3-4 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 5-6 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 7-8 Age Band	0.249%	\$ 25.56	\$ 80.45	\$ 140.80	\$ 319.26
TN 9-10 Age Band	0.248%	\$ 25.45	\$ 80.13	\$ 140.24	\$ 318.00
TN 11-12 Age Band	0.246%	\$ 25.25	\$ 79.48	\$ 139.11	\$ 315.47
TN 13-14 Age Band	0.247%	\$ 25.35	\$ 79.80	\$ 139.68	\$ 316.73
TN 15-16 Age Band	0.246%	\$ 25.25	\$ 79.48	\$ 139.11	\$ 315.47
TN 17-18 Age Band	0.244%	\$ 25.04	\$ 78.84	\$ 137.99	\$ 312.93
TN 19+ Age Band	0.244%	\$ 25.04	\$ 78.84	\$ 137.99	\$ 312.93
Self-Selected Investment Options					
TN Aggressive Growth Fund	0.85%	\$ 87.00	\$ 272.17	\$ 473.33	\$ 1,055.49
TN Emerging Markets Stock Fund	0.34%	\$ 34.88	\$ 109.70	\$ 191.81	\$ 433.82
TN Total International Stock Fund	0.28%	\$ 28.73	\$ 90.42	\$ 158.20	\$ 358.41
TN Real Estate Fund	0.32%	\$ 32.83	\$ 103.28	\$ 180.62	\$ 408.74
TN Small Cap Fund	0.24%	\$ 24.63	\$ 77.55	\$ 135.74	\$ 307.87
TN US Large Cap Value Fund	0.74%	\$ 75.78	\$ 237.34	\$ 413.23	\$ 924.28
TN Total Stock Market Fund	0.23%	\$ 23.61	\$ 74.33	\$ 130.12	\$ 295.20
TN Balanced Fund	0.36%	\$ 36.93	\$ 116.12	\$ 202.99	\$ 458.85
TN Total International Bond Fund	0.27%	\$ 27.71	\$ 87.21	\$ 152.59	\$ 345.80
TN High-Yield Corporate Fund	0.33%	\$ 33.86	\$ 106.49	\$ 186.22	\$ 421.29
TN Core Plus Bond Fund	0.65%	\$ 66.59	\$ 208.75	\$ 363.81	\$ 815.77
TN Total Bond Fund	0.24%	\$ 24.12	\$ 75.94	\$ 132.93	\$ 301.54
TN Short-Term Corporate Fund	0.25%	\$ 25.66	\$ 80.77	\$ 141.36	\$ 320.53
TN Short-Term Inflation Protected Securities Fund	0.24%	\$ 24.63	\$ 77.55	\$ 135.74	\$ 307.87
TN Money Market Fund	0.31%	\$ 31.81	\$ 100.07	\$ 175.02	\$ 396.18

Actual costs of investing in TNStars may be higher or lower, due to a variety of factors, than shown.

This example does not represent actual expense or performance (past or future).

Underlying Investment Expenses

The Underlying Investment expenses are derived from the most recent prospectus of the applicable Underlying Investment as of December 31, 2022, provided by the applicable fund company. Each prospectus provides detailed information, including management fees, other expenses, and investment risks applicable to the Underlying Investment associated with the related Investment Option. **The Underlying Investment expenses are subject to change at any time.**

Program Management Fee

The program management fee includes the costs, fees and expenses that the Department of Treasury deems necessary or proper to incur in order to operate and administer TNStars. Such costs, fees and expenses include, but are not limited to, those incurred for investment management (excluding Underlying Investment expenses), account administration, communication, and recordkeeping services.

The Program receives a State appropriation to subsidize the operating and administration costs, fees and expenses for all Participants. As of September 30, 2022, the cost to operate and administer TNStars was \$119,996. For fiscal year 2023 (July 1, 2022-June 30, 2023) the operating budget for TNStars is \$1,059,000. Based on the 2023 fiscal year operating budget, the projected cost, without a subsidy, for administering each TNStars Account would be approximately 0.310% (31 basis points) total annual asset-based fee. **There is no guarantee of the existence or amount of future State appropriations.**

The Board or the Program, in their sole discretion, reserve the right to change the program management fee at any time. As a result, the Participant's total annual asset-based fee could be greater than the amount stated in the Expenses and Fees Table on page 24.

Float Income

Ascensus may receive indirect compensation for the custodial services that it provides to your Account. This compensation, known as "float" income, is paid by the financial organization at which the Ascensus maintains "clearing accounts" or by the investments in such clearing accounts. Float income may arise from interest that is earned on Account contributions or distributions during the time that these assets are held in clearing accounts but are not invested in an Investment Option. For example, if you request a distribution and receive the distribution check but do not cash it for several days, some interest may be earned while your funds remain in the clearing account. By maintaining an Account, you acknowledge that float income may be retained by Ascensus.

Optional Services Fees

A Participant may request optional services, such as delivery of proceeds by priority delivery service or outgoing wire. The Program will deduct the applicable fee(s) listed directly from an Account and will include the total annual amount of such fees as part of the gross Withdrawals, paid to the Participant during the year, on Form 1099-Q. Such operational services fees may be considered Non-Qualified Withdrawals.

Optional Service Requested by Participant	Optional Service Fee (per occurrence)
Expedited Mail Delivery Fee	
Monday – Friday	\$15.00
Non-U.S.	\$50.00
Wire Fees	
Outgoing	\$25.00
International	\$25.00
Electronic School Payment Fee	
Service only available to schools listed in the online client portal for this service.	\$10.00

A Participant should consult an independent tax professional regarding calculating and reporting any tax liability associated with the payment of any of optional services fees out of an Account.

Expenses and Fees Table

Expenses and fees are an important consideration in selecting any Investment Option. Each Investment Option has a total annual asset-based fee, which includes the Underlying Investment expenses and the program management fee. The available Investment Options' total annual asset-based fees range from 0.230% to 0.85% (23 to 85 basis points) based on the data available in the most recent prospectus of the applicable Underlying Investment(s) as of December 31, 2022. The allocable portion of the total annual asset-based fee reduces each Investment Option's daily Net Asset Value (NAV). **Before investing, review the full Disclosure Brochure and carefully consider the Program's investment objectives, risks, fees, and expenses.** The estimated Underlying Investment expenses and program management fees are subject to change at any time, which may reduce the returns of any Investment Option.

Age-Based Investment Option: Expenses for the Age Bands within the Age-Based Investment Option represent the applicable weighted average of the expenses of the Underlying Investments, based on data available in the most recent prospectus of the applicable Underlying Investment(s) as of December 31, 2022, and assuming an allocation among the Underlying Investments as described in Section 15.

Age-Band	New Underlying Investment Options	Underlying Mutual Fund Ticker	Estimated Underlying Mutual Fund	Age Band Asset Allocation	Weighted Average Estimated Underlying Mutual Fund Expense	Program Management Fee	Total Annual Asset-Based Fee
0-2	Vanguard Total Stock Market Index Fund	VITSX	0.030%	60.00%	0.050%	0.200%	0.250%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	40.00%			
3-4	Vanguard Total Stock Market Index Fund	VITSX	0.030%	52.50%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	35.00%			
	Vanguard Total Bond Market Index Fund	VBPIX	0.035%	10.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	2.50%			
5-6	Vanguard Total Stock Market Index Fund	VITSX	0.030%	45.00%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	30.00%			
	Vanguard Total Bond Market Index Fund	VBPIX	0.035%	17.50%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	7.50%			
7-8	Vanguard Total Stock Market Index Fund	VITSX	0.030%	37.50%	0.049%	0.200%	0.249%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	25.00%			
	Vanguard Total Bond Market Index Fund	VBPIX	0.035%	25.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	12.50%			

9-10	Vanguard Total Stock Market Index Fund	VITSX	0.030%	30.00%	0.048%	0.200%	0.248%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	20.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	35.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	15.00%			
11-12	Vanguard Total Stock Market Index Fund	VITSX	0.030%	22.50%	0.046%	0.200%	0.246%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	15.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	40.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	17.50%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	2.50%			
	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	2.50%			
13-14	Vanguard Total Stock Market Index Fund	VITSX	0.030%	15.00%	0.047%	0.200%	0.247%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	10.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	45.00%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	20.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	5.00%			
	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	5.00%			
15-16	Vanguard Total Stock Market Index Fund	VITSX	0.030%	7.50%	0.046%	0.200%	0.246%
	Vanguard Total International Stock Market Index Fund	VTSNX	0.080%	5.00%			
	Vanguard Total Bond Market Index Fund	VBTIX	0.035%	47.50%			
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	20.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	10.00%			

	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	10.00%			
17-18	Vanguard Total Stock Market Index	VITSX	0.030%	5.00%	0.044%	0.200%	0.244%
	Vanguard Total Bond Market Index	VBPIX	0.035%	45.00%			
	Vanguard Total International Bond Market Index	VTIFX	0.070%	15.00%			
	Vanguard Short-Term Inflation Protection Index	VTSPX	0.040%	15.00%			
	Vanguard Short-Term Corporate Bond Index	VSTBX	0.050%	20.00%			
19+	Vanguard Total Bond Market Index Fund	VBPIX	0.035%	40.00%	0.044%	0.200%	0.244%
	Vanguard Total International Bond Market Index Fund	VTIFX	0.070%	10.00%			
	Vanguard Short-Term Inflation Protected Index Fund	VTSPX	0.040%	20.00%			
	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	30.00%			

Self-Selected Investment Options: The estimated Underlying Investment expenses is based on data available in the most recent prospectus of the applicable Underlying Investment(s) as of December 31, 2022. For additional information, refer to the Underlying Investments as described in Section 15.

Self-Selected Investment Options	Underlying Mutual Fund	Underlying Mutual Fund Ticker	Estimated Underlying Mutual Fund Expense	Program Management Fee	Total Annual Asset-Based Fee
TN Aggressive Growth Fund	PRIMECAP Odyssey Aggressive Growth Fund	POAGX	0.650%	0.200%	0.850%
TN Emerging Markets Stock Fund	Emerging Markets Stock Index Fund Admiral Shares	VEMAX	0.140%	0.200%	0.340%
TN Total International Stock Fund	Vanguard Total International Stock Index Fund	VTSNX	0.080%	0.200%	0.280%
TN Real Estate Fund	Vanguard Real Estate Index Fund	VGSLX	0.120%	0.200%	0.320%
TN Small Cap Fund	Vanguard Small-Cap Index Fund	VSCIX	0.040%	0.200%	0.240%
TN US Large Cap Value Fund	DoubleLine Shiller Enhanced CAPE-I	DSEEX	0.540%	0.200%	0.740%
TN Total Stock Market Fund	Vanguard Total Stock Market Fund	VITSX	0.030%	0.200%	0.230%

TN Balanced Fund	Vanguard Wellington Fund	VWENX	0.160%	0.200%	0.360%
TN Total International Bond Fund	Vanguard Total International Bond Index Fund	VTIFX	0.070%	0.200%	0.270%
TN High-Yield Corporate Fund	Vanguard High-Yield Corporate Fund	VWEAX	0.130%	0.200%	0.330%
TN Core Plus Bond Fund	Western Asset Core Plus Bond Fund	WACPX	0.450%	0.200%	0.650%
TN Total Bond Fund	Vanguard Total Bond Market	VBPIX	0.035%	0.200%	0.235%
TN Short-Term Corporate Fund	Vanguard Short-Term Corporate Bond Index Fund	VSTBX	0.050%	0.200%	0.250%
TN Short-Term Inflation Protected Securities Fund	Vanguard Short-Term Inflation Protected Securities Index Fund	VTSPX	0.040%	0.200%	0.240%
TN Money Market Fund	Vanguard Federal Money Market Fund	VMFXX	0.110%	0.200%	0.310%

Section 8: Historic Investment Performance

Before selecting an Investment Option, carefully consider risk tolerance, investment horizon, educational savings goals and overall investment objectives. Additionally, consider the investment risks associated with the Underlying Investment(s) used by the selected Investment Option(s).

For the most current performance data, visit [TNStars.com](https://www.tnstars.com), click on the Invest for College option in the navigation bar, and select Investment Performance. Alternatively, contact the Program at 855 3TN-STAR (855-386-7827).

Past performance is not a guarantee of future results. The value of each Unit of Interest is directly related to the performance, fees and expenses, if any, of the Underlying Investment(s) associated with each Investment Option a Participant selects. **The principal value of a TNStars Account and its investment performance (or return) will fluctuate, and the Units of Interest, when redeemed (sold), may be worth more or less than the amount contributed (purchased).**

The overall performance of an Account will vary based on overall allocation to Investment Options chosen by a Participant. For investments in an Age-Based Strategy, overall performance will also vary, because an Account may be invested in more than one Age-Based Investment Option during the performance-reporting period, because of a Beneficiary's age. Monies invested in an Age-Based Investment Options are automatically transferred to another Age-Based Investment Option when a Beneficiary reaches a specified age and may remain invested in the underlying Investment Option for only a portion of the period reported in the performance table.

The following table shows the historic performance, after expenses and fees, of the Investment Options since inception. The historic investment performance shown is dependent on the historic performance of the assets in which the underlying Mutual Fund invested. Historic investment performance is as December 31, 2022.

Investment Option	One Month	Three Month	Year to Date	One Year Average Annual Return	Inception Average Annual Return	Inception Date
TN 0-2 Age Band	-4.41%	10.08%	-18.13%	-18.13%	7.54%	08/16/2019
TN 3-4 Age Band	-3.98%	8.95%	-17.46%	-17.46%	6.30%	08/16/2019
TN 5-6 Age Band	-3.60%	7.77%	-16.74%	-16.74%	5.00%	08/16/2019

TN 7-8 Age Band	-3.33%	6.6%	-16.16%	-16.16%	3.72%	08/16/2019
TN 9-10 Age Band	-2.86%	5.54%	-15.5%	-15.50%	2.45%	08/16/2019
TN 11-12 Age Band	-2.43%	4.4%	-14.43%	-14.43%	1.28%	08/16/2019
TN 13-14 Age Band	-1.95%	3.4%	-13.36%	-13.36%	0.15%	08/16/2019
TN 15-16 Age Band	-1.52%	2.32%	-12.04%	-12.04%	-0.84%	08/16/2019
TN 17-18 Age Band	-1.02%	1.68%	-10.55%	-10.55%	-0.99%	08/16/2019
TN 19+ Age Band	-0.52%	1.48%	-9.07%	-9.07%	-1.11%	08/16/2019
TN Aggressive Growth Fund	-5.19%	8.03%	-24.17%	-24.17%	4.76%	08/16/2019
TN Emerging Markets Stock Fund	-2.17%	8.08%	-17.94%	-17.94%	2.42%	08/16/2019
TN Total International Stock Fund	-2.22%	14.70%	-16.15%	-16.15%	4.15%	08/16/2019
TN Real Estate Fund	-5.12%	4.19%	-26.37%	-26.37%	0.56%	08/16/2019
TN Small Cap Fund	-6.01%	7.93%	-17.79%	-17.79%	7.24%	08/16/2019
TN US Large Cap Value Fund	-7.58%	4.73%	-23.43%	-23.43%	6.05%	08/16/2019
TN Total Stock Market Fund	-5.86%	7.14%	-19.66%	-19.66%	9.66%	08/16/2019
TN Balanced Fund	-2.87%	7.32%	-14.48%	-14.48%	5.99%	08/16/2019
TN Total International Bond Fund	-2.90%	-0.11%	-13.06%	-13.06%	-3.98%	08/16/2019
TN High-Yield Corporate Fund	-0.48%	4.88%	-9.16%	-9.16%	0.91%	08/16/2019
TN Core Plus Bond Fund	-1.01%	3.17%	-18.97%	-18.97%	-3.72%	08/16/2019
TN Total Bond Fund	-0.65%	1.56%	-13.39%	-13.39%	-2.69%	08/16/2019
TN Short-Term Corporate Fund	0.00%	1.85%	-5.89%	-5.89%	-0.30%	08/16/2019
TN Short-Term Inflation Protected Securities Fund	-0.28%	1.22%	-3.06%	-3.06%	2.22%	08/16/2019
TN Money Market Fund	0.39%	0.89%	1.50%	1.50%	1.50%	11/12/2021

Section 9: Account Changes and Maintenance

Any modifications to an Account must comply with the Statute and Rules governing the Program. The Participant may make certain updates online, including, but not limited to address updates, e-mail updates, and changes to the investment allocation. Any modifications that are unavailable online may be made in writing, signed by a Participant and submitted to the Program. In most cases, Account modifications should be made using the Program's forms, which may be obtained by:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

It is a Participant's responsibility to ensure that the information for an Account is current and accurate at all times. However, the Program may make certain address changes to an Account based on updates received from the United States Postal Service.

The Program will acknowledge completion of an Account modification or change by sending a confirmation to the Participant, and authorized Agent if applicable, via the selected delivery method on the Account. Confirmation of the modification or change are distributed to the Participant the next Business Day after the transaction has been processed by the Program.

Any of the Account features and privileges described herein may be modified, suspended or cancelled by Board or the Program at any time without notice.

Updating General Account Information

A Participant may change at any time an address, phone numbers, email addresses, bank information and a Successor Participant. A Participant may also update an Account at any time due to a legal name change. Supporting documentation may be required.

Updating Contribution Information

It is a Participant's responsibility to promptly notify the Program in writing of a bank or bank account change at least three (3) Business Days prior to the next Contribution.

If a Contribution, regardless of method, cannot be completed because of inaccurate bank information, insufficient funds, returned check or bank account closure, or any other reason that the financial institution does not transfer the funds to TNStars, TNStars will void the Contribution amount credited to an Account and cancel or reverse the applicable Investment Option allocation(s). Additionally, a Participant or a Third-Party Contributor may be responsible for any costs or losses incurred by TNStars or costs or fees charged to a Participant or a Third-Party Contributor by a financial institution.

Changing a Beneficiary

A Participant may change a Beneficiary on an Account at any time, provided the new Beneficiary is a Member of the Family. However, if an Account has been opened with funds transferred from a UGMA/UTMA, a Beneficiary of that Account may not be changed. A federal gift tax may apply if a new Beneficiary is one generation younger than the original Beneficiary. *See page 35 for further information about tax matters.*

Changing Investment Options

A Participant may change the allocation of existing assets in an Account twice (2) per calendar year ("Annual Exchange Limit") and upon any change in an Account's Beneficiary. At the conclusion of the reallocation, an Account must have at least twenty-five dollars (\$25) invested under each surviving Investment Option.

An Annual Exchange Limit does not affect the investment allocation of future Contributions. A Participant may select a different Investment Option with respect to any future Contributions to an Account at any time.

Participants should periodically assess and, if appropriate, adjust the allocation to the Investment Option(s) to align with their risk tolerance, investment horizon, educational savings goals and overall investment objectives.

In order to facilitate an exchange of assets, a Participant may do so online at [TNStars.com](https://www.tnstars.com) or may complete, sign and submit an applicable form to the Program. Form and other information may be obtained by:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

The Program will acknowledge completion of an Investment Option change by sending a confirmation to the Participant, and authorized Agent if applicable, via the selected delivery method on the Account. Confirmation of the modification or change is distributed to the Participant the next Business Day after the transaction has been processed by the Program.

Maximum Account Balance

The maximum account balance established by the Board is currently three hundred and fifty thousand dollars (\$350,000). This limitation is intended to be a safeguard to prevent Contributions in excess of those necessary to provide for the Qualified Higher Education Expenses of a Beneficiary. The Board will periodically review, and may change, the maximum account balance.

The maximum account balance is based on current Account value. All Accounts for the same Beneficiary under the Program together with accounts for the same Beneficiary in the Prepaid Plan are aggregated when calculating the maximum account balance. No additional Contributions can be made to any Account on behalf of the same Beneficiary if at the time of the proposed Contribution the total balance of all accounts on behalf of the same Beneficiary total three hundred and fifty thousand dollars (\$350,000). Accounts that have reached the maximum account balance may continue to accrue earnings, if any. Additional Contributions may be made if the total account balance falls **below** the maximum account balance. The aggregate balance in such accounts may exceed the maximum account balance as a result of account earnings, if any.

Contributions or a portion of a Contribution for any Beneficiary will be rejected and returned to the extent the amount would cause the aggregate Account balance to exceed the maximum account balance.

Even if the combination of Contributions and earnings, if any, in an Account or Accounts held for any Beneficiary (including accounts in the Prepaid Plan) reaches the maximum account balance, such funds may not be sufficient to pay all of a Beneficiary's Qualified Higher Education Expenses.

Successor Participant

A Participant may designate a Successor Participant for an Account. This is optional but recommended by the Program. Pursuant to and as defined in the Rules, in the event of a Participant's death or if Participant is declared legally incompetent, ownership of all assets in an Account will be transferred to a Successor Participant and a Successor Participant will become a Participant once required paperwork has been received in good order and processed by the Program.

It is a Participant's responsibility to notify the named Successor Participant of his/her/its status and responsibilities. Prior to taking any action in an Account, a Successor Participant will be required to provide the Program with a copy of a death certificate, medical certification, court order and/or such other information as the Program may require. In such circumstances, a Successor Participant will be expected to execute a new enrollment application to evidence his/her/its understanding of the Disclosure Brochure and his/her/its compliance with the terms therein.

Enforceability of a Successor Participant designation may vary by state. Furthermore, a transfer to a Successor Participant may have tax consequences. A Participant and Successor Participant should consult their legal advisors and independent tax professionals prior to designating a Successor Participant and accepting appointment, respectively.

Custodians and Trustees

Custodians and trustees may open Accounts but will be required to sign forms in the custodian's or trustee's capacity and may be required to execute or provide such other forms or documentation as the Program or the Board may reasonably require.

In addition, a Participant who is acting in a custodial or trustee capacity may be subject to certain limitations and requirements which are not applicable to non-custodial or non-trustee Participants. Such limitations may apply to Account changes, transferring funds or Withdrawals. Custodians and trustees should consult their advisors prior to investing in TNStars.

Third-Party Access and Authorization

A Participant may grant permission to an individual, including, but not limited to a spouse, to access the Account information through the Agent Authorization form. Such consent shall continue in effect until it is revoked in writing by a Participant, a Participant dies, or a Participant submits a new consent to release information.

Additionally, a Participant may grant permission to an individual, including, but not limited to a registered investment advisor, registered representative or other investment professional, to act on the Participant's behalf with respect to an Account through the Agent Authorization form. Based on the level of authorization selected, a third-party Agent may have the right, among others, to make investment decisions or request Withdrawals without advance notice to or approval by the Participant. It is the Agent's responsibility to comply with the terms contained within this Disclosure Brochure. A third-party access authorization shall continue in effect until it is revoked in writing by a Participant, a Participant dies, a Participant submits a new authorization, or a Court terminates the authorization.

It is the Participant's responsibility to provide written notification to the Program to change or terminate third-party Agent access rights. A Participant and any third-party Agent should consult their legal, financial, tax and other advisors prior to designating a third-party Agent and accepting appointment, respectively.

Electing or Revoking Electronic Delivery

To revoke the electronic delivery option, a Participant must submit a request online or contact the Program through writing, revoking such authority.

Adding or Changing a Trusted Contact Person

Adding a trusted contact person to an Account is not required and does not authorize the individual to transact on or make any changes to an Account, but by adding a trusted contact person the Participant authorizes the Program to communicate with that individual:

- to address possible financial exploitation;
- to confirm contact information, health status, or the identity of any legal guardian, executor, trustee, or holder of a power of attorney; or
- as otherwise permitted by applicable law, rule, or regulation.

A trusted contact person must be an individual who is age eighteen (18) or older. To add or change a trusted contact person, a Participant must contact the Program.

Transfer of Account Funds

A Participant may at any time transfer all or a portion of the funds in the Account to an Account for a different Beneficiary provided the new beneficiary is a "Member of the Family" of the original Beneficiary. If the transfer is for a portion of funds in the original Account, the transfer will be permitted so long as at the time the transfer is completed the existing Beneficiary and the new Beneficiary will each have at least twenty-five dollars (\$25.00) in the respective Accounts. If the transfer is for all of the funds within an Account, an amount transferred will be equal to either the amount requested, net of any applicable expenses and fees that may be charged by the Program, or the Redemption Value of an Account as of the date the transfer is made.

It is a Participant's responsibility to substantiate that such transfer of funds qualifies. As such, a Participant should retain documents and information adequate to substantiate that a particular transfer of funds between Accounts is not subject to federal income tax, including the ten percent (10%) federal tax penalty on earnings.

Qualified Refunds

A Qualified Refund may be deposited, or recontributed, into a new or existing TNStars Account, or another 529 Plan account, for the Beneficiary who received such Qualified Refund. Failure to deposit, or recontribute, the Qualified Refund within sixty (60) days after the date of such refund may result in tax treatment as gross income. The deposit, or recontribute, must not exceed the Qualified Refund amount.

It is a Participant's or Beneficiary's responsibility to substantiate that such deposit, or recontribution, qualifies as a Qualified Refund for federal income tax purposes. Documentation for the determination of a Qualified Refund should be retained so it can be provided to the IRS, if so requested.

Transfer of Account Ownership

A Participant may at any time transfer all or a portion of the funds in the Account to a new Account Owner. After the transfer is complete, the new Account Owner will have sole control of the assets the Participant has chosen to transfer. If the transfer is for a portion of funds in the original Account, the transfer will be permitted so long as at the time the transfer is completed the existing Account and the new Account will each have at least twenty-five dollars (\$25.00) in the respective Accounts. If the transfer is for all of the funds within an existing Account, the amount transferred will be equal to either the amount requested, net of any applicable expenses and fees that may be charged by the Program, or the Redemption Value of the existing Account as of the date the transfer is made, and the Account will be closed.

A Participant and prospective Account Owner should consult their legal advisors and independent tax professionals prior to transferring and accepting, respectively, Account ownership.

Section 10: Withdrawals from an Account

Any Withdrawal will be proportionally comprised of (1) principal, which is not taxable when distributed, and (2) earnings, if any, which may be subject to federal income tax and/or a ten percent (10%) federal tax penalty. The Program determines the earnings portion based on IRS rules. The Program reports both the earnings and the principal to the recipient and to the IRS. However, it is a Participant's responsibility to understand the terms and substantiate the tax treatment of any Withdrawal. A Participant should consult with an independent tax professional to determine the tax implications of any Withdrawal before making such Withdrawal. **Taxpayers or residents of other states should consider such state's tax treatment, if any, before making a Withdrawal. For additional information about tax matters and considerations, see Section 12.**

Types of Withdrawals

Qualified Withdrawal

A Qualified Withdrawal refers to a distribution from an Account to pay for a Beneficiary's Qualified Higher Education Expenses at an Eligible Educational Institution. Contributions and earnings, if any, of a Qualified Withdrawal are not subject to federal income tax.

The expenses must meet the IRS's definition of qualified higher education expenses. Qualified Higher Education Expenses generally include:

1. The following expenses must be required for enrollment or attendance of a designated beneficiary at an eligible postsecondary school.

- a. Tuition and fees.
- b. Books, supplies, and equipment.

2. Expenses for special needs services needed by a special needs beneficiary must be incurred in connection with enrollment or attendance at an eligible post-secondary school.

3. Expenses for room and board must be incurred by students who are enrolled at least half-time. Half-time student. A student is enrolled "at least half-time" if he or she is enrolled for at least half the full-time academic workload for the course of study the student is pursuing, as determined under the standards of the school where the student is enrolled. The expense for room and board qualifies only to the extent that it isn't more than the greater of the following two amounts.

- a. The allowance for room and board, as determined by the school, that was included in the cost of attendance (for federal financial aid purposes) for a particular academic period and living arrangement of the student.
- b. The actual amount charged if the student is residing in housing owned or operated by the school. You may need to contact the eligible educational institution for qualified room and board costs.

4. The purchase of computer or peripheral equipment, computer software, or Internet access and related services, if it's to be used primarily by the beneficiary during any of the years the beneficiary is enrolled at an eligible postsecondary school. (This doesn't include expenses for computer software for sports, games, or hobbies unless the software is predominantly educational in nature.)

5. The expenses for fees, books, supplies, and equipment required for the designated beneficiary's participation in an apprenticeship program registered and certified with the Secretary of Labor under section 1 of the National Apprenticeship Act.

6. No more than \$10,000 paid as principal or interest on qualified student loans of the designated beneficiary or the designated beneficiary's sibling. A sibling includes a brother, sister, stepbrother, or stepsister. For purposes of the \$10,000 limitation, amounts treated as a qualified higher education expense for the loans of a sibling are taken into account for the sibling and not for the designated beneficiary. Any amount paid from a distribution of earnings from a 529 Plan after 2018 to the extent the earnings are treated as tax free cannot be deducted as interest on a student loan because they were used to pay student loan interest.

Qualified Elementary and Secondary Education Expenses

These are expenses for no more than \$10,000 of tuition, incurred by a designated beneficiary, in connection with enrollment or attendance at an eligible elementary or secondary school each year. A Participant (and/or a Beneficiary) is responsible for determining if the proceeds of a Withdrawal were used to pay for Qualified Higher Education Expenses. Documentation for the determination of Qualified Higher Education Expenses should be retained so it can be provided to the IRS, if so requested. For additional information, visit [irs.gov](https://www.irs.gov).

Non-Qualified Withdrawal

A Non-Qualified Withdrawal is money distributed from an Account and not used for Qualified Higher Education Expenses. The Non-Qualified Withdrawals will be treated as income to the distributee and taxed at the distributee's tax rate. The distributee may be a Participant or Beneficiary.

In addition, a ten percent (10%) federal tax penalty applies to the earnings portion, if any, of a Non-Qualified Withdrawal, except in the case of a Special Circumstances Non-Qualified Withdrawal. Prior to making a Non-Qualified Withdrawal a Participant, Beneficiary and/or other taxpayers, as applicable, should seek advice from an independent tax professional based on their own particular circumstances.

Special Circumstances Non-Qualified Withdrawals

A Special Circumstances Non-Qualified Withdrawal is not subject to the additional ten percent (10%) federal tax penalty, but the earnings portion, if any, may be taken into consideration for purposes of computing the federal income tax liability of the distributee.

A Special Circumstances Non-Qualified Withdrawal is money distributed from an Account that is:

1. Paid to a Beneficiary (or to the estate of the designated beneficiary) on or after the death of the designated Beneficiary;
2. Made because the designated Beneficiary is disabled. A person is considered to be disabled if he or she shows proof that he or she cannot do any substantial gainful activity because of his or her physical or mental condition. A physician must determine that his or her condition can be expected to result in death or to be of long-continued and indefinite duration;
3. Included in income because the designated beneficiary received a tax-free scholarship or fellowship grant; veterans' educational assistance; employer-provided educational assistance; or any other nontaxable (tax-free) payments (other than gifts or inheritances) received as educational assistance -- only to the extent the distribution is not more than the scholarship, allowance, or payment;
4. Made on account of the attendance of the designated beneficiary at a U.S. military academy -- only to the extent that the amount of the distribution does not exceed the costs of advanced education (as defined in section 2005(d)(3) of title 10 of the U.S. Code) attributable to such attendance;
5. Included in income only because the Qualified Higher Education Expenses were taken into account in determining the American opportunity or lifetime learning credit.

It is a Participant's responsibility to retain receipts, invoices or other documents and information adequate to substantiate that a particular Withdrawal qualifies as a Special Circumstances Non-Qualified Withdrawal. **For additional see IRS Publication 970, Tax Benefits for Education, at [irs.gov](https://www.irs.gov).**

Outgoing Rollover to another 529 Plan

A Participant may request at any time an outgoing rollover to another 529 or 529A Plan of all or a portion of the funds in the Account. Any outgoing rollover shall be administered by the Program in accordance with all applicable laws and regulations. An outgoing rollover shall be in an amount equal to either the amount requested, net of any applicable expenses and fees that may be charged by the Program, or the Redemption Value of an Account as of the date the outgoing rollover is made.

A qualified rollover from an Account will be considered a Qualified Withdrawal for federal income tax purposes. A qualified rollover is a rollover to another 529 Plan for 1) the same Beneficiary, only one such rollover is allowed within twelve (12) months of a previous rollover to the same Beneficiary or 2) a different beneficiary, so long as the new beneficiary is a Member of the Family of the current Beneficiary. It is a Participant's responsibility to substantiate that such distribution qualifies as a rollover for federal income tax purposes. As such, a Participant should retain documents and information adequate to substantiate that a particular rollover is not subject to federal income tax, including the ten percent (10%) federal tax penalty on earnings. Failure to deposit rollover proceeds within sixty (60) days of the applicable Withdrawal may result in tax treatment as a Withdrawal rather than a rollover. **For additional see IRS Publication 970, Tax Benefits for Education, at [irs.gov](https://www.irs.gov).**

A Participant wishing to complete a trustee-to-trustee outgoing rollover should contact the other 529 Plan administrator to assist in facilitating such rollover.

Outgoing Rollover to an ABLE Account

A qualified rollover from a 529 Account to a 529A, Achieving a Better Life Experience ("ABLE"), account will be considered a qualified rollover for federal income tax purposes, provided that the ABLE account is owned by the designated beneficiary of that 529 account, or a member of such designated beneficiary's family, as defined under Section 529 of the Internal Revenue Code of 1986. The rollover amount counts towards the overall limitation on amounts that can be contributed to the ABLE Account within a taxable year. Any rollover amount that causes an ABLE account to exceed this limitation may be includible in the gross income of the distributee and/or may be returned or rejected by the ABLE program.

Taxpayers or residents of other states should consider such state's tax treatment, if any, before making a 529 Account rollover to an ABLE account.

A Participant should contact the Program prior to requesting a 529 Account rollover to an ABLE account. *For additional information about IRS treatment of Qualified ABLE Programs, [see IRS Publication 907, Tax Highlights for Persons with Disabilities, at irs.gov](https://www.irs.gov).*

Requesting a Withdrawal

Only a Participant, or duly authorized Agent, may withdraw monies from an Account. Withdrawals are redemptions (sale) of Units of Interest. A Participant may request a Withdrawal (of any type), at any time, by contact the Program:

- **Online:** TNStars.com
- **Email:** TN.Stars@tn.gov
- **Phone:** 855 3TN-STAR (855-386-7827) or (615) 741-1502
- **Fax:** 615-401-6816
- **Write:** TNStars College Savings 529 Program, P.O. Box 55597, Boston, MA 02205-5597
- **Overnight:** TNStars College Savings 529 Program, 95 Wells Ave, Suite 155 Newton, MA 02459-3204
- **Visit:** TNStars College Savings 529 Program, Department of Treasury, 15th Floor, Andrew Jackson Building, 502 Deaderick Street, Nashville, TN 37243

Full or partial Withdrawals may be made from an Account. In the instance where a requested Withdrawal exceeds the amount available in an Account, only the Redemption Value of the Account will be distributed. In the event an overpayment exceeding the Redemption Value is made, a Participant will be required to immediately return such overpayment to the Program.

A Withdrawal request may be made payable to a Participant, Beneficiary, or an Eligible Educational Institution. A Withdrawal distributed to a Beneficiary, or an Eligible Educational Institution will be issued in the form of a check and sent by regular mail, via the U.S. Postal Service. A Withdrawal distributed to a Participant may be issued in the form of a check, as described above, or a banking or savings account credit via an Automated Clearing House ("ACH") transfer. Failing to complete a Withdrawal request In Good Order may result in a delay of processing and disbursement of the funds.

A Withdrawal request may be issued electronically to a participating school. A \$10 fee applies. Please note: Electronic payments to schools are only available for distributions up to 95% of the account's value. Distributions for the full value of an Account are not allowed if you request the electronic payment to the school. To account for potential fluctuations in the market, the Withdrawal amount may not exceed 95% of your Account value. This does not include the \$10 fee for electronic distribution to the school. A list of schools accepting electronic payments is updated in the online client portal. If the school to which you wish to make a payment is not listed, then unfortunately, we are unable to electronically send funds to your school at the time you make the request. You can choose to send a paper check to the school or request a Withdrawal directly to your bank account if currently on file.

Generally, Withdrawals are processed within three (3) Business Days of receipt of a Withdrawal request by the Program. During periods of market volatility or high request volumes, some Withdrawals may take up to sixty (60) calendar days of receipt of a Withdrawal request by the Program.

Each Contribution will be subject to a twenty-one (21) calendar day hold (equal to a fifteen (15) Business Days hold) before the monies are eligible for Withdrawal. Additionally, there will be a hold of ten (10) Business Days on Withdrawal requests when there is a change to the Participant's address and a hold of ten (10) calendar days on Withdrawal requests following a change to the Account's banking information.

Section 11: Communications, Confirmations and Statements

If a Participant or authorized Agent suspect fraudulent activity in a TNStars Account(s), immediately contact the Department of Treasury, TNStars Program (855-386-7827), the Department of Treasury, Director of Internal Audit (615-253-2018), or the Comptroller of the Treasury's Fraud Hotline (800-232-5454).

Communications, confirmations, and statements for each Account are delivered to a Participant by regular mail, via the U.S. Postal Service, or electronic delivery, as selected by a Participant. Communications, confirmation, and statements provide important information and should be promptly and thoroughly reviewed.

The Program generates a separate confirmation for most transactions in an Account when they are processed. Transaction confirmations related to Recurring Contributions, payroll direct deposits, exchanges due to Systematic Reallocation, the automatic exchange of Account assets between Age Bands in the Age-Based Investment Option, and automatic transfers from Ugift® and Upromise® are confirmed on an Account's quarterly statement.

Statements are issued quarterly if any transaction has occurred in an Account during such quarter. All Accounts will receive an annual statement after calendar year-end.

All confirmations and statements will be deemed conclusive and accurate unless a Participant advises the Program in writing of any objection or concern within sixty (60) calendar days of receipt. If a Participant does not notify the Program, the confirmation or

statement will be deemed approved and the Participant to have released the Program from all responsibility for matters covered by the confirmation or statement.

An undeliverable electronic communication will result in the delivery method being systematically changed to regular mail, via the U.S. Postal Service. In the event regular mail is returned, undeliverable, after two attempts, the Program will make reasonable efforts to contact the Participant to verify and/or update the mailing address on file. If confirmation or modification to the mailing address is not made within a reasonable time, a stop mail restriction will be placed on the Account. The Participant will no longer receive communications, confirmations, or statements until the Participant confirms or modifies the mailing address through the client portal or sends a written request to the Program to confirm or modify the mailing address on file.

Section 12: Tax Matters and Considerations

529 Plans, such as the TNStars College Savings 529 Program, are intended to be used only to save for Qualified Higher Education Expenses. This Program is not intended to be used, nor should it be used, for the purpose of evading federal or state taxes or tax penalties. Taxpayers should seek advice from an independent tax professional based on their own particular circumstances.

Year-End Processing

Contributions and Withdrawal requests must be received In Good Order by the Program in sufficient time to allow the Program to process the request prior to the end of each calendar year. Generally, the Program must receive requests prior to 4:00 pm ET on December 31st to be processed within that calendar year.

The Program reserves the right to make such changes without prior notice to the year-end processing schedule. When feasible and appropriate, the Program intends to provide reasonable notice to Participants regarding year-end processing changes.

IRS Form 1099-Q

If a Withdrawal was sent to a Beneficiary or an Eligible Educational Institution, TNStars will issue and mail IRS Form 1099-Q to a Beneficiary by January 31st of the following year. If a Withdrawal was sent to a Participant or another 529 Plan (rollover), TNStars will issue and deliver IRS Form 1099-Q to a Participant by January 31st of the following year.

For a UGMA/UTMA Account, TNStars will issue the IRS Form 1099-Q to a Beneficiary, regardless of the payee named on a Withdrawal, and mail the form to the UGMA/UTMA Agent.

A Participant, Beneficiary or UGMA/UTMA Agent, as applicable, is responsible for any filings with the IRS and for maintaining adequate records, evidencing that Withdrawals were used for Qualified Higher Education Expenses or sent to another 529 Plan (rollover). This information may be requested by the IRS or the appropriate state tax authority.

Federal Income Tax Considerations

Contributions to an Account are not deductible for federal income tax purposes. Earnings of an Account, if any, are tax-deferred for federal income tax purposes until withdrawn. The earnings portion, if any, of a Qualified Withdrawal is not subject to federal income tax. The earnings portion, if any, of a Non-Qualified Withdrawal is treated as income to the distributee and taxed at the distributee's tax rate, for federal income tax purposes. In addition, a ten percent (10%) federal tax penalty applies to the earnings portion, if any, of a Non-Qualified Withdrawal, except in the case of a Special Circumstances Non-Qualified Withdrawal.

In the case of a Special Circumstances Non-Qualified Withdrawal, the additional ten percent (10%) federal tax penalty does not apply, but the earnings portion, if any, may be taken into consideration for purposes of computing the federal income tax liability of the distributee.

Federal Gift, Estate, Generation-Skipping Transfer and Other Tax Considerations

Contributions to an Account are considered a completed gift to the Beneficiary and, as a result, federal gift, estate, and generation-skipping transfer tax rules apply. There are many exceptions and exclusions, and each Participant and Third-Party Contributor should consult their personal legal, tax or other advisors for inquiries specific to their circumstances. *For additional information, see IRS Publication 709, United States Gift (and Generation-Skipping Transfer) Tax Return, at [irs.gov](https://www.irs.gov).*

The IRS published annual exclusion for gifts per donee (e.g., Beneficiary) for 2023 is \$17,000. A larger gift Contribution in any year may be treated as made ratably over a five-year period through a special election.

A number of federal education tax benefits are available in addition to the tax benefits available to 529 Plan Participants. Federal tax laws provide a number of special rules intended to coordinate and avoid duplication of the tax benefits among the American

Opportunity Credit, Lifetime Learning Credit, Education Savings Accounts (ESAs), certain U.S. Savings Bonds, deductions for higher education expenses and other education tax benefits. *For additional see IRS Publication 970, Tax Benefits for Education, at [irs.gov](https://www.irs.gov).*

Federal tax provisions are complex and a person making or contemplating a contribution to an Account should consult with his or her own tax advisor regarding the applicability of gift, estate and generation-skipping transfer tax to their Account transactions, the current lifetime exemptions, and the gift tax filing requirements.

State Tax Considerations

529 Plans offered by other states may offer tax or other state benefits such as financial aid, scholarship funds, and protection from creditors to taxpayers or residents of those states that are not available with regard to TNStars. Taxpayers or residents of other states should consider such state tax treatment and other state benefits, if any, before making an investment decision.

Earnings on an Account, if any, are exempt from any Tennessee state, county or municipal tax. A Participant or Beneficiary that resides in or is otherwise subject to state taxes in a state other than Tennessee should consult a tax advisor as to the treatment of earnings on an Account for purposes of such other state's taxes.

TNStars, the Board and the Department of Treasury and its employees are not authorized to provide legal, financial or tax advice. Prospective and existing Participants should consult their personal advisors for inquiries specific to their circumstances.

Section 13: Additional Matters

Program Governance and Administration

The Program is established by the State of Tennessee pursuant to the Statute and is administered and managed by the Tennessee State Treasurer and the State of Tennessee Department of Treasury pursuant to a delegation from the Board, which is an agency and instrumentality of the State of Tennessee.

The Statute provides that the Board will have all powers necessary to carry out the purposes, objectives and provisions of the Statute pertaining to the Program, including, without limitation, the power to (1) invest funds within the Trust Fund in any investments authorized by the Statute and determined by the Board to be appropriate; (2) appoint a program administrator and determine the duties and compensation of the program administrator and other staff; (3) engage investment advisors to assist in the investment of Trust Fund assets; (4) contract for goods and services and engage personnel as necessary for the management of the Program, (5) administer the funds of the Trust Fund; and (6) adopt rules for the implementation of the Program.

The nine member Board is comprised of the following individuals: the State Treasurer; the Comptroller of the Treasury; the Commissioner of Finance and Administration; the Secretary of State; the Chancellor of the State Board of Regents; the President of the University of Tennessee System the Executive Director of the Tennessee Higher Education Commission; and the President of the Tennessee Independent Colleges and University Association; and the President of one (1) of the specified, four-year state universities who serve a three-year term on a rotating basis.

The Board is a part of the Department of Treasury, as a division thereof, for all administrative purposes and has delegated to the Tennessee State Treasurer and the State of Tennessee Department of Treasury the duty to carry out the day-to-day operations, management, and administration of the Program.

Ascensus College Savings Recordkeeping Services, LLC, ("Ascensus") and its affiliates and subcontractors provide recordkeeping and intermediary services to the Program and receive direct and indirect compensation for such services. Ascensus has delegated certain services that it is obligated to perform, including but not limited to custodial services, which have been delegated to the Bank of New York Mellon Corporation.

Limits on Protection from Creditors

Federal bankruptcy law protects certain 529 Plan accounts if a Beneficiary is the child, stepchild, grandchild, or step grandchild of the individual that files for bankruptcy protection. However, federal bankruptcy protection in this respect is limited and has certain conditions.

Under Tennessee law, all assets, income, and distributions of qualified tuition plans, including the Program, are exempt from execution, attachment, garnishment, the operation of bankruptcy, state insolvency laws or other process whatsoever in a Tennessee state proceeding. This exemption may not apply in attachment, execution, garnishment, bankruptcy, or other proceedings commenced against an individual in other states.

A Participant, Beneficiary and/or other individual, as applicable, should consult their own advisor regarding any specific protections afforded to them.

Incentive Plans

In accordance with the Statute and Rules, the State Treasurer may establish and administer an incentive plan or plans to encourage Tennessee residents to participate in TNStars. Such plans shall be restricted to Tennessee residents only and may include, but may not be limited to, rebates, grants, scholarships or tax incentives. For current incentive plan(s), including eligibility and rules, visit [tnstars.com](https://www.tnstars.com) and *the Tennessee Investments Preparing Scholars matching grant incentive program's ("TIPS Program") website*, <https://www.tnstars.com/tips>.

Prohibited Transactions

Neither a Participant nor a Beneficiary can borrow money from an Account and an Account cannot be used as collateral for a loan.

No payment may be made by a Participant, other than the fees and expenses charged by the Program, to anyone for a change of Beneficiary or transfer of funds related to an Account.

Disclosure Brochure, Financial Statements and Periodic Audits

An electronic copy of the most recent Disclosure Brochure may be obtained from the Municipal Securities Rulemaking Board's ("MSRB's") Electronic Municipal Access ("EMMA") website, emma.msrb.org, or through the Program's website, [TNStars.com](https://www.tnstars.com). The Program reserves the right to suspend or stop postings on EMMA or the internet at any time.

The Department of Treasury prepares the financial statements of the Program. A copy of the annual report is available on the Department of Treasury's website, treasury.tn.gov.

The Program is subject to auditing by the State of Tennessee, Comptroller of the Treasury. A copy of the Department of Treasury's annual audit report is available on the Tennessee Comptroller of the Treasury's website, comptroller.tn.gov.

Alternatively, the Disclosure Brochure, financial statements and periodic audits can be requested by contacting the Program via phone (855) 3TN-STAR (386-7827) or (615) 741-1502 or email TN.Stars@tn.gov.

Protecting Information, Cybersecurity and Privacy Notice

Protecting the privacy of Participants' and Beneficiaries' personal information is important to TNStars and TNStars recognizes its obligation to keep such personal information secure and confidential. TNStars' concern for privacy extends to those Participants who use TNStars' website, [TNStars.com](https://www.tnstars.com). Personal information that TNStars and its service providers collect may include, among other things, a Participant's and/or Beneficiary's U.S. Social Security or Taxpayer Identification Number, date of birth and information about accounts at other institutions. The Program shares personal information with its service providers so that they may provide services to the Program. Pursuant to Tennessee Code Annotated, Section 49-7-825, the Program cannot disclose personal information about a Participant or Beneficiary to anyone, except as permitted by the provisions thereunder.

While TNStars, through the State of Tennessee, maintains reasonable physical, electronic and procedural safeguards to guard your personal information, you should never disclose your online Account login information to anyone.

If you suspect fraudulent activity in your Account(s), you should immediately contact the Department of Treasury, TNStars Program (855-386-7827), the Department of Treasury, Director of Internal Audit (615-253-2018), or the Comptroller of the Treasury's Fraud Hotline (800-232-5454).

Accessibility and Title VI Statement

The Department of Treasury operates all programs and activities free from discrimination on the basis of race, sex or any other classification protected by federal or Tennessee state law. Individuals who may require an alternative communication format should contact the Tennessee Department of Treasury Human Resources Title VI Coordinator:

State of Tennessee Department of Treasury
Human Resources Title VI Coordinator
502 Deaderick Street, Nashville, TN 37243
Phone: 615.741.2956
Email: Treasury.HumanResources@tn.gov

Additionally, any person alleging discrimination on the basis of race, color, or national origin has a right to file a complaint within one hundred eighty (180) days of the alleged discriminatory act. At the complainant's discretion, the complaint can be directed to the attention of the Tennessee Department of Treasury Human Resources Title VI Coordinator, listed above. Further information can be found at attreasury.tn.gov.

Section 14: Account Closure

General

A Participant may request a Withdrawal (of any type), at any time, by contacting the Program as further discussed in Section 10 of this Disclosure Brochure. An Account will be closed upon full Withdrawal or a zero balance.

At the Program's discretion, a closed account may be re-opened with any type of Contribution within one hundred and eighty (180) calendar days of the date of the last transaction. A Participant may be required to provide additional information and/or documentation. After one hundred and eighty (180) calendar days from the date of the last Withdrawal/transfer, a Participant may be required to submit a new enrollment application and other required information and/or documentation to have an Account re-opened.

Voluntary Closure

In addition, and pursuant to the Statute and Rules, a Participant may, under one of the following circumstances, request in writing that the Program close an Account:

- A Beneficiary has died or suffers from a "permanent disability," as defined in the Rules;
- A Beneficiary is eighteen (18) years of age or older and has decided not to attend an Eligible Educational Institution;
- A Beneficiary has completed the requirements for a degree that is less than a bachelor's degree at an Eligible Educational Institution and a Beneficiary does not plan to pursue further education; or
- A Beneficiary has completed the bachelor's degree requirements at an Eligible Educational Institution.

Supporting documentation may be required to substantiate Account termination under one of these circumstances. The amount of the refund will be distributed in accordance with Statute and Rules.

Inactive Accounts

If a period of ten (10) consecutive years passes with no Contributions having been made to an Account or with no correspondence from a Beneficiary, a Participant or, if applicable, a Successor Participant or an Agent, the Program shall make reasonable efforts to locate a Beneficiary, a Participant or, if applicable, a Successor Participant or Agent. If the efforts are not successful in contacting any of these parties, the Program shall report and deliver, as unclaimed property, to the Tennessee State Treasurer the amount of any funds due under the Rules. The ten-year period shall not commence until the later of the year (i) a Beneficiary turns eighteen (18) years of age or (ii) an Account was established.

Account or Plan Termination

TNStars reserves the right to terminate or suspend an Account or the Program at any time for any reason.

The Program may terminate an Account and distribute the Redemption Value (or other amount in accordance with Statute and Rules) of such Account, if any, to a Participant if TNStars determines that either a Participant or a Beneficiary has provided false, fraudulent or misleading information or made a material misrepresentation to the Program, the Tennessee State Treasurer or an Eligible Educational Institution.

If the Board determines that the Program is, for any reason, financially unfeasible, or is not beneficial to the citizens of Tennessee or to the State, then the Board may terminate the Contracts. In this event, the Board will distribute the Redemption Value (or other amount in accordance with Statute and Rules) of an Account to a Participant. **Any amounts distributed to a Participant upon Account or Contract termination may be treated as a Non-Qualified Withdrawal for federal tax purposes. Such distributed amounts may be less than the amount contributed.**

Section 15: Underlying Investment Information and Principal Risks

It is the Participant's, or authorized Agent's, responsibility to select one or more of the available Investment Options within the Program that best suit the Participant's needs. Although a Participant does not own direct shares of or interest in any Underlying Investment(s), some of the risks of investing in TNStars are directly related to the Underlying Investment(s) associated with each

Investment Option a Participant selects. Prospective and existing Participants should consult their personal legal, tax or other advisors for inquiries specific to their circumstances.

As with any investment, the risks associated with investing are numerous and a Participant may lose money by investing in a TNStars Account. Before selecting any Investment Option, carefully consider risk tolerance, investment horizon, educational savings goals, and overall investment objectives. Additionally, consider the investment risks of the Underlying Investment(s) associated with each selected Investment Option.

The Underlying Investment objectives and risks are derived from the related prospectus provided by the applicable fund company. as of December 31, 2022. **This information is subject to change at any time. The Program reserves the right to eliminate or modify any Investment Option(s) and eliminate or modify the Age-Based Strategy or Self-Selected Strategy. Such actions do not require Participant consent.**

Age-Based Investment Option – Underlying Investments (Multiple Funds)

The assets of each Age Band under the Age-Based Investment Option are allocated among multiple (two or more) Mutual Funds. As a result, the mixture of assets (or asset allocation) creates a unique risk profile, investment horizon, investment objective and investment risks for each Age Band associated with the Age-Based Investment Option, as further described below. For a more detailed explanation of the principal risks associated with each corresponding Underlying Investment, *see pages 41-55*. The asset allocation for each Age Band is re-balanced each calendar quarter, realigning the mixture of assets within each Age Band, as further described below.

0 – 2 years

The 0 – 2 Age Band seeks to provide growth of capital through a mix of U.S. and international stocks. This Age Band invests in two (2) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 60.0% and Vanguard International Stock Index Fund (VTSNX), with a target allocation of 40.0%. This results in an asset allocation of 100.0% to Mutual Funds invested in stocks. The principal risks associated with this Age Band are as follows: country/regional, currency, index sampling, investment style and stock market.

3 – 4 years

The 3 – 4 Age Band seeks to provide growth of capital and current income through a mix of U.S. and international stocks and bonds. This Age Band invests in four (4) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 52.5%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 35.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 10.0%, and Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 2.5%. This results in an asset allocation of 87.5% to Mutual Funds invested in stocks and 12.5% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, manager, non-diversification, prepayment, and stock market.

5 – 6 years

The 5 - 6 Age Band seeks to provide growth of capital and current income through a mix of U.S. and international stocks and bonds. This Age Band invests in four (4) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 45.0%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 30.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 17.5% and Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 7.5%. This results in an asset allocation of 75.0% to Mutual Funds invested in stocks and 25.0% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, manager, non-diversification, prepayment, and stock market.

7 – 8 years

The 7 - 8 Age Band seeks to provide growth of capital, current income, and principal preservation through a mix of U.S. and international stocks and bonds. This Age Band invests in four (4) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 37.5%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of; 25.0%), Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 25.0%) and Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 12.5%. This results in an asset allocation of 62.5% to Mutual Funds invested in stocks and 37.5% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, manager, non-diversification, prepayment, and stock market.

9 – 10 years

The 9 - 10 Age Band seeks to provide growth of capital, current income, and principal preservation through a mix of U.S. and international stocks and bonds. This Age Band invests in four (4) Vanguard Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 30.0%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 20.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 35.0% and Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 15.0%. This results in an asset allocation of 50.0% to Mutual Funds invested in stocks and 50.0% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, manager, non-diversification, prepayment, and stock market.

11 – 12 years

The 11 - 12 Age Band seeks to provide current income, principal preservation, and growth of capital through a mix of U.S. and international stocks and bonds. This Age Band invests in six (6) Vanguard Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 22.5%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 15.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 40.0%, Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 17.5%, Vanguard Short-Term Inflation-Protected Securities Index Fund (VTSPX), with a target allocation of 2.5%, and Vanguard Short-Term Corporation Bond Index (VSTBX), with a target allocation of 2.5%. This results in an asset allocation of 37.5% to Mutual Funds invested in stocks and 62.5% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, liquidity, manager, non-diversification, prepayment, and stock market.

13 – 14 years

The 13 - 14 Age Band seeks to provide current income, principal preservation, and growth of capital through a mix of U.S. and international stocks and bonds. This Age Band invests in six (6) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX) with a target allocation of 15.0%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 10.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 45.0%, Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 20.0%, Vanguard Short-Term Inflation-Protected Securities Index Fund (VTSPX), with a target allocation of 5.0%, and Vanguard Short-Term Corporation Bond Index (VSTBX), with a target allocation of ; 5.0%. This results in an asset allocation of 25.0% to Mutual Funds invested in stocks and 75.0% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, liquidity, manager, non-diversification, prepayment, and stock market.

15 – 16 years

The 15 - 16 Age Band seeks to provide current income, principal preservation, and growth of capital through a mix of U.S. and international stocks and bonds. This Age Band invests in six (6) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 7.5%, Vanguard International Stock Index Fund (VTSNX), with a target allocation of 5.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 47.5%, Vanguard Total International Bond Index Fund (VTIFX), with a target allocation of 20.0%, Vanguard Short-Term Inflation-Protected Securities Index Fund (VTSPX), with a target allocation of 10.0%, and Vanguard Short-Term Corporation Bond Index (VSTBX), with a target allocation of 10.0%. This results in an asset allocation of 12.5% to Mutual Funds invested in stocks and 87.5% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, liquidity, manager, non-diversification, prepayment and stock market.

17 – 18 years

The 17 - 18 Age Band seeks to provide principal preservation, current income and growth of capital through a mix of U.S. and international stocks and bonds. This Age Band invests in five (5) Underlying Investments: Vanguard Total Stock Market Index Fund (VITSX), with a target allocation of 5.0%, Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of 45.0%, Vanguard Total International Bond Index Fund (VFTIX), with a target allocation of 15.0%, Vanguard Short-Term Inflation-Protected Securities Index Fund (VTSPX), with a target allocation of 15.0%, and Vanguard Short-Term Corporation Bond Index (VSTBX), with a target allocation of 20.0%. This results in an asset allocation of 5.0% to Mutual Funds invested in stocks and 95.0% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, liquidity, manager, non-diversification, prepayment and stock market.

19+ years

The 19+ Age Band seeks to provide principal preservation and current income through a mix of U.S. and international bonds. This Age Band invests in four (4) Underlying Investments: Vanguard Total Bond Market Index Fund (VBTIX), with a target allocation of

40.0%, Vanguard Total International Bond Index Fund (VFTIX), with a target allocation of 10.0%, Vanguard Short-Term Inflation-Protected Securities Index Fund (VTSPX), with a target allocation of 20.0%, and Vanguard Short-Term Corporation Bond Index (VSTBX), with a target allocation of 30.0%. This results in an asset allocation of 100% to Mutual Funds invested in bonds. The principal risks associated with this Age Band are as follows: call, country/regional, credit, currency, derivatives, extension, income, index sampling, interest rate, investment style, manager, non-diversification, prepayment, and stock market.

Self-Selected Investment Options – Underlying Investments (Single-Fund)

Each Self-Selected Investment Option is associated with an Underlying Investment allocated to a single (one) Mutual Fund. As a result, the Self-Selected Investment Option's investment objectives and investment risks are directly associated with the applicable Mutual Fund. Those underlying investment risks, as summarized below, are more fully detailed within the prospectus prepared by the applicable fund company. **A Participant should request and read the prospectus and additional information provided by each fund company associated with each Investment Option(s) to which a Participant is considering allocating Contributions.**

DoubleLine Underlying Investment

DoubleLine Capital LP was founded in December 2009 in Glendale, California and provides a variety of investment management services. Additional information about DoubleLine, including prospectus information, can be found at doubleline.com.

The following is a description of the investment objective and principal risks of investing in an Investment Option corresponding with the DoubleLine Shiller Enhanced CAPE (Institutional Class) Underlying Investment:

Underlying Investment	Ticker	Investment Objective	Principal Risks
DoubleLine Shiller Enhanced CAPE (Institutional Class)	DSEEX	The Mutual Fund's investment objective seeks total return (capital appreciation and current income) in excess of the Shiller Barclays CAPE® US Sector TR USD Index (the "Index"). The Mutual Fund will seek to use derivatives, or a combination of derivatives and direct investments, to provide a return (before fees and expenses) that approximates the performance of the Index.	Affiliated fund risk, asset-backed securities investment risk, collateralized debt obligation risk, counterparty risk, debt securities risks, default securities risk, derivatives risk, emerging market country risk, equity issuer risk, financial services risk, foreign currency risk, foreign investing risk, high yield risk, index risk, inflation-indexed bond risk, investment company and exchange-traded fund risk, leveraging risk, liquidity risk, loan risk, market capitalization risk, market risk, mortgage-backed securities risk, portfolio management risk, price volatility risk, real estate risk, securities or sector selection risk, short position risk, structured products and structured notes risk, U.S. Government securities risk, valuation risk

Affiliated Fund Risk

The risk that, due to its own financial interest or other business considerations, the Adviser will have an incentive to invest a Fund's assets in investment companies sponsored or managed by the Adviser or its related parties in lieu of investments by the Fund directly in portfolio securities and will have an incentive to invest in such investment companies over investment companies sponsored or managed by others. Similarly, the Adviser will have an incentive to delay or decide against the sale of interests held by the Fund in investment companies sponsored or managed by the Adviser or its related parties.

Asset-Backed Securities Investment Risk

The risk that borrowers may default on the obligations that underlie the asset-backed security and that, during periods of falling interest rates, asset-backed securities may be called or prepaid, which may result in the Fund having to reinvest proceeds in other investments at a lower interest rate, and the risk that the impairment of the value of the collateral underlying a security in which the Fund invests (due, for example, to non-payment of loans) will result in a reduction in the value of the security.

Collateralized Debt Obligations ("CDO") Risk

The risks of an investment in a CDO depend largely on the quality and type of the collateral and the tranche of the CDO in which a Fund invests. Normally, collateralized bond obligations ("CBOs"), CLOs and other CDOs are privately offered and sold, and thus are not registered under the securities laws. As a result, investments in CDOs may be characterized by the Fund as illiquid securities; however, an active dealer market, or other relevant measures of liquidity, may exist for CDOs allowing a CDO potentially to be deemed liquid by the Adviser under liquidity policies approved by the Board. In addition to the risks associated with debt instruments (e.g., interest rate risk and credit risk), CDOs carry additional risks including, but not limited to: (i) the possibility that distributions from collateral will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the

possibility that a Fund may invest in CDOs that are subordinate to other classes; and (iv) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results.

Counterparty Risk

The risk that the Fund will be subject to credit risk with respect to the counterparties to the derivative contracts and other instruments, such as repurchase and reverse repurchase agreements, entered into directly by the Fund or held by special purpose or structured vehicles in which the Fund invests. Subject to certain U.S. federal income tax limitations, the Fund is not subject to any limit with respect to the number of transactions it can enter into with a single counterparty. To the extent that the Fund enters into multiple transactions with a single or a small set of counterparties, it will be subject to increased counterparty risk. The Fund has historically obtained exposure to the Index through swap transactions with a limited number of counterparties and may continue to enter into swap transactions related to the Index with a single or a limited number of counterparties for the foreseeable future. If Barclays Bank PLC is unwilling or unable to maintain the Index or the Fund is unable to enter into swap transactions based on the Index on what the Adviser considers to be reasonable terms, the Fund's performance and the Fund's ability to achieve its investment objective would be adversely affected.

Debt Securities Risks

The risks described below, including credit risk, extension risk, interest rate risk, and payment risk, and LIBOR risk are sub-risk categories under Debt Securities Risks.

Credit risk: the risk that an issuer or counterparty will fail to pay its obligations to the Fund when they are due. As a result, the Fund's income might be reduced, the value of the Fund's investment might fall, and/or the Fund could lose the entire amount of its investment. Changes in the financial condition of an issuer or counterparty, changes in specific economic, social or political conditions that affect a particular type of security or other instrument or an issuer, and changes in economic, social or political conditions generally can increase the risk of default by an issuer or counterparty, which can affect a security's or other instrument's credit quality or value and an issuer's or counterparty's ability to pay interest and principal when due. The values of lower-quality debt securities (commonly known as "junk bonds"), including floating rate loans, tend to be particularly sensitive to these changes. The values of securities also may decline for a number of other reasons that relate directly to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods and services, as well as the historical and prospective earnings of the issuer and the value of its assets.

Extension risk: the risk that if interest rates rise, repayments of principal on certain debt securities, including, but not limited to, floating rate loans and mortgage-related securities, may occur at a slower rate than expected and the expected maturity of those securities could lengthen as a result. Securities that are subject to extension risk generally have a greater potential for loss when prevailing interest rates rise, which could cause their values to fall sharply.

Interest rate risk: the risk that debt instruments will change in value because of changes in interest rates. The value of an instrument with a longer duration (whether positive or negative) will be more sensitive to changes in interest rates than a similar instrument with a shorter duration. Bonds and other debt instruments typically have a positive duration. The value of a debt instrument with positive duration will generally decline if interest rates increase. Certain other investments, such as inverse floaters and certain derivative instruments, may have a negative duration. The value of instruments with a negative duration will generally decline if interest rates decrease. Inverse floaters, interest-only and principal-only securities are especially sensitive to interest rate changes, which can affect not only their prices but can also change the income flows and repayment assumptions about those investments. In recent years, the U.S. has experienced historically low interest rates. However, as of the date of this fund's prospectus, interest rates have begun to rise, increasing the exposure of bond investors to the risks associated with rising interest rates.

Prepayment risk: the risk that the issuer of a debt security, including floating rate loans and mortgage-related securities, repays all or a portion of the principal prior to the security's maturity. In times of declining interest rates, there is a greater likelihood that the Fund's higher yielding securities will be pre-paid with the Fund being unable to reinvest the proceeds in an investment with as great a yield. Prepayments can therefore result in lower yields to shareholders of the Fund.

LIBOR risk: the London Interbank Offered Rate ("LIBOR") is the offered rate for wholesale, unsecured funding available to major international banks. The terms of many investments, financings, or other transactions to which the Fund may be a party have been historically tied to LIBOR. LIBOR may also be a significant factor in determining payment obligations under a derivative investment and may be used in other ways that affect the Fund's investment performance. Plans are underway to phase out the use of LIBOR by the end of 2021. The transition from LIBOR and the terms of any replacement rate(s) may adversely affect transactions that use LIBOR as a reference rate, financial instructions that engage in such transactions, and the financial markets generally. As such, the transition away from LIBOR may adversely affect the Fund's performance.

Defaulted Securities Risk

The risk of the uncertainty of repayment of defaulted securities (e.g., a security on which a principal or interest payment is not made when due) and obligations of distressed issuers (including insolvent issuers or issuers in payment or covenant default, in workout or restructuring or in bankruptcy or similar proceedings). Such investments entail high risk and have speculative characteristics.

Derivatives Risk

The risk that an investment in derivatives will not perform as anticipated by the Adviser, cannot be closed out at a favorable time or price, or will increase the Fund's volatility; that derivatives may create investment leverage; that, when a derivative is used as a substitute for or alternative to a direct cash investment, the transaction may not provide a return that corresponds precisely or at all with that of the cash investment; or that, when used for hedging purposes, derivatives will not provide the anticipated protection, causing the Fund to lose money on both the derivatives transaction and the exposure the Fund sought to hedge.

On July 27, 2017, the head of the United Kingdom's Financial Conduct Authority announced a desire to phase out the use of LIBOR by the end of 2021. There remains uncertainty regarding the future utilization of LIBOR and the nature of any replacement rate. As such, the potential effect of a transition away from LIBOR on the fund or the financial instruments in which the Fund invests cannot yet be determined. Please see "Debt Securities Risks – LIBOR Risk" above for more information.

Emerging Market Country Risk

The risk that investing in emerging markets, as compared to foreign developed markets, increases the likelihood that the Fund will lose money, due to more limited information about the issuer and/or the security; higher brokerage costs; different accounting, auditing and financial reporting standards; less developed legal systems and thinner trading markets; the possibility of currency blockages or transfer restrictions; an emerging market country's dependence on revenue from particular commodities or international aid; and expropriation, nationalization or other adverse political or economic developments.

Equity Issuer Risk

The risk that the market price of common stocks and other equity securities may go up or down, sometimes rapidly or unpredictably, including due to factors affecting equity securities markets generally, particular industries represented in those markets, or the issuer itself.

Financial Services Risk

The risk that an investment in issuers in the financial services sector or transactions with one or more counterparties in the financial services sector may be adversely affected by, among other things: (i) changes in governmental regulation, which may limit both the amounts and the types of loans and other financial commitments financial services companies can make, the interest rates and fees they can charge, the scope of their activities, the prices they can charge and the amount of capital they must maintain; (ii) fluctuations, including as a result of interest rate changes or increased competition, in the availability and cost of capital funds on which the profitability of financial services companies is largely dependent; (iii) deterioration of the credit markets; (iv) credit losses resulting from financial difficulties of borrowers, especially when financial services companies are exposed to non-diversified or concentrated loan portfolios; (v) financial losses associated with investment activities, especially when financial services companies are exposed to financial leverage; (vi) the risk that any financial services company experiences substantial declines in the valuations of its assets, takes action to raise capital, or ceases operations; (vii) the risk that a market shock or other unexpected market, economic, political, regulatory, or other event might lead to a sudden decline in the values of most or all companies in the financial services sector; and (viii) the interconnectedness or interdependence among financial services companies, including the risk that the financial distress or failure of one financial services company may materially and adversely affect a number of other financial services companies.

Foreign Currency Risk

The risk that fluctuations in exchange rates may adversely affect the value of the Fund's investments denominated in foreign currencies.

Foreign Investing Risk

The risk that investments in foreign securities or in issuers with significant exposure to foreign markets, as compared to investments in U.S. securities or in issuers with predominantly domestic market exposure, may be more vulnerable to economic, political, and social instability and subject to less government supervision, lack of transparency, inadequate regulatory and accounting standards, and foreign taxes. If a Fund buys securities denominated in a foreign currency, receives income in foreign currencies, or holds foreign currencies from time to time, the value of the Fund's assets, as measured in U.S. dollars, can be affected unfavorably by changes in exchange rates relative to the U.S. dollar or other foreign currencies. Foreign markets are also subject to the risk that a foreign government could restrict foreign exchange transactions or otherwise implement unfavorable currency regulations. In addition,

foreign securities may be subject to currency exchange rates or regulations, the imposition of economic sanctions or other government restrictions, higher transaction and other costs, reduced liquidity, and delays in settlement.

High Yield Risk

The risk that debt instruments rated below investment grade or debt instruments that are unrated and determined by the Adviser to be of comparable quality are predominantly speculative. These instruments, commonly known as “junk bonds,” have a higher degree of default risk and may be less liquid than higher-rated bonds. These instruments may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative perceptions of high yield investments generally, and less secondary market liquidity.

Index Risk

The risk that the Fund’s investments in derivatives based on the Index or that use the Index as the reference asset, or other substitute investment exposure to the Index, may underperform the return of the Index for a number of reasons, including, for example, (i) the performance of derivatives related to an Index may not correlate with the performance of the Index and/or may underperform the Index due to transaction costs, fees, or other aspects of the transaction’s pricing; (ii) the Fund may not be able to find counterparties willing to enter into derivative instruments whose returns are based on the return of the Index or find parties who are willing to do so at an acceptable cost or level of risk to the Fund; (iii) errors may arise in carrying out the Index’s methodology, or the Index provider may incorrectly report information concerning the Index. Although it is anticipated that the Adviser will license from the Index’s sponsor the right to use the Index as part of implementing the Fund’s principal investment strategies, there can be no guarantee that the Index will be maintained indefinitely or that the Fund will be able to continue to utilize the Index to implement the Fund’s principal investment strategies indefinitely. If the sponsor of the Index ceases to maintain the Index, the Fund no longer has the ability to utilize the Index to implement its principal investment strategies, or other circumstances exist that the Fund’s Board of Trustees concludes substantially limit the Fund’s ability to create cost-effective synthetic investment exposure to the Index, the Fund’s Board of Trustees may substitute the Index with another index that it chooses in its sole discretion and without advance notice to shareholders. There can be no assurance that any substitute index so selected will be similar to the Index or will perform in a manner similar to the Index. Unavailability of the Index could affect adversely the ability of the Fund to achieve its investment objective.

Inflation-Indexed Bond Risk

The risk that such bonds will change in value in response to actual or anticipated changes in inflation rates in a manner unanticipated by the Fund’s portfolio management team or investors generally. Inflation-indexed bonds are subject to debt securities risks.

Investment Company and Exchange-Traded Fund (“ETF”) Risk

The risk that an investment company or other pooled investment vehicle, including any ETFs or money market funds, in which the Fund invests will not achieve its investment objective or execute its investment strategies effectively or that significant purchase or redemption activity by shareholders of such an investment company might negatively affect the value of the investment company’s shares. The Fund must pay its pro rata portion of an investment company’s fees and expenses.

Leveraging Risk

The risk that certain investments by the Fund involving leverage may have the effect of increasing the volatility of the Fund’s portfolio, and the risk of loss in excess of invested capital.

Liquidity Risk

The risk that the Fund may be unable to sell a portfolio investment at a desirable time or at the value the Fund has placed on the investment. Illiquidity may be the result of, for example, low trading volume, lack of a market maker, or contractual or legal restrictions that limit or prevent the Fund from selling securities or closing derivative positions. During periods of substantial market disruption, a large portion of the Fund’s assets could potentially experience significant levels of illiquidity. The values of illiquid investments are often more volatile than the values of more liquid investments. It may be more difficult for the Fund to determine a fair value of an illiquid investment than that of a more liquid comparable investment.

Loan Risk

Includes the risk that (i) if the Fund holds a loan through another financial intermediary, or relies on a financial intermediary to administer the loan, its receipt of principal and interest on the loan may be subject to the credit risk of that financial intermediary; (ii) any collateral securing a loan may be insufficient or unavailable to the Fund, because, for example, the value of the collateral securing a loan can decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate, and the Fund’s rights to collateral may be limited by bankruptcy or insolvency laws; (iii) investments in highly leveraged loans or loans of stressed, distressed, or defaulted issuers may be subject to significant credit and liquidity risk; (iv) a bankruptcy or other court proceeding could delay or limit the ability of the Fund to collect the principal and interest payments on that borrower’s loans or adversely affect the Fund’s rights in collateral relating to a loan; (v) there may be limited public information available regarding the loan and the relevant borrower(s); (vi)

the use of a particular interest rate benchmark, such as LIBOR, may limit the Fund's ability to achieve a net return to shareholders that consistently approximates the average published Prime Rate of U.S. banks; (vii) the prices of certain floating rate loans that include a feature that prevents their interest rates from adjusting if market interest rates are below a specified minimum level may be more sensitive to changes in interest rates should interest rates rise but remain below the applicable minimum level; (viii) if a borrower fails to comply with various restrictive covenants that are typically in loan agreements, the borrower may default in payment of the loan; (ix) if the Fund investments in loans that contain fewer or less restrictive constraints on borrower than certain other types of loans ("covenant-lite" loans), it may have fewer rights against the borrowers of such loans, including fewer protections against the possibility of default and fewer remedies in the event of default; (x) the loan is unsecured; (xi) there is a limited secondary market; (xii) transactions in loans may settle on a delayed basis, and the Fund may not receive the proceeds from the sale of a loan for a substantial period of time after the sale, which may result in sale proceeds related to the sale of loans not being available to make additional investments or to meet a Fund's redemption obligations until potentially a substantial period after the sale of the loans; and (xiii) loans may be difficult to value and may be illiquid, which may adversely affect an investment in the Fund. The Fund may invest in loans directly or indirectly by investing in shares of the DoubleLine Floating Rate Fund and in either case will be subject to the risks described above.

Market Capitalization Risk

The risk that investing substantially in issuers in one market capitalization category (large, medium or small) may adversely affect the Fund because of unfavorable market conditions particular to that category of issuers, such as larger, more established companies being unable to respond quickly to new competitive challenges or attain the high growth rates of successful smaller companies, or, conversely, stocks of smaller companies being more volatile than those of larger companies due to, among other things, narrower product lines, more limited financial resources, fewer experienced managers and there typically being less publicly available information about small capitalization companies.

Market Risk

The risk that markets will perform poorly or that the returns from the securities in which the Fund invests will underperform returns from the general securities markets or other types of investments. Markets may, in response to governmental actions or intervention, political, economic or market developments, or other external factors, experience periods of high volatility and reduced liquidity. During those periods, the Fund may experience high levels of shareholder redemptions, and may have to sell securities at times when the Fund would otherwise not do so, and potentially at unfavorable prices. Certain securities may be difficult to value during such periods. These risks may be heightened for fixed income securities due to the current low interest rate environment.

Mortgage-Backed Securities Risk

The risk that borrowers may default on their mortgage obligations or the guarantees underlying the mortgage-backed securities will default or otherwise fail and that, during periods of falling interest rates, mortgage-backed securities will be called or prepaid, which may result in the Fund having to reinvest proceeds in other investments at a lower interest rate. During periods of rising interest rates, the average life of a mortgage-backed security may extend, which may lock in a below-market interest rate, increase the security's duration, and reduce the value of the security. Enforcing rights against the underlying assets or collateral may be difficult, or the underlying assets or collateral may be insufficient if the issuer defaults. The values of certain types of mortgage-backed securities, such as inverse floaters and interest-only and principal-only securities, may be extremely sensitive to changes in interest rates and prepayment rates. The Fund may invest in mortgage-backed securities that are subordinate in their right to receive payment of interest and repayment of principal to other classes of the issuer's securities.

Portfolio Management Risk

The risk that an investment strategy may fail to produce the intended results or that the securities held by the Fund will underperform other comparable funds because of the portfolio managers' choice of investments.

Price Volatility Risk

The risk that the value of the Fund's investment portfolio will change, potentially frequently and in large amounts, as the prices of its investments go up or down.

Real Estate Risk

The risk that real estate-related investments may decline in value as a result of factors affecting the real estate sector, such as the supply of real property in certain markets, changes in zoning laws, delays in completion of construction, changes in real estate values, changes in property taxes, levels of occupancy, and local and regional market conditions. Along with the risks common to different types of real estate-related securities, REITs, no matter the type, involve additional risk factors, including poor performance by the REIT's manager, adverse changes to the tax laws, and the possible failure by the REIT to qualify for the favorable tax treatment available to REITs under the Internal Revenue Code of 1986, as amended (the "Code") or the exemption from registration under the Investment

Company Act 1940, as amended (the “1940 Act”). REITs are not diversified and are heavily dependent on cash flow earned on the property interests they hold.

Securities or Sector Selection Risk

The risk that the securities held by the Fund will underperform securities held in other funds investing in similar asset classes or comparable benchmarks because of the portfolio managers’ choice of securities or sectors for investment. To the extent the Fund focuses or concentrates its investments in a particular sector or related sectors, the Fund will be more susceptible to events or factors affecting companies in that sector or related sectors. For example, the values of securities of companies in the same or related sectors may be negatively affected by the common characteristics they share, the common business risks to which they are subject, common regulatory burdens, or regulatory changes that affect them similarly. Such characteristics, risks, burdens or changes include, but are not limited to, changes in governmental regulation, inflation or deflation, rising or falling interest rates, competition from new entrants, and other economic, market, political or other developments specific to that sector or related sectors.

Short Position Risk

The risk that an increase in the value of an instrument with respect to which the Fund has established a short position will result in a loss to the Fund.

Structured Products and Structured Notes Risk

The risk that an investment in a structured product, which includes, among other things, CDOs, mortgage-backed securities, other types of asset-backed securities and certain types of structured notes, may decline in value due to changes in the underlying instruments, indexes, interest rates or other factors on which the product is based (“reference measure”). Depending on the reference measure used and the use of multipliers or deflators (if any), changes in interest rates and movement of the reference measure may cause significant price and cash flow fluctuations. Application of a multiplier is comparable to the use of financial leverage, a speculative technique. Holders of structured products indirectly bear risks associated with the reference measure, are subject to counterparty risk and typically do not have direct rights against the reference measure. Structured products are generally privately offered and sold, and thus, are not registered under the securities laws and may be thinly traded or have a limited trading market and may have the effect of increasing a Fund’s illiquidity, reducing the Fund’s income and the value of the investment. At a particular point in time, the Fund may be unable to find qualified buyers for these securities. Investments in structured notes involve risks including interest rate risk, credit risk and market risk.

U.S. Government Securities Risk

The risk that debt securities issued or guaranteed by certain U.S. Government agencies, instrumentalities, and sponsored enterprises are not supported by the full faith and credit of the U.S. Government, and so investments in their securities or obligations issued by them involve credit risk greater than investments in other types of U.S. Government securities.

Valuation Risk

The risk that the Fund will not value its investments in a manner that accurately reflects their market values or that the Fund will not be able to sell any investment at a price equal to the valuation ascribed to that investment for purposes of calculating the Fund’s net asset value (“NAV”). The valuation of the Fund’s investment involves subjective judgment. Certain securities in which the Fund may invest may be more difficult to value accurately, especially during periods of market disruptions or extreme market volatility. Incorrect valuations of the Fund’s portfolio holdings could result in the Fund’s shareholder transactions being affected at an NAV that does not accurately reflect the underlying value of the Fund’s portfolio, resulting in the dilution of shareholder interests.

PrimeCap Underlying Investment

PRIMECAP Management Company was founded in September 1983 in Pasadena, California, as an independent investment management company. Additional information about PRIMECAP, including prospectus information, can be found at primecap.com. The following is a description of the investment objective and principal risks of investing in an Investment Option corresponding with a PRIMECAP Underlying Investment:

Underlying Investment	Ticker	Investment Objective	Principal Risks
PRIMECAP Odyssey Aggressive Growth Fund	POAGX	The Mutual Fund’s investment objective is long-term capital appreciation. The Mutual Fund invests primarily in common stocks of U.S. companies, emphasizing those companies with prospects for rapid earnings growth.	Foreign Securities Risk, Growth Stock Risk, Investment Style Risk, Manager Risk, Sector-focus Risk, Small- and Mid-Cap Stocks Risk, Stock Market Risk

Stock Market Risk

The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Manager Risk

The chance that, as a result of poor security selection by the Advisor, the Fund may underperform relative to benchmarks or other funds with similar investment objectives.

Investment Style Risk

The chance that returns from the mix of small- and mid-cap stocks in the Fund's portfolio will trail returns from the overall stock market. Historically, these stocks have been more volatile in price than the large-cap stocks that dominate the overall stock market, and they often perform quite differently. Additionally, from time to time, growth stocks may be more volatile than the overall stock market.

Growth Stocks Risk

The chance that returns from growth stocks in the Fund's portfolio will trail returns from the overall stock market. Growth stocks are likely to be more volatile in price than the stock market as a whole. Historically, growth funds have tended to outperform the market as a whole in rising markets and underperform the market as a whole in declining markets. Of course, there is no guarantee that this pattern will continue in the future.

Sector-focus Risk

The chance that investing a significant portion of the Fund's assets in one sector of the market exposes the Fund to greater market risk and potential monetary losses than if those assets were spread among various sectors.

Small- and Mid-Cap Stocks Risk

The chance that small- and midcap stocks may trade less frequently or in more limited volume than those of larger, more established companies; may fluctuate in value more; and, as a group, may suffer more severe price declines during periods of generally declining stock prices.

Foreign Securities Risk

The chance that the value of foreign securities will be adversely affected by the political and economic environments and other overall economic conditions in the countries where the Fund invests. Investing in foreign securities involves country risk, which is the chance that domestic events – such as political upheaval, financial troubles, or natural disasters – will weaken a country's securities markets; and currency risk, which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates.

Vanguard Underlying Investment

The Vanguard Group, Inc. was founded in 1975 in Pennsylvania, providing investment advisory services to the Vanguard family of funds. Additional information about Vanguard, including prospectus information, can be found at institutional.vanguard.com. The following is a description of the investment objective and principal risks of investing in an Investment Option that is invested in the applicable Vanguard Underlying Investment described below:

Underlying Investment	Ticker	Investment Objective	Principal Risks
Vanguard Emerging Markets Stock Index Fund (Admiral)	VEMAX	The Mutual Fund employs an indexing investment approach designed to track the performance of the FTSE Emerging Markets All Cap China A Inclusion Index, a market-capitalization-weighted index that is made up of approximately 4,284 common stocks of large-, mid-, and small-cap companies located in emerging markets around the world.	China A-Shares, Country/Regional, Currency, Emerging Markets, Index Sampling, Stock Market
Vanguard High-Yield Corporate Fund (Admiral)	VWEAX	The Mutual Fund invests primarily in a diversified group of high-yielding, higher-risk corporate bonds—commonly known as “junk bonds”—with medium- and lower-range credit quality ratings.	Call, Credit, Extension, Income, Interest Rate, Liquidity, Manager
Vanguard Real Estate Index Fund (Admiral)	VGSLX	The Mutual Fund employs an indexing investment approach designed to track the performance of the MSCI US Investable Market Real Estate 25/50 Index, an index that is made up of stocks of large, mid-size and small U.S. companies within the	Asset Concentration, Industry Concentration, Interest Rate,

		real estate sector, as classified under the Global Industry Classification Standard (GICS).	Investment Style, Non-Diversification, Stock Market
Vanguard Short-Term Inflation-Protected Securities Index Fund (Institutional)	VTSPX	The Mutual Fund employs an indexing investment approach designed to track the performance of the Bloomberg U.S. Treasury Inflation-Protected Securities (TIPS) 0-5 Year Index. The Index is a market-capitalization-weighted index that includes all inflation-protected public obligations issued by the U.S. Treasury with remaining maturities of less than 5 years.	Income, Interest Rate
Vanguard Small-Cap Index Fund (Institutional)	VSCIX	The Mutual Fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Index, a broadly diversified index of stocks of small U.S. companies. The Mutual Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index.	Investment Style, Stock Market
Vanguard Short-Term Corporate Bond Index (Institutional)	VSTBX	The Mutual Fund employs an indexing investment approach designed to track the performance of the Bloomberg U.S. 1–5 Year Corporate Bond Index. This Index includes U.S. dollar-denominated, investment-grade, fixed-rate, taxable securities issued by industrial, utility, and financial companies, with maturities between 1 and 5 years.	Credit, Income, Index Sampling, Interest Rate, Liquidity
Vanguard Total Bond Market Index Fund (Institutional)	VBPIX	The Mutual Fund employs an indexing investment approach designed to track the performance of the Bloomberg U.S. Aggregate Float Adjusted Index. This Index represents a wide spectrum of public, investment-grade, taxable, fixed income securities in the United States—including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities— all with maturities of more than 1 year.	Call, Credit, Extension, Income, Index Sampling, Manager, Prepayment
Vanguard International Stock Index Fund (Institutional)	VTSNX	The Mutual Fund employs an indexing investment approach designed to track the performance of the FTSE Global All Cap ex US Index, a float-adjusted market capitalization-weighted index designed to measure equity market performance of companies located in developed and emerging markets, excluding the United States.	Country/Regional, Currency, Investment Style, Stock Market
Vanguard Total Stock Market Index Fund (Institutional)	VITMX	The Mutual Fund employs an indexing investment approach designed to track the performance of the CRSP US Total Market Index, which represents approximately 100% of the investable U.S. stock market and includes large-, mid-, small-, and micro-cap stocks regularly traded on the New York Stock Exchange and Nasdaq.	Index Sampling, Stock Market
Vanguard Total International Bond Index Fund (Institutional)	VTIFX	The Mutual Fund employs an indexing investment approach designed to track the performance of the Bloomberg Global Aggregate ex-USD Float Adjusted RIC Capped Index (USD Hedged). This Index provides a broad-based measure of the global, investment-grade, fixed-rate debt markets. The Index includes government, government agency, corporate, and securitized non-U.S. investment-grade fixed income investments, all issued in currencies other than the U.S. dollar and with maturities of more than one year.	Call, Country/Regional, Credit, Currency and Currency Hedging, Derivatives, Income, Index Sampling, Interest Rate, Non-Diversification
Vanguard Wellington Fund (Admiral)	VWENX	The Mutual Fund invests 60% to 70% of its assets in dividend-paying and, to a lesser extent, non-dividend-paying common stocks of established large companies. In choosing these companies, the advisor seeks those that appear to be undervalued but have prospects for improvement.	Call, Credit, Income, Interest Rate, Investment Style, Liquidity, Manager, Prepayment, Stock Market

Vanguard Federal Money Market Fund	VMFXX	The Underlying Investment for the TN Money Market Fund Investment Option is the Vanguard Federal Money Market Fund. The Vanguard Federal Money Market Fund seeks to provide current income while maintaining liquidity and a stable share price of \$1. The Fund invests primarily in high-quality, short-term money market instruments. Under normal circumstances, at least 80% of the Fund's assets are invested in securities issued by the U.S. government and its agencies and instrumentalities, including repurchase agreements that are collateralized solely by U.S. government securities or cash. Although these securities are high-quality, some of the securities held by the Fund are neither guaranteed by the U.S. Treasury nor supported by the full faith and credit of the U.S. government.	Credit Risk, Income Risk, Manager Risk,
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Asset Concentration Risk

Asset concentration risk is the chance that, because a Mutual Fund's target index (and therefore the Mutual Fund) tends to be heavily weighted in its ten largest holdings, the Mutual Fund's performance may be hurt disproportionately by the poor performance of relatively few stocks.

Call Risk

Call risk is the chance that during periods of falling interest rates, issuers of callable bonds may call (redeem) securities with higher coupons rates or interest rates before their maturity dates. The Mutual Fund would then lose any price appreciation above the bond's call price and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the Mutual Fund's income. For mortgage-backed securities, this risk is known as prepayment risk.

China A-Shares Risk

China A-shares risk is the chance that a Mutual Fund may not be able to access its desired amount of China A-shares. Investing in A-shares through Stock Connect or the QFI program is subject to trading restrictions and suspensions, quota limitations and sudden changes in those limitations, and operational, clearing, and settlement risks.

Country/ Regional Risk

Country/regional risk is the chance that world events —such as political upheaval, financial troubles, or natural disasters —will adversely affect the value of securities issued by companies in foreign countries or regions.

Credit Risk

Credit risk is the chance that a bond issuer will fail to pay interest or principal in a timely manner or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline.

Currency Risk

Currency risk is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates.

Currency and Currency Hedging Risk

The Fund seeks to mimic the performance of foreign bonds without regard to currency exchange rate fluctuations. To accomplish this goal, the Fund attempts to offset, or hedge, its foreign currency exposure by entering into currency hedging transactions, primarily through the use of foreign currency exchange forward contracts (a type of derivative). However, it generally is not possible to perfectly hedge the Fund's foreign currency exposure. The Fund will decline in value if it under-hedges a currency that has weakened or over-hedges a currency that has strengthened relative to the U.S. dollar. In addition, the Fund will incur expenses to hedge its foreign currency exposure. By entering into currency hedging transactions, the Fund may eliminate any chance to benefit from favorable fluctuations in relevant currency exchange rates. Currency risk and currency hedging risk for the Fund is low. The Fund's use of foreign currency exchange forward contracts also subjects the Fund to counterparty risk, which is the chance that the counterparty to a currency forward contract with the Fund will be unable or unwilling to meet its financial obligations. Counterparty risk is low for the Fund.

Derivatives Risk

The Fund may invest in derivatives, which may involve risks different from, and possibly greater than, those of investments directly in the underlying securities or assets.

Emerging Markets Risk

Emerging markets risk is the chance that the stocks of companies located in emerging markets will be substantially more volatile, and substantially less liquid, than the stocks of companies located in more developed foreign markets because, among other factors, emerging markets can have greater custodial and operational risks; less developed legal, tax, regulatory, financial reporting, accounting, and recordkeeping systems; and greater political, social, and economic instability than developed markets.

Extension Risk

Extension risk is the chance that during periods of rising interest rates, certain debt securities will be paid off substantially more slowly than originally anticipated, and the value of those securities may fall. For funds that invest in mortgage-backed securities, extension risk is the chance that during periods of rising interest rates, homeowners will prepay their mortgages at slower rates.

Income Risk

Income risk is the chance that a Mutual Fund's income will decline because of falling interest rates.

Index Sampling Risk

Index sampling risk is the chance that the securities selected for the Fund, in the aggregate, will not provide investment performance matching that of the Fund's target index.

Industry Concentration Risk

Industry concentration risk is the chance that the stocks of equity real estate investment trusts (REITs) and other real-estate related investments will decline because of adverse developments affecting the real estate industry and real property values.

Interest Rate Risk

Interest rate risk is the chance that bond prices will decline because of rising interest rates.

Investment Style Risk

Investment style risk is the chance that returns from the types of investments in which a Mutual Fund invests will trail returns from the overall stock market. Specific types of stocks tend to go through periods of doing better—or worse—than other segments of the stock market. These periods have, in the past, lasted for as long as several years.

Liquidity Risk

Liquidity risk is the chance that the Fund may not be able to sell a security in a timely manner at a desired price.

Manager Risk

Manager risk is the chance that poor security selection will cause a Mutual Fund to underperform relevant benchmarks or other investments with a similar investment objective.

Non-Diversification Risk

Non-Diversification risk is the chance that the Mutual Fund's performance may be hurt disproportionately by the poor performance of bonds issued by just a few issuers or even a single issuer. The Mutual Fund is considered non-diversified, which means that it may invest a significant percentage of its assets in bonds issued by a small number of issuers as compared with diversified Mutual Funds.

Prepayment Risk

Prepayment risk is the chance that during periods of falling interest rates, homeowners will refinance their mortgages before their maturity dates, resulting in prepayment of mortgage-backed securities held by the Fund. The Fund would then lose any price appreciation above the mortgage's principal and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the Fund's income. Such prepayments and subsequent reinvestments would also increase the Fund's portfolio turnover rate.

Stock Market Risk

Stock market risk is the chance that stock prices overall will decline.

Western Asset Underlying Investment

Western Asset Management Company, a subadvisor for Legg Mason Partners Fund Advisor, LLC, was founded in 1971 in Pasadena, California, providing investment advisory services to the Western Asset family of funds. Additional information about Western Asset, including prospectus information, can be found at westernasset.com.

The following is a description of the investment objective and principal risks of investing in an Investment Option corresponding with the Western Asset Underlying Investment:

Underlying Investment	Ticker	Investment Objective	Principal Risks
Western Asset Core Plus Bond Fund – Institutional	WACPX	The Mutual Fund invests in a portfolio of fixed income securities of various maturities and, under normal market conditions, will invest at least 80% of its net assets, including the amount of borrowing for investment purposes, if any, in debt and fixed income securities.	Cash management and defensive investing risk Credit risk, Cybersecurity risk, Derivatives risk Extension risk, Foreign investments and emerging markets risk, Hedging risk, High yield bonds risk Illiquidity risk, Leveraging risk, LIBOR risk, Market and interest rate risk, Markets events risk, Mortgage-backed and asset-backed securities risk, Portfolio management risk, Portfolio turnover risk, Prepayment or call risk, Redemption risk, Risk of investing in fewer issuers, Sovereign debt risk, U.S. government securities risk, Valuation risk

Cash management and defensive investing risk

The value of the investments held by the fund for cash management or defensive investing purposes can fluctuate. Like other fixed income securities, they are subject to risk, including market, interest rate and credit risk. If the fund holds cash uninvested, the cash will be subject to the credit risk of the depository institution holding the cash and the fund will not earn income on the cash. If a significant amount of the fund's assets is used for cash management or defensive investing purposes, the fund will be less likely to achieve its investment objective. Defensive investing may not work as intended and the value of an investment in the fund may still decline.

Credit risk

If an issuer or guarantor of a security held by the fund or a counterparty to a financial contract with the fund defaults or its credit is downgraded, or is perceived to be less creditworthy, or if the value of the assets underlying a security declines, the value of your investment will typically decline. Changes in actual or perceived creditworthiness may occur quickly. The fund could be delayed or hindered in its enforcement of rights against an issuer, guarantor or counterparty. Subordinated securities (meaning securities that rank below other securities with respect to claims on the issuer's assets) are more likely to suffer a credit loss than non-subordinated securities of the same issuer and will be disproportionately affected by a default, downgrade, or perceived decline in creditworthiness.

Cybersecurity risk

Cybersecurity incidents, both intentional and unintentional, may allow an unauthorized party to gain access to fund assets, fund or customer data (including private shareholder information), or proprietary information, cause the fund, the manager, the subadvisers and/or their service providers (including, but not limited to, fund accountants, custodians, sub-custodians, transfer agents and financial intermediaries) to suffer data breaches, data corruption or loss of operational functionality or prevent fund investors from purchasing, redeeming or exchanging shares or receiving distributions. The fund, the manager, and the subadvisers have limited ability to prevent or mitigate cybersecurity incidents affecting third party service providers, and such third-party service providers may have limited indemnification obligations to the fund, the manager and/or the subadvisers. Cybersecurity incidents may result in financial losses to the fund and its shareholders, and substantial costs may be incurred in order to prevent any future cybersecurity incidents. Issuers of securities in which the fund invests are also subject to cybersecurity risks, and the value of these securities could decline if the issuers experience cybersecurity incidents. Because technology is frequently changing, new ways to carry out cyber attacks are always developing. Therefore, there is a chance that some risks have not been identified or prepared for, or that an attack may not be detected, which puts limitations on the fund's ability to plan for or respond to a cyber attack. Like other funds and business enterprises, the fund, the manager, the subadvisers and their service providers are subject to the risk of cyber incidents occurring from time to time.

Derivatives risk

Using derivatives can increase fund losses and reduce opportunities for gains when market prices, interest rates, currencies, or the derivatives themselves behave in a way not anticipated by the fund's subadviser. Using derivatives also can have a leveraging effect and increase fund volatility. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment. Derivatives may not be available at the time or price desired, may be difficult to sell, unwind or value, and the counterparty may default on its obligations to the fund. Derivatives are generally subject to the risks applicable to the assets, rates, indices, or other indicators underlying the derivative. The value of a derivative may fluctuate more than the underlying assets, rates, indices, or other indicators to which it relates. Use of derivatives may have different tax consequences for the fund than an investment in the underlying security, and those differences may affect the amount, timing and character of income distributed to shareholders. The

U.S. government and foreign governments are in the process of adopting and implementing regulations governing derivatives markets, including mandatory clearing of certain derivatives, margin, and reporting requirements. The ultimate impact of the regulations remains unclear. Additional regulation of derivatives may make derivatives more costly, limit their availability or utility, otherwise adversely affect their performance, or disrupt markets.

Extension risk

When interest rates rise, repayments of fixed income securities, particularly asset- and mortgage-backed securities, may occur more slowly than anticipated, extending the effective duration of these fixed income securities at below market interest rates, and causing their market prices to decline more than they would have declined due to the rise in interest rates alone. This may cause the fund's share price to be more volatile.

Foreign investments and emerging markets risk

The fund's investments in securities of foreign issuers or issuers with significant exposure to foreign markets involve additional risk as compared to investments in U.S. securities or issuers with predominantly domestic exposure, such as less liquid, less transparent, less regulated, and more volatile markets. The value of the fund's investments may decline because of factors affecting the particular issuer as well as foreign markets and issuers generally, such as unfavorable or unsuccessful government actions, reduction of government or central bank support, inadequate accounting standards and auditing and financial recordkeeping requirements, lack of information and political, economic, financial or social instability. In addition, there may be significant obstacles to obtaining information necessary for investigations into or litigation against issuers located in or operating in certain foreign markets, particularly emerging market countries, and shareholders may have limited legal remedies.

The value of investments in securities denominated in foreign currencies increases or decreases as the rates of exchange between those currencies and the U.S. dollar change. Currency conversion costs and currency fluctuations could erase investment gains or add to investment losses. Currency exchange rates can be volatile and are affected by factors such as general economic and political conditions, the actions of the U.S. and foreign governments or central banks, the imposition of currency controls and speculation. The fund may be unable or may choose not to hedge its foreign currency exposure.

Less developed markets are more likely to experience problems with the clearing and settling of trades and the holding of securities by local banks, agents, and depositories. Settlement of trades in these markets can take longer than in other markets and the fund may not receive its proceeds from the sale of certain securities for an extended period (possibly several weeks or even longer).

The risks of foreign investments are heightened when investing in issuers in emerging market countries. Emerging market countries tend to have economic, political, and legal systems that are less developed and are less stable than those of more developed countries. Their economies tend to be less diversified than those of more developed countries. They typically have fewer medical and economic resources than more developed countries, and thus they may be less able to control or mitigate the effects of a pandemic. They are often particularly sensitive to market movements because their market prices tend to reflect speculative expectations. Low trading volumes may result in a lack of liquidity and in extreme price volatility.

Hedging risk

There can be no assurance that the fund will engage in hedging transactions at any given time, even under volatile market conditions, or that any hedging transactions the fund engages in will be successful. Hedging transactions involve costs and may reduce gains or result in losses.

High yield ("junk") bonds risk

High yield bonds are generally subject to greater credit risks than higher-grade bonds, including the risk of default on the payment of interest or principal. High yield bonds are considered speculative, typically have lower liquidity and are more difficult to value than higher grade bonds. High yield bonds tend to be volatile and more susceptible to adverse events, credit downgrades and negative sentiments and may be difficult to sell at a desired price, or at all, during periods of uncertainty or market turmoil.

Illiquidity risk

Some assets held by the fund may be or become impossible or difficult to sell and some assets that the fund wants to invest in may be impossible or difficult to purchase, particularly during times of market turmoil or due to adverse changes in the conditions of a particular issuer. These illiquid assets may also be difficult to value. Markets may become illiquid when, for instance, there are few, if any, interested buyers or sellers or when dealers are unwilling or unable to make a market for certain securities. As a general matter, dealers have been less willing to make markets for fixed income securities. Recent federal banking regulations may also cause certain dealers to reduce their inventories of certain securities, which may further decrease the fund's ability to buy or sell such securities. During times of market turmoil, there have been, and may be, no buyers or sellers for securities in entire asset classes. If the fund is forced to sell an illiquid asset to meet redemption requests or other cash needs, or to try to limit losses, the

fund may be forced to sell at a substantial loss or may not be able to sell at all. The fund may not receive its proceeds from the sale of certain securities for an extended period (for example, several weeks or even longer). The liquidity of certain assets, particularly of privately issued and non-investment grade mortgage-backed securities, asset-backed securities and collateralized debt obligations, may be difficult to ascertain and may change over time.

Leverage risk

The value of your investment may be more volatile if the fund borrows or uses instruments, such as derivatives, that have a leveraging effect on the fund's portfolio. Other risks described in the Prospectus also will be compounded because leverage generally magnifies the effect of a change in the value of an asset and creates a risk of loss of value on a larger pool of assets than the fund would otherwise have had. The fund may also have to sell assets at inopportune times to satisfy its obligations created by the use of leverage or derivatives. The use of leverage is considered to be a speculative investment practice and may result in the loss of a substantial amount, and possibly all, of the fund's assets. In addition, the fund's portfolio will be leveraged if it exercises its right to delay payment on a redemption, and losses will result if the value of the fund's assets declines between the time a redemption request is deemed to be received by the fund and the time the fund liquidates assets to meet redemption requests.

LIBOR risk

The fund's investments, payment obligations, and financing terms may be based on floating rates, such as the London Interbank Offered Rate, or "LIBOR," which is the offered rate for short-term Eurodollar deposits between major international banks. In 2017, the U.K. Financial Conduct Authority ("FCA") announced its intention to cease compelling banks to provide the quotations needed to sustain LIBOR after 2021. ICE Benchmark Administration, the administrator of LIBOR, ceased publication of most LIBOR settings on a representative basis at the end of 2021 and is expected to cease publication of a majority of U.S. dollar LIBOR settings on a representative basis after June 30, 2023. In addition, global regulators have announced that, with limited exceptions, no new LIBOR-based contracts should be entered into after 2021. Actions by regulators have resulted in the establishment of alternative reference rates to LIBOR in most major currencies. In March 2022, the U.S. federal government enacted legislation to establish a process for replacing LIBOR in certain existing contracts that do not already provide for the use of a clearly defined or practicable replacement benchmark rate as described in the legislation. Generally speaking, for contracts that do not contain a fallback provision as described in the legislation, a benchmark replacement recommended by the Federal Reserve Board will effectively automatically replace the USD LIBOR benchmark in the contract after June 30, 2023. The recommended benchmark replacement will be based on the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York, including certain spread adjustments and benchmark replacement conforming changes. Various financial industry groups have been planning for the transition away from LIBOR, but there remains uncertainty regarding the impact of the transition from LIBOR on the fund's transactions and the financial markets generally. The transition away from LIBOR may lead to increased volatility and illiquidity in markets that currently rely on LIBOR and may adversely affect the fund's performance. The transition may also result in a reduction in the value of certain LIBOR-based investments held by the fund or reduce the effectiveness of related transactions such as hedges. Any such effects of the transition away from LIBOR, as well as other unforeseen effects, could result in losses for the fund. Since the usefulness of LIBOR as a benchmark could also deteriorate during the transition period, effects could occur at any time.

Market and interest rate risk

The market prices of the fund's securities may go up or down, sometimes rapidly or unpredictably, due to general market conditions, such as real or perceived adverse economic or political conditions, tariffs and trade disruptions, inflation, changes in interest rates, lack of liquidity in the bond markets or adverse investor sentiment. If the market prices of the fund's securities fall, the value of your investment will decline. The value of your investment will generally go down when interest rates rise. A rise in rates tends to have a greater impact on the prices of longer term or duration securities. A general rise in interest rates may cause investors to move out of fixed income securities on a large scale, which could adversely affect the price and liquidity of fixed income securities and could also result in increased redemptions from the fund. Recently, there have been signs of inflationary price movements. As such, fixed income securities markets may experience heightened levels of interest rate volatility and liquidity risk.

The maturity of a security may be significantly longer than its duration. A security's maturity and other features may be more relevant than its duration in determining the security's sensitivity to other factors affecting the issuer or markets generally such as changes in credit quality or in the yield premium that the market may establish for certain types of securities.

Market events risk

The market values of securities or other assets will fluctuate, sometimes sharply and unpredictably, due to changes in general market conditions, overall economic trends or events, governmental actions or intervention, actions taken by the U.S. Federal Reserve or foreign central banks, market disruptions caused by trade disputes or other factors, political developments, investor sentiment, the global and domestic effects of a pandemic, and other factors that may or may not be related to the issuer of the security or other asset. Economies and financial markets throughout the world are increasingly interconnected. Economic, financial, or political events, trading and tariff arrangements, public health events, terrorism, natural disasters and other circumstances in one

country or region could have profound impacts on global economies or markets. As a result, whether or not the fund invests in securities of issuers located in or with significant exposure to the countries or markets directly affected, the value and liquidity of the fund's investments may be negatively affected.

The rapid and global spread of a highly contagious novel coronavirus respiratory disease, designated COVID-19, has resulted in extreme volatility in the financial markets; reduced liquidity of many instruments; restrictions on international and, in some cases, local travel; significant disruptions to business operations (including business closures); strained healthcare systems; disruptions to supply chains, consumer demand and employee availability; and widespread uncertainty regarding the duration and long-term effects of this pandemic. Some sectors of the economy and individual issuers have experienced particularly large losses. In addition, the COVID-19 pandemic may result in a sustained domestic or even global economic downturn or recession, domestic and foreign political and social instability, damage to diplomatic and international trade relations and increased volatility and/or decreased liquidity in the securities markets. Developing or emerging market countries may be more impacted by the COVID-19 pandemic as they may have less established health care systems and may be less able to control or mitigate the effects of the pandemic. The ultimate economic fallout from the pandemic, and the long-term impact on economies, markets, industries, and individual issuers, are not known. The U.S. government and the Federal Reserve, as well as certain foreign governments and central banks, have taken extraordinary actions to support local and global economies and the financial markets in response to the COVID-19 pandemic. This and other government intervention into the economy and financial markets to address the COVID-19 pandemic may not work as intended, particularly if the efforts are perceived by investors as being unlikely to achieve the desired results. Government actions to mitigate the economic impact of the pandemic have resulted in a large expansion of government deficits and debt, the long-term consequences of which are not known. The COVID-19 pandemic could adversely affect the value and liquidity of the fund's investments, impair the fund's ability to satisfy redemption requests, and negatively impact the fund's performance. In addition, the outbreak of COVID-19, and measures taken to mitigate its effects, could result in disruptions to the services provided to the fund by its service providers.

Mortgage-backed and asset-backed securities risk

When market interest rates increase, the market values of mortgage-backed securities decline. At the same time, mortgage refinancings and prepayments slow, which lengthens the effective duration of these securities. As a result, the negative effect of the interest rate increase on the market value of mortgage-backed securities is usually more pronounced than it is for other types of fixed income securities, potentially increasing the volatility of the fund. Conversely, when market interest rates decline, while the value of mortgage-backed securities may increase, the rate of prepayment of the underlying mortgages also tends to increase, which shortens the effective duration of these securities. Mortgage-backed securities are also subject to the risk that underlying borrowers will be unable to meet their obligations and the value of property that secures the mortgage may decline in value and be insufficient, upon foreclosure, to repay the associated loan. Investments in asset-backed securities are subject to similar risks. The ability of an issuer of asset-backed securities to enforce its security interest in the underlying assets may be limited, and therefore certain asset-backed securities present a heightened level of risk.

Portfolio management risk

The value of your investment may decrease if the subadvisers' judgment about the quality, relative yield, value or market trends affecting a particular security, industry, sector or region, or about interest rates or other market factors, is incorrect or does not produce the desired results, or if there are imperfections, errors or limitations in the models, tools and data used by the subadvisers. In addition, the fund's investment strategies or policies may change from time to time. Those changes may not lead to the results intended by the subadvisers and could have an adverse effect on the value or performance of the fund.

Portfolio turnover risk

Active and frequent trading may increase a shareholder's tax liability and the fund's transaction costs, which could detract from fund performance.

Prepayment or call risk

Many issuers have a right to prepay their fixed income securities. Issuers may be more likely to prepay their securities if interest rates fall. If this happens, the fund will not benefit from the rise in the market price of the securities that normally accompanies a decline in interest rates and will be forced to reinvest prepayment proceeds at a time when yields on securities available in the market are lower than the yield on prepaid securities. The fund may also lose any premium it paid to purchase the securities.

Redemption risk

The fund may experience heavy redemptions that could cause the fund to liquidate its assets at inopportune times or unfavorable prices or increase or accelerate taxable gains or transaction costs and may negatively affect the fund's net asset value, performance, or ability to satisfy redemptions in a timely manner, which could cause the value of your investment to decline.

Risk of investing in fewer issuers

To the extent the fund invests its assets in a small number of issuers, or in issuers in related businesses or that are subject to related operating risks, the fund will be more susceptible to negative events affecting those issuers.

Sovereign debt risk

Sovereign government and supranational debt involve many of the risks of foreign and emerging markets investments as well as the risk of debt moratorium, repudiation or renegotiation, and the fund may be unable to enforce its rights against the issuers.

Sovereign debt risk is increased for emerging market issuers.

U.S. government securities risk

The fund may hold U.S. government securities that are not guaranteed or backed by the full faith and credit of the U.S. government, such as those issued by Fannie Mae and Freddie Mac. The maximum potential liability of the issuers of some U.S. government obligations may greatly exceed their current resources, including any legal right to support from the U.S. government. In addition, the events surrounding the U.S. federal government debt ceiling and any resulting agreement (and similar political, economic, and other developments) could adversely affect the fund's ability to achieve its investment objective. For example, a downgrade of the long-term sovereign credit rating of the U.S. could increase volatility in both stock and bond markets, result in higher interest rates and lower Treasury prices and increase the costs of all kinds of debt. These events and similar events in other areas of the world could have significant adverse effects on the economy generally and could result in significant adverse impacts on issuers of securities held by the fund and the fund itself. In the past, the values of U.S. Government securities have been affected substantially by increased demand for them around the world. Changes in the demand for U.S. Government securities may occur at any time and may result in increased volatility in the values of those securities.

Valuation risk

The sales price the fund could receive for any particular portfolio investment may differ from the fund's valuation of the investment, particularly for securities that trade in thin or volatile markets or that are valued using a fair value methodology. These differences may increase significantly and affect fund investments more broadly during periods of market volatility. Investors who purchase or redeem fund shares on days when the fund is holding fair-valued securities may receive fewer or more shares or lower or higher redemption proceeds than they would have received if the fund had not fair-valued securities or had used a different valuation methodology. The fund's ability to value its investments may be impacted by technological issues and/or errors by pricing services or other third-party service providers. The valuation of the fund's investments involves subjective judgment.

Before investing, review the full Disclosure Brochure and carefully consider the Program's investment objectives, risks, fees and expenses.

TNStars, the Board and the Department of Treasury and its employees are not authorized to provide legal, financial or tax advice. Prospective and existing Participants should consult their personal legal, tax or other advisors for inquiries specific to their circumstances.

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