Please file this Supplement to the CollegeChoice 529 Direct Savings Plan Disclosure Booklet with your records.

SUPPLEMENT DATED APRIL 2020 TO THE
COLLEGECHOICE 529 DIRECT SAVINGS PLAN
DISCLOSURE BOOKLET DATED
JUNE 2019

This Supplement describes important changes affecting the CollegeChoice 529 Direct Savings Plan. Unless otherwise indicated, capitalized terms have the same meaning as those in the Disclosure Booklet.

SECURE ACT UPDATE

On December 20, 2019, the Setting Every Community Up for Retirement Enhancement Act of 2019 (SECURE Act) was signed into law. The SECURE Act amended Section 529 of the Code to permit withdrawals to pay for expenses for apprenticeship programs registered and certified with the Secretary of Labor under the National Apprenticeship Act (Apprenticeship Program Expenses) and to pay principal and interest on certain qualified education loans (Education Loan Repayments) for the Beneficiary or any of the Beneficiary’s siblings. The loan repayment provisions apply to repayments up to a lifetime maximum of $10,000 per individual. The effective date of the SECURE Act is January 1, 2019.

In March 2020, Indiana Code Section 6-3-3-12 was amended (Amendment) to:

- exclude Education Loan Repayments from Indiana Qualified Higher Education Expenses; and
- revise the definition of an Indiana taxpayer to include married individuals filing separately. The maximum annual credit allowed for a married taxpayer filing separately is $500.

These changes are effective January 1, 2020. Accordingly, for the tax year beginning January 1, 2019, a distribution to make an Education Loan Repayment will not be subject to recapture of the Indiana state income tax credit but, beginning January 1, 2020, a distribution to make an Education Loan Repayment will be subject to recapture of the Indiana state income tax credit.

The Amendment did not address Apprenticeship Program Expenses. Distributions used to pay those expenses are considered tax free distributions for both federal and Indiana tax purposes.

Accordingly, the following changes are made to the Disclosure Booklet:

1. The following replaces in its entirety the section entitled “How To Take A Distribution from Your Account” on page 4.

How To Take a Distribution from Your Account p. 14-16

This section discusses the different ways you can withdrawal funds from your Account. You can have a withdrawal paid directly to you, as Account Owner, to the Beneficiary or to an Eligible Educational Institution. A withdrawal to pay K-12 Tuition or to make an Education Loan Repayment is only payable to the Account Owner.

This section also describes the difference between Qualified Distributions, Non-Qualified Distributions and other types of withdrawals (for example, when the Beneficiary receives a scholarship, or is unable to attend school due to a Disability). There can be federal and state tax impacts of taking a withdrawal. It’s important to discuss withdrawals with a tax advisor to ensure you understand your particular situation.

2. The following replaces in its entirety the section entitled “Important Tax Information” on page 5.

Important Tax Information p. 40-43

This section discusses both the Indiana state and federal tax benefits for an investment in CollegeChoice 529. Earnings are tax-deferred and an Indiana state income tax credit for certain contributions is available for Indiana taxpayers. Contributions to an Account are also eligible for the applicable annual exclusion from gift and generation skipping transfer taxes.

Contributions to your Account are eligible for an Indiana income tax credit if you are an Indiana taxpayer (resident or non-resident) filing a single, joint or, effective January 1, 2020, married filing separately return. The tax credit works differently depending on the type of education expenses for which you use your Account.

• For the tax year 2017 and earlier, a 20% Indiana state income tax credit up to a maximum of $1,000 is available for contributions to an Account that will be used to pay for Indiana Qualified Higher Education Expenses (excluding Apprenticeship Program Expenses);
• For the tax year beginning January 1, 2018, a 10% Indiana state income tax credit up to a maximum of $500 is available for contributions to an Account that will be used to pay for Indiana K-12 Tuition. When combined with the Indiana state income tax credit taken for Indiana Qualified Higher Education Expenses, the maximum annual state income tax credit cannot exceed $1000.; and

• For the tax year beginning January 1, 2019, a 20% Indiana state income tax credit up to a maximum of $1,000 is available for contributions to an Account that will be used to pay for Indiana Qualified Higher Education Expenses, Indiana K-12 Tuition, and Education Loan Repayments;

• Effective January 1, 2020, a 20% Indiana state income tax credit up to a maximum of $1000 when combined with any state income tax credit taken for Indiana Qualified Higher Education Expenses and Apprenticeship Program Expenses, is available for contributions to an Account that will be used to pay for Indiana K-12 Tuition.

You (as the Account Owner) may be subject to recapture of the tax credit in certain cases, including certain Non-Qualified Distributions, a distribution for K-12 Tuition for a school outside Indiana or, effective January 1, 2020, a distribution to make Education Loan Repayments.

3. **The following replaces in its entirety the paragraph entitled “Procedures for Distributions” on page 14.**

**Procedures for Distributions.** Only the Account Owner may direct distributions from your Account. Qualified Distributions made payable to the Account Owner, the Beneficiary or an Eligible Educational Institution may be requested online or by phone by providing verifying Account information upon request. Otherwise you may call Client Service at 1-866-485-9415 to receive a Distribution Request Form or download the form on our website at [www.collegechoicedirect.com](http://www.collegechoicedirect.com). In order for us to process a distribution request, you must complete and submit the distribution request form to us in good order and provide such other information or documentation as we may, from time to time, require. Effective no later than January 1, 2019, when taking a distribution from your Account, you will be required to designate whether the distribution will be used for (i) Qualified Expenses that are not Indiana K-12 Tuition; or (ii) Indiana K-12 Tuition.

We will generally process a distribution from an Account within three (3) business days of accepting the request. During periods of market volatility and at year-end, distribution requests may take up to five (5) business days to process. Please allow ten (10) business days for the proceeds to reach you. We may also establish a minimum distribution amount and/or charge a Fee for distributions made by federal wire.

4. **The following paragraph is added immediately following the paragraph entitled “Refunded Distribution” on page 15.**

**Education Loan Repayments**

You may take a distribution from your Account to make an Education Loan Repayment for your Beneficiary or a sibling (defined in Section 152(d)(2)(B) of the Code) of your Beneficiary, up to a lifetime limit of $10,000 per individual. However, if you make an Education Loan Repayment from your Account, Section 221(e)(1) of the Code provides that you may not also be able to take a federal income tax deduction for any interest included in that Education Loan Repayment.

It is important that you keep all records of your distributions. We do not separately report distributions made from your Account to make an Education Loan Repayment for a sibling of your Beneficiary.

5. **The following replaces in its entirety the paragraph entitled “Method of Payment” on page 16.**

**Method of Payment.** We pay distributions as noted to the following payees:

- Account Owner (by check or by ACH to an established bank account);
- Beneficiary (by check to an established bank account); or
- Eligible Education Institution (by check).

A distribution taken to pay K-12 Tuition or an Education Loan Repayment will be made payable to the Account Owner only.

6. **The following replaces in its entirety the paragraph entitled “Meeting College Expenses Not Guaranteed” on page 24 of the Disclosure Booklet.**

**Meeting Education Expenses Not Guaranteed.** Even if you fund your Account(s) to the Maximum Account Balance, there is no assurance that the money in your Account will be sufficient to cover all the Qualified Expenses your Beneficiary may incur, or that the rate of return on your investment will match or exceed the rate at which Qualified Expenses may rise each year.

7. **The following replaces in its entirety the paragraph entitled “Investment Options Not Designed for Elementary and Secondary Tuition” on page 26.**

**Investment Options Not Designed for Elementary and Secondary Tuition or Education Loan Repayments.** The Investment Options we offer through the Plan have been designed exclusively for you to save for post-secondary education expenses. They have not been designed to assist.
you in reaching your K-12 Tuition or Education Loan Repayment savings goals. Specifically, the Year of Enrollment Portfolios are designed for Account Owners seeking to automatically invest in progressively more conservative Portfolios as their Beneficiary approaches college age. The Year of Enrollment Portfolios’ time horizon and withdrawal periods may not match those needed to meet your K-12 Tuition or Education Loan Repayment savings goals, which may be significantly shorter. In addition, if you are saving for K-12 Tuition or Education Loan Repayments and wish to invest in the Individual Portfolios and the Savings Portfolio, please note that these Portfolios are comprised of fixed investments. This means that your assets will remain invested in that Portfolio until you direct us to move them to a different Portfolio. Please consult a qualified tax or investment advisor about your personal circumstances.

8. The following paragraph replaces in its entirety the last paragraph of the section entitled “Investment Overview” on page 27. The Investment Options have been designed exclusively for you to save for post-secondary education expenses. They have not been designed to assist you in saving for K-12 Tuition or Education Loan Repayments. Specifically, the Year of Enrollment Portfolios’ time horizon and withdrawal periods may not match those needed to meet your K-12 Tuition or Education Loan Repayment savings goals, which may be significantly shorter.

9. The following replaces in its entirety the paragraph entitled “All Distributions” on page 41.

All Distributions. Distributions may be comprised of: (1) principal, which is not taxable when distributed, and (2) earnings, if any, which may be subject to federal income tax. We determine the earnings portion based on IRS rules and report to the IRS and the recipient. However, we do not report whether the distribution is a Qualified Distribution (including an Education Loan Repayment) or a Non-Qualified Distribution. You are responsible for preparing and filing the appropriate forms when completing your federal income tax return and for paying any applicable tax directly to the IRS.

10. The following replaces in its entirety the section entitled “Other Distributions” on page 41.

Other Distributions. For federal income tax purposes, you or the Beneficiary may be subject to federal and state income tax on the earnings portion of a distribution in the event of: the death or Disability of a Beneficiary, the receipt by the Beneficiary of a scholarship, grant, or other tax-free Educational Assistance, attendance at certain specified military academies, or use of American Opportunity or Lifetime Learning Credits. The distributions discussed in this paragraph are not subject to the Distribution Tax.

11. The following is added immediately following the paragraph entitled “Other Distributions” on page 41.

Refunded Distribution. You may avoid incurring federal income tax or a Distribution Tax if you receive a Refunded Distribution.

Education Loan Repayments. You may take a distribution from your Account to make an Education Loan Repayment for your Beneficiary or a sibling (defined in Section 152(d)(2)(B) of the Code) of your Beneficiary, up to a lifetime limit of $10,000 per individual. However, if you make an Education Loan Repayment from your Account, Section 221(e)(1) of the Code provides that you may not also take a federal income tax deduction for any interest included in that Education Loan Repayment.

It is important that you keep all records of your distributions. We do not separately report distributions made from your Account to make an Education Loan Repayment for a sibling of your Beneficiary.

12. The following replaces in its entirety the section entitled “State Tax Issues” beginning on page 41.

STATE TAX ISSUES

General. This Section describes some of the state tax considerations you should be aware of when investing in CollegeChoice 529. However, the discussion is by no means exhaustive and is not meant as tax advice. The Indiana state tax consequences associated with an investment in CollegeChoice 529 can be complex.

CollegeChoice 529 should not be used for the purposes of avoiding state tax or tax penalties. Before you invest, you may wish to consult an independent tax advisor regarding the application of tax laws to your particular circumstances.

Income Tax Credit for Indiana Taxpayers. If you are an individual Indiana taxpayer (resident or non-resident), filing a single or joint or return, you may receive an Indiana state income tax credit as discussed below. Effective for the tax year January 1, 2020, married taxpayers filing separately may also receive an Indiana tax credit. The contributor does not need to be the Account Owner of an Account.
Income Tax Credit for Tax Years 2017 and earlier. For tax years prior to 2018, if you are an individual Indiana taxpayer (resident or non-resident), filing a single or joint return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses (excluding Apprenticeship Program Expenses). The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses (excluding Apprenticeship Program Expenses) during the taxable year;
2. one thousand dollars ($1,000); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

Income Tax Credit for Tax Year 2018. For the tax year beginning January 1, 2018, if you are an Indiana taxpayer (resident or non-resident), filing a single or joint return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses (excluding Apprenticeship Program Expenses) and Indiana K-12 Tuition. The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses (excluding Apprenticeship Program Expenses) during the taxable year plus the lesser of ten percent (10%) of the amount of each contribution that will be used to pay Indiana K-12 Tuition during the taxable year or five hundred dollars ($500);
2. one thousand dollars ($1,000); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

For example, if you are eligible to claim an Indiana state income tax credit for tax year 2018 for contributions to your Account to pay Indiana Qualified Higher Education Expenses at an Eligible Educational Institution of seven hundred dollars ($700), you will be eligible for a credit of no more than three hundred dollars ($300) for contributions made to pay Indiana K-12 Tuition, assuming no other income tax credits are claimed.

Income Tax Credit for Tax Year 2019. For the tax year beginning January 1, 2019, the income tax credit for contributions made to an Account that will be used to pay Indiana K-12 Tuition increases to twenty percent (20%). In addition, for the tax year beginning January 1, 2019, if you are an Indiana taxpayer (resident or non-resident), filing a single or joint return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses and Education Loan Repayments. The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses and Education Loan Repayments plus twenty percent (20%) of the amount of each contribution that will be used to pay Indiana K-12 Tuition during the taxable year;
2. one thousand dollars ($1,000); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.
For example, if you are eligible to claim an Indiana state income tax credit for tax year 2019 for contributions to your Account to make an Education Loan Repayment of six hundred dollars ($600), you will be eligible for a credit of no more than four hundred dollars ($400) for contributions made to pay Indiana K-12 Tuition, assuming no other income tax credits are claimed. It is important to note that distributions taken to make an Education Loan Repayments are subject to recapture of the state income tax credit for tax years beginning January 1, 2020.

Income Tax Credit Beginning Tax Year 2020. Effective January 1, 2020, if you are an Indiana taxpayer (resident or non-resident), filing a single, joint or married filing separately return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses and Indiana K-12 Tuition. The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses during the taxable year plus twenty percent (20%) of the amount of each contribution that will be used to pay Indiana K-12 Tuition during the taxable year;
2. one thousand dollars ($1,000, $500 if married filing separately); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

Income Tax Credit Requirements. The Indiana state income tax credit is a nonrefundable credit. You may not carry forward any unused Indiana state income tax credit. An Indiana taxpayer may not sell, assign, convey, or otherwise transfer the tax credit. If you no longer have Indiana adjusted gross income, you will no longer be eligible to receive the Indiana state income tax credit for subsequent contributions to an Account. Contributions must be postmarked or initiated electronically by December 31 in order to qualify for the Indiana state income tax credit for a particular tax year. For additional information, see the Indiana Department of Revenue Information Bulletin #98 available at https://www.in.gov/dor/3650.htm.

Effective January 1, 2020, rollover contributions from another Qualified Tuition Program into CollegeChoice 529 and transfers from the Upromise Program into CollegeChoice 529 became ineligible for the Indiana state income tax credit available to Indiana taxpayers (resident or non-resident, individual or married). In addition, the Indiana income tax credit is not available for money credited to an Account that will be transferred to an ABLE account (as defined in Section 529A of the Internal Revenue Code).

Recapture of Income Tax Credit. You, as the Account Owner (not the contributor) must repay all or part of the state income tax credit claimed by contributors in prior taxable years in a taxable year in which you take a Recapture Distribution. A Recapture Distribution is a:

• Non-Qualified Distribution (other than if the distribution is because of the death or Disability of the Beneficiary, or if the Beneficiary received a scholarship that paid for all or part of the Qualified Expenses of the Beneficiary (to the extent that the withdrawal or distribution does not exceed the amount of the scholarship), or a Refunded Distribution);
• distribution used to pay K-12 Tuition for a school outside of Indiana;
• Effective January 1, 2020, distribution used to make Education Loan Repayments;
• Rollover Distribution; or
• termination of your Account within twelve months after your Account was opened.

Any repayment of the state income tax credit by you must be reported and paid on your Indiana income tax return for the taxable year in which the Recapture Distribution was made. The Amount that you must repay is equal to the lesser of:

1. twenty percent (20%) of the total amount of Recapture Distributions made during the taxable year from your Account; or
2. the excess of: (a) the cumulative amount of all Indiana state income tax credits that are claimed by any contributor with respect to contributions made to your Account for all prior taxable years beginning on or after January 1, 2007, over (b) the cumulative amount of your repayments for all prior taxable years beginning on or after January 1, 2008.

The following chart illustrates when a distribution would cause any previously taken Indiana tax credit to be recaptured.
### WHEN THE INDIANA TAX CREDIT IS SUBJECT TO RECAPTURE

<table>
<thead>
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<th>2017 AND BEFORE</th>
<th>2018</th>
<th>2019</th>
<th>2020 AND AFTER</th>
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<tr>
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<td>NO</td>
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<tr>
<td>K-12 TUITION OUTSIDE INDIANA</td>
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<td>YES</td>
<td>YES</td>
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<tr>
<td>INDIANA K-12 TUITION</td>
<td>YES</td>
<td>NO</td>
<td>NO</td>
<td>NO</td>
</tr>
<tr>
<td>EDUCATION LOAN REPAYMENT</td>
<td>YES</td>
<td>YES</td>
<td>NO</td>
<td>YES</td>
</tr>
<tr>
<td>APPRENTICESHIP PROGRAM EXPENSES</td>
<td>YES</td>
<td>YES</td>
<td>NO</td>
<td>NO</td>
</tr>
</tbody>
</table>

**Treatment of ABLE Rollover Distributions.** The Indiana Department of Revenue has not issued guidance on whether an ABLE Rollover Distribution would be considered a Qualified Distribution. However, Indiana law provides that money that is credited to an Account that will be transferred to a Qualified ABLE Program account is not considered a contribution to the Plan and is not eligible for the Indiana state income tax credit. Accordingly, an ABLE Rollover Distribution may be subject to recapture of any previously taken Indiana state income tax credit. Please consult your tax advisor about your personal circumstances before initiating an ABLE Rollover Distribution.

**Indiana Tax-Free Distributions for Qualified Expenses.** Because Indiana adjusted gross income is generally derived from federal adjusted gross income, you or the Beneficiary, if an Indiana taxpayer, will be subject to Indiana adjusted gross income tax in the same manner as federal income tax. As a result, you or the Beneficiary are generally not subject to Indiana adjusted gross income tax on the earnings portion of any distributions for Indiana Qualified Higher Education Expenses, Indiana K-12 Tuition, and for the tax year beginning January 1, 2019, Education Loan Repayments. Since different states have different tax provisions, if you or your Beneficiary, as applicable, are not an Indiana taxpayer, you should consult your own state’s tax laws or your tax advisor for more information on your state’s taxation of distributions for Qualified Expenses.

**Indiana Taxation of Non-Qualified and Other Distributions.** Because Indiana adjusted gross income is generally derived from federal adjusted gross income, you or the Beneficiary, as applicable, will be subject to Indiana adjusted gross income tax on the earnings portion of any Non-Qualified Distribution or other distributions that are also included in your federal adjusted gross income for a taxable year. You will also be subject to Indiana adjusted gross income tax on the earnings portion of any Recapture Distribution.

**Refunded Distributions.** Where a distribution is made to pay Qualified Expenses and the distribution or a portion of the distribution is refunded by the Eligible Educational Institution, you may avoid incurring Indiana income tax or the recapture of the Indiana state income tax credit claimed by contributors in prior taxable years if:

- You recontribute the refund to a Qualified Tuition Program account for which the beneficiary is the same beneficiary as the beneficiary who received the refund; and
- The recontribution is made within 60 days of the date of the refund from the Eligible Educational Institution.

A taxpayer may not claim the Indiana state income tax credit on any recontributed funds.

**Non-Indiana Taxpayers.** If you are not an Indiana taxpayer, consider before investing whether your or the Beneficiary’s home state offers a Qualified Tuition Program that provides its taxpayers with favorable state tax and other benefits such as financial aid, scholarship funds, and protection from creditors, that may only be available through investment in the home state’s Qualified Tuition Program, and which are not available through an investment in CollegeChoice 529. You may wish to contact your home state’s Qualified Tuition Program(s), or any other Qualified Tuition Program, to learn more about those plans’ features, benefits, and limitations. State-based benefits should be one of many factors to be considered...
when making an investment decision. Since different states have different tax provisions, this Disclosure Booklet contains limited information about the state tax consequences of investing in CollegeChoice 529. Therefore, please consult your tax advisor for information on your own state’s tax laws and to learn how state-based benefits (or any limitations) would apply to your specific circumstances.

13. The following replaces in its entirety the section entitled “Claims; Disputes” on page 46.

Claims; Disputes. All decisions and interpretations by the Plan Officials in connection with the operation of the Plan will be final and binding upon you, the Beneficiary, and any other person affected. Any claim by you or your Beneficiary against the Plan Officials, individually or collectively, with respect to your Account will be made solely against the assets in your Account. The obligations of CollegeChoice 529 under your agreement with the Trust are monies received from you and earnings and/or losses from your Account investments, and neither you nor your Beneficiary will have recourse against the Plan Officials, collectively or individually, in connection with any right or obligations arising out of an Account. Assets in your Account are not an obligation of the State.

Your Accounts are not insured by the State and neither the principal deposited nor the investment return is guaranteed by the State of Indiana or Plan Officials. Opening an Account does not

- guarantee that your Beneficiary will be accepted as a student by a particular elementary or secondary school, any Eligible Educational Institution, or apprenticeship program;
- guarantee that your Beneficiary will be permitted to continue as a student;
- establish Indiana residence for your Beneficiary;
- guarantee that your Beneficiary will graduate from any elementary or secondary school, any Eligible Educational Institution or will complete any apprenticeship program
- guarantee that your Beneficiary will achieve any particular treatment under any applicable state or federal financial aid programs
- guarantee that amounts saved in your Account will be sufficient to cover the Qualified Expenses of your Beneficiary.

14. The following definitions are added to the Glossary beginning on page 50.

Apprenticeship Program Expenses: Expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an apprenticeship program registered and certified with the Secretary of Labor under section 1 of the National Apprenticeship Act (29 U.S.C. 50).

Education Loan Repayment: Amounts paid as principal or interest on a loan to pay certain higher education expenses as defined in Section 221(d) of the Code, of a Beneficiary or a sibling of a Beneficiary (up to a lifetime $10,000 limit per Beneficiary or sibling of a Beneficiary). For this specific purpose, a sibling is defined as a brother, sister, stepbrother or stepsister, as described in section 152(d)(2)(B) of the Code. For purposes of defining a sibling, the terms “brother” and “sister” include half-brothers and half-sisters and a legally adopted child or a foster child of an individual is treated as the child of that individual by blood. You cannot claim a federal income tax deduction for interest paid on a qualified education loan if you treat it as an Education Loan Repayment.

15. The following definitions are replaced in their entirety in the Glossary beginning on page 50.

Indiana Qualified Higher Education Expenses: Qualified Expenses, excluding K-12 Tuition and Education Loan Repayments.

Qualified Expenses: Qualified higher education expenses as defined in the Code and as may be further limited by CollegeChoice 529. Generally, these include the following:

1. tuition, fees and the costs of textbooks, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution;
2. certain costs of the room and board of a Beneficiary for any academic period during which the student is enrolled at least half-time at an Eligible Educational Institution;
3. expenses for special needs Beneficiaries that are necessary in connection with their enrollment or attendance at an Eligible Educational Institution;
4. expenses for the purchase of computer or peripheral equipment (as defined in section 168(i)(2)(B) of the Code), computer software (as defined in section 197(e)(3)(B) of the Code), or Internet access and related services, if the equipment, software, or services are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Eligible Educational Institution;
5. K-12 Tuition;
6. Apprenticeship Program Expenses; and
7. Education Loan Repayments.

**Recapture Distribution**: A Non-Qualified Distribution (other than as a result of the death or Disability of the Beneficiary, the Beneficiary's receipt of a scholarship that paid for all or part of the Qualified Expenses of the Beneficiary (to the extent that the withdrawal or distribution does not exceed the amount of the scholarship), or a Refunded Distribution), a distribution used to pay K-12 Tuition for a school outside of Indiana, a Rollover Distribution, any termination of your Account within 12 months after your Account was opened, or, effective January 1, 2020, a distribution to make an Education Loan Repayment.

16. **The following replaces paragraph number 19 of the Agreement on page 55.**

The Plan Officials, individually and collectively, do not guarantee that my Beneficiary: will be accepted as a student by a particular elementary or secondary school, any institution of higher education, other institution of post-secondary education or apprenticeship program; if accepted, will be permitted to continue as a student; will be treated as a state resident of any state for Qualified Expenses purposes; will graduate from any elementary or secondary school, any institution of higher education or other institution of post-secondary education; will complete any apprenticeship program; or will achieve any particular treatment under any applicable state or federal financial aid programs; or guarantee any rate of return or benefit for contributions made to my Account. I understand that the Portfolios are not designed to assist me in saving for K-12 Tuition or Education Loan Repayments.
This Supplement describes important changes affecting The CollegeChoice 529 Direct Savings Plan. Unless otherwise indicated, defined terms used herein have the same meaning as those in the CollegeChoice 529 Direct Savings Plan Disclosure Booklet.

1. Effective February 13, 2020 the Underlying Fund of the Inflation-Protected Portfolio will change from the “Western Asset Inflation Indexed Plus Bond Fund” to the “DFA Inflation-Protected Securities Portfolio”.

2. Effective February 13, 2020 all references to and descriptions of “Western Asset Inflation Indexed Plus Bond Fund” found throughout the Program Disclosure Booklet are deleted.

3. Effective February 13, 2020, the following replaces the third paragraph of the “Investment Information” section titled “Individual Portfolios Option” on page 5 of the Program Disclosure Booklet:

**Individual Portfolios Option**

This option offers six (6) Portfolios. The types of investments (for example - stocks, bonds or cash) the Portfolio invests in, remains fixed over time. Each Individual Portfolio invests in a single Underlying Fund, three of which are managed by Vanguard (U.S. Equity Index Portfolio, the Bond Index Portfolio and the Stable Value Portfolio). Other Individual Portfolios are managed by Dodge & Cox (International Portfolio), Carillon Reams (Active Bond Portfolio), and DFA (Inflation-Protected Securities Portfolio).

4. Effective February 13, 2020, the following replaces the paragraph titled “Underlying Investment Fee” on page 20 of the Program Disclosure Booklet:

- **Underlying Investment Fee**. The Underlying Investment Fee includes investment advisory fees, administrative, and other expenses, which are paid to Vanguard, Loomis Sayles, Carillon Reams, Dodge & Cox, and DFA. There is no Underlying Investment Fee for the Savings Portfolio.

5. Effective February 13, 2020, the following replaces the table entitled “Fee and Expense Information” on page 21 of the Program Disclosure Booklet:

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<table>
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<th>INVESTMENT OPTIONS</th>
<th>ESTIMATED ANNUALIZED UNDERLYING INVESTMENT FEE</th>
<th>ANNUALIZED MANAGER FEE</th>
<th>TOTAL ANNUAL ASSET-BASED FEE</th>
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A $20 ANNUAL ACCOUNT MAINTENANCE FEE IS ASSESSED PER ACCOUNT1. ALL INVESTMENT OPTIONS BEAR THE TOTAL ANNUAL ASSET-BASED FEE2.

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1

2

3

4
1 This fee is waived if: a) you or your Beneficiary are an Indiana Resident; or b) your Account balance is at least $25,000.

2 This total is assessed against assets over the course of the year and includes the annualized Underlying Investment Fee and the annualized Manager Fee, but does not include the Annual Account Maintenance Fee. Please refer to the table that shows total approximate costs for a $10,000 investment over 1-, 3-, 5-, and 10-year periods.

3 Estimated Underlying Investment Fee reflects each Underlying Fund’s expense ratio disclosed in its most recent prospectus (except in the case of the Stable Value Portfolio which does not have a prospectus as of November 22, 2019. Expenses for multiple-fund Portfolios represent a weighted average of the expenses of the Portfolio’s Underlying Funds. As of the date of this Program Disclosure Booklet, an Underlying Investment Fee is not charged for the Savings Portfolio. The Annualized Underlying Investment Fees may increase or decrease over time.

4 Because the Vanguard Short-Term Reserves Account is a component of select Year of Enrollment Portfolios and is the Fund underlying the Stable Value Portfolio, the expense ratio of select Year of Enrollment Portfolios and the Stable Value Portfolio may include a stable value wrap fee of between 0.15% and 0.20%, which could reduce the return of the Portfolio.

6. Effective February 13, 2020, the following replaces the “Approximate Cost For A $10,000 Investment Excluding The $20 Annual Account Maintenance Fee” table on page 21 of the Program Disclosure Booklet:

<table>
<thead>
<tr>
<th>PORTFOLIO</th>
<th>1 YEAR</th>
<th>3 YEAR</th>
<th>5 YEAR</th>
<th>10 YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>2036 Enrollment Portfolio</td>
<td>$39</td>
<td>$121</td>
<td>$212</td>
<td>$478</td>
</tr>
<tr>
<td>2033 Enrollment Portfolio</td>
<td>$41</td>
<td>$130</td>
<td>$227</td>
<td>$511</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>$44</td>
<td>$137</td>
<td>$239</td>
<td>$538</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>$44</td>
<td>$139</td>
<td>$243</td>
<td>$546</td>
</tr>
<tr>
<td>2024 Enrollment Portfolio</td>
<td>$44</td>
<td>$137</td>
<td>$239</td>
<td>$537</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>$42</td>
<td>$132</td>
<td>$230</td>
<td>$518</td>
</tr>
<tr>
<td>College Portfolio</td>
<td>$41</td>
<td>$127</td>
<td>$223</td>
<td>$501</td>
</tr>
<tr>
<td>U.S. Equity Index Portfolio</td>
<td>$18</td>
<td>$58</td>
<td>$101</td>
<td>$230</td>
</tr>
<tr>
<td>International Portfolio</td>
<td>$51</td>
<td>$252</td>
<td>$439</td>
<td>$978</td>
</tr>
<tr>
<td>Active Bond Portfolio</td>
<td>$57</td>
<td>$179</td>
<td>$313</td>
<td>$701</td>
</tr>
<tr>
<td>Inflation-Protected Portfolio</td>
<td>$29</td>
<td>$90</td>
<td>$157</td>
<td>$356</td>
</tr>
<tr>
<td>Bond Index Portfolio</td>
<td>$20</td>
<td>$64</td>
<td>$113</td>
<td>$255</td>
</tr>
<tr>
<td>Stable Value Portfolio</td>
<td>$18</td>
<td>$58</td>
<td>$101</td>
<td>$230</td>
</tr>
</tbody>
</table>
7. Effective February 13, 2020, the following will replace the “Approximate Cost For A $10,000 Investment Including The $20 Annual Account Maintenance Fee” table on page 21 of the Program Disclosure Booklet:

<table>
<thead>
<tr>
<th>PORTFOLIO</th>
<th>1 YEAR</th>
<th>3 YEAR</th>
<th>5 YEAR</th>
<th>10 YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>2036 Enrollment Portfolio</td>
<td>$59</td>
<td>$181</td>
<td>$311</td>
<td>$674</td>
</tr>
<tr>
<td>2033 Enrollment Portfolio</td>
<td>$61</td>
<td>$190</td>
<td>$326</td>
<td>$707</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>$64</td>
<td>$197</td>
<td>$338</td>
<td>$733</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>$64</td>
<td>$199</td>
<td>$342</td>
<td>$741</td>
</tr>
<tr>
<td>2024 Enrollment Portfolio</td>
<td>$64</td>
<td>$196</td>
<td>$338</td>
<td>$732</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>$62</td>
<td>$191</td>
<td>$329</td>
<td>$713</td>
</tr>
<tr>
<td>College Portfolio</td>
<td>$61</td>
<td>$187</td>
<td>$322</td>
<td>$697</td>
</tr>
<tr>
<td>U.S. Equity Index Portfolio</td>
<td>$38</td>
<td>$118</td>
<td>$201</td>
<td>$428</td>
</tr>
<tr>
<td>International Portfolio</td>
<td>$101</td>
<td>$312</td>
<td>$537</td>
<td>$1,170</td>
</tr>
<tr>
<td>Active Bond Portfolio</td>
<td>$77</td>
<td>$239</td>
<td>$412</td>
<td>$896</td>
</tr>
<tr>
<td>Inflation-Protected Portfolio</td>
<td>$49</td>
<td>$150</td>
<td>$257</td>
<td>$553</td>
</tr>
<tr>
<td>Bond Index Portfolio</td>
<td>$40</td>
<td>$124</td>
<td>$212</td>
<td>$453</td>
</tr>
<tr>
<td>Stable Value Portfolio</td>
<td>$38</td>
<td>$118</td>
<td>$201</td>
<td>$428</td>
</tr>
</tbody>
</table>

8. Effective February 13, 2020, the following replaces the second bullet point in the “Investments Overview” section on page 27 of the Program Disclosure Booklet:

- Six (6) Individual Portfolios, in which the composition of investments within the Portfolio remains fixed over time. Each Portfolio invests in a single Underlying Fund, three (3) of which are managed by Vanguard and three (3) of which are managed by Dodge & Cox, Carillon Reams, and DFA, respectively; and

9. Effective February 13, 2020, the following replaces the table containing the “Investment Objective” and “Investment Strategy” for the Inflation-Protected Portfolio on page 35 of the Program Disclosure Booklet:

<table>
<thead>
<tr>
<th>PORTFOLIO AND INVESTMENT OBJECTIVE</th>
<th>INVESTMENT STRATEGY</th>
</tr>
</thead>
<tbody>
<tr>
<td>INFLATION-PROTECTED PORTFOLIO</td>
<td>The Portfolio invests 100% of its assets in the DFA Inflation-Protected Securities Portfolio. The Fund seeks its investment objective by investing in a universe of inflation-protected securities that are structured to provide returns linked to the rate of inflation over the long-term. The Fund ordinarily invests in inflation-protected securities issued by the U.S. Government and its agencies and instrumentalities and the credit quality of such inflation-protected securities will be that of such applicable U.S. government, agency or instrumentality issuer. As a non-fundamental policy, under normal circumstances, the Fund will invest at least 80% of its net assets in inflation-protected securities. Inflation-protected securities (also known as inflation-indexed securities) are securities whose principal and/or interest payments are adjusted for</td>
</tr>
</tbody>
</table>
inflation, unlike conventional debt securities that make fixed principal and interest payments. Inflation-protected securities include Treasury Inflation-Protected Securities ("TIPS"), which are securities issued by the U.S. Treasury. The principal value of TIPS is adjusted for inflation (payable at maturity) and the semi-annual interest payments by TIPS equal a fixed percentage of the inflation-adjusted principal amount. These inflation adjustments are based upon the Consumer Price Index for Urban Consumers (CPI-U). The original principal value of TIPS is guaranteed. At maturity, TIPS are redeemed at the greater of their inflation-adjusted principal or par-amount at original issue. Other types of inflation-protected securities may use other methods to adjust for inflation and other measures of inflation. In addition, inflation-protected securities issued by entities other than the U.S. Treasury may not provide a guarantee of principal value at maturity.

Generally, the Fund will purchase inflation-protected securities with maturities between five and twenty years from the date of settlement, although it is anticipated that, at times, the Fund will purchase securities outside of this range. Under normal circumstances, when determining its duration, the Portfolio will consider an average duration similar to its benchmark, the Bloomberg Barclays U.S. TIPS Index, which was approximately 7.32 years as of December 31, 2018.

The Fund is authorized to invest more than 25% of its total assets in U.S. Treasury bonds, bills and notes and obligations of U.S. government agencies and instrumentalities. The Fund will not shift the maturity of its investments in anticipation of interest rate movements.

The Fund may purchase or sell futures contracts and options on futures contracts, to adjust market exposure based on actual or expected cash inflows to or outflows from the Fund. The Fund does not intend to sell futures contracts to establish short positions in individual securities or to use derivatives for purposes of speculation or leveraging investment returns.

The Fund may lend its portfolio securities to generate additional income.

10. Effective February 13, 2020, the following is added to the table under the heading "Requesting Additional Information About The Underlying Funds" on page 38 of the Program Disclosure Booklet:

<table>
<thead>
<tr>
<th>MANAGER</th>
<th>WEBSITE</th>
<th>PHONE NUMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFA</td>
<td>wwwdimensionalcom</td>
<td>512-306-7400</td>
</tr>
</tbody>
</table>

11. Effective February 13, 2020, the following replaces “Investment Managers” in the Glossary on page 51 of the Program Disclosure Booklet:

Investment Managers: Vanguard; Dodge & Cox; Loomis Sayles; Carillon Reams; and DFA are the managers of their respective Underlying Funds.

12. Effective February 13, 2020, the following is added to the Glossary beginning on page 50 of the Program Disclosure Booklet:
13. **Effective February 13, 2020, the following replaces the information in the table titled “**Investment Risks Related To The Portfolios**” on page 56 of the Program Disclosure Booklet:**

| Inflation-Protected Portfolio | Investment risks are discussed under **DFA Investment Risks** as follows in section 14 of this supplement. |

14. **Effective February 13, 2020, the section beginning on page 61 of the Program Disclosure Booklet **“Western Asset Investment Risks”** is deleted, and replaced with the following:**

**DFA INVESTMENT RISKS**

The following risks apply to the Inflation-Protected Portfolio through its investment in the DFA Inflation-Protected Securities Portfolio.

**Principal Risks**

The Inflation-Protected Portfolio is subject to: Market Risk, Interest Rate Risk, Inflation-Protected Securities Tax Risk, Inflation-Protected Securities Interest Rate Risk, Credit Risk, Risks of Investing for Inflation Protection, Income Risk, Liquidity Risk, Derivatives Risk, Securities Lending Risk, Cyber Security Risk.

**DFA Risk Definitions**

Because the value of your investment in the Portfolio will fluctuate, there is the risk that you will lose money. An investment in the Portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The following is a description of principal risks of investing in the Portfolio through its investment in the Underlying Fund.

**Market Risk:** Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities, and the Underlying Fund that owns them, to rise or fall.

**Interest Rate Risk:** Fixed income securities are subject to interest rate risk because the prices of fixed income securities tend to move in the opposite direction of interest rates. When interest rates rise, fixed income security prices fall. When interest rates fall, fixed income security prices rise. In general, fixed income securities with longer maturities are more sensitive to changes in interest rates.

**Inflation-Protected Securities Tax Risk:** Any increase in the principal amount of an inflation-protected security may be included for tax purposes in the Underlying Fund’s gross income, even though no cash attributable to such gross income has been received by the Underlying Fund. In such event, the Underlying Fund may be required to make annual gross distributions to shareholders that exceed the cash it has otherwise received. In order to pay such distributions, the Underlying Fund may be required to raise cash by selling its investments. The sale of such investments could result in capital gains to the Underlying Fund and additional capital gain distributions to shareholders. In addition, adjustments during the taxable year for deflation to an inflation-indexed bond held by the Underlying Fund may cause amounts previously distributed to shareholders in the taxable year as income to be characterized as a return of capital.

**Inflation-Protected Securities Interest Rate Risk:** Inflation-protected securities may react differently from other fixed income securities to changes in interest rates. Because interest rates on inflation-protected securities are adjusted for inflation, the values of these securities are not materially affected by inflation expectations. Therefore, the value of inflation-protected securities are anticipated to change in response to changes in “real” interest rates, which represent nominal (stated) interest rates reduced by the expected impact of inflation. Generally, the value of an inflation-protected security will fall when real interest rates rise and will rise when real interest rates fall.
Credit Risk: Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. A downgrade to an issuer’s credit rating or a perceived change in an issuer’s financial strength may affect a security’s value, and thus, impact the Underlying Fund’s performance. Government agency obligations have different levels of credit support and, therefore, different degrees of credit risk. Securities issued by agencies and instrumentalities of the U.S. Government that are supported by the full faith and credit of the United States, such as the Federal Housing Administration and Ginnie Mae, present little credit risk. Other securities issued by agencies and instrumentalities sponsored by the U.S. Government, that are supported only by the issuer’s right to borrow from the U.S. Treasury, subject to certain limitations, and securities issued by agencies and instrumentalities sponsored by the U.S. Government that are sponsored by the credit of the issuing agencies, such as Freddie Mac and Fannie Mae, are subject to a greater degree of credit risk. U.S. government agency securities issued or guaranteed by the credit of the agency may still involve a risk of non-payment of principal and/or interest.

Risks of Investing for Inflation Protection: Because the interest and/or principal payments on an inflation-protected security are adjusted periodically for changes in inflation, the income distributed by the Underlying Fund may be irregular. Although the U.S. Treasury guarantees to pay at least the original face value of any inflation-protected securities the Treasury issues, other issuers may not offer the same guarantee. Also, inflation-protected securities, including those issued by the U.S. Treasury, are not protected against deflation. As a result, in a period of deflation, the principal and income of inflation-protected securities held by the Underlying Fund will decline and the Underlying Fund may suffer a loss during such periods. While inflation-protected securities are expected to be protected from long-term inflationary trends, short-term increases in inflation may lead to a decline in the Underlying Fund’s value. For example, if interest rates rise due to reasons other than inflation, the Underlying Fund’s investment in these securities may not be protected to the extent that the increase is not reflected in the securities’ inflation measures. In addition, positive adjustments to principal generally will result in taxable income to the Underlying Fund at the time of such adjustments (which generally would be distributed by the Underlying Fund as part of its taxable dividends), even though the principal amount is not paid until maturity. The current market value of inflation-protected securities is not guaranteed and will fluctuate.

Income Risk: Income risk is the risk that falling interest rates will cause the Underlying Fund’s income to decline because, among other reasons, the proceeds from maturing short-term securities in its portfolio may be reinvested in lower-yielding securities.

Liquidity Risk: Liquidity risk exists when particular Underlying Fund investments are difficult to purchase or sell. To the extent that the Underlying Fund holds illiquid investments, the Underlying Fund’s performance may be reduced due to an inability to sell the investments at opportune prices or times. Liquid portfolio investments may become illiquid or less liquid after purchase by the Underlying Fund due to low trading volume, adverse investor perceptions and/or other market developments. Liquidity risk includes the risk that the Fund will experience significant net redemptions at a time when it cannot find willing buyers for its portfolio securities or can only sell its portfolio securities at a material loss. Liquidity risk can be more pronounced in periods of market turmoil.

Derivatives Risk: Derivatives are instruments, such as futures contracts, and options thereon, whose value is derived from that of other assets, rates, or indices. The use of derivatives for non-hedging purposes may be considered to carry more risk than other types of investments. When the Underlying Fund uses derivatives, the Underlying Fund will be directly exposed to the risks of those derivatives. Derivative instruments are subject to a number of risks including counterparty, liquidity, interest rate, market, credit and management risks, as well as the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and the Underlying Fund could lose more than the principal amount invested.

Securities Lending Risk: Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, the Underlying Fund may lose money and there may be a delay in recovering the loaned securities. The Underlying Fund could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. Securities lending also may have certain adverse tax consequences.

Cyber Security Risk: The Underlying Fund’s and its service providers’ use of internet, technology, and information systems may expose the Underlying Fund to potential risks linked to cyber security breaches of those technological or information systems. Cyber security breaches, amongst other things, could allow an unauthorized party to gain access to proprietary information, customer data, or fund assets, or cause the Underlying Fund and/or its service providers to suffer data corruption or lose operational functionality.
CollegeChoice 529
Direct Savings Plan
Disclosure Booklet

June 2019
The Enrollment Kit for the CollegeChoice 529 Direct Savings Plan (CollegeChoice 529 or Plan) consists of this Disclosure Booklet and the Enrollment Form. This Disclosure Booklet has been identified by the Plan as the Offering Materials intended to provide substantive disclosure of the terms and conditions of an investment in the Plan. This Disclosure Booklet is designed to comply with the College Savings Plans Network Disclosure Principles, Statement No. 6, adopted July 1, 2017.

If you are not an Indiana taxpayer, you should consider before investing whether your or the Beneficiary’s home state offers a 529 plan that provides its taxpayers with favorable state tax and other benefits such as financial aid, scholarship funds, and protection from creditors that may only be available through an investment in the home state’s 529 plan, and which are not available through an investment in the Plan. Therefore, please consult your financial, tax, or other advisor to learn more about how state-based benefits (or any limitations) would apply to your specific circumstances. Keep in mind that state-based benefits should be one of the many appropriately weighted factors to be considered when making an investment decision.

You should periodically access, and if appropriate, adjust your investment choices with your time horizon, risk tolerance, and investment objectives in mind. Investing is an important decision. Please read the Disclosure Booklet and the Enrollment Form in their entirety before making an investment decision.

Section 529 plans are intended to be used only to save for qualified expenses. The Plan is not intended to be used, nor should it be used, by any taxpayer for the purpose of evading federal or state taxes or tax penalties. You may wish to seek tax advice from an independent tax advisor based on your own particular circumstances.

Capitalized terms used in this Disclosure Booklet are defined throughout the document and in the Glossary starting on page 50.

This Booklet describes the terms of your Account with CollegeChoice 529. You should read it before you open your Account.

Getting Started
Summary
How You Participate
How To Take a Distribution from Your Account
Maintaining Your Account
Fees
Important Risks You Should Know About
Investment Information
Investment Performance
Important Tax Information
General Information
Plan Governance
Glossary
Agreement
Appendix A – Explanation of Investment Risks
Getting Started

Getting started with CollegeChoice 529 is easy. Just follow these steps:

1. Read this Booklet in its entirety and save it for future reference. It contains important information you should review before opening an Account, including information about the benefits and risks of investing.

2. Gather your information:
   a. Your Social Security Number
   b. Your Permanent Address
   c. Your Beneficiary’s Social Security number and date of birth
   d. Your email address
   e. Your checking or savings account number and your bank’s routing number (if you want to contribute electronically with a bank transfer)

3. Go online to collegechoicedirect.com and click on Enroll. The easy-to-follow directions will guide you through the enrollment process. Enrolling online is fast, convenient, and secure. In as little as 10 minutes, you can be fully signed up and saving for college. Or, if you prefer, you can complete and mail the Enrollment Form included in the Enrollment Kit.

Contact Us

Online: www.collegechoicedirect.com
Phone: 1-866-485-9415
Monday through Friday, 8 a.m. to 8 p.m. Eastern time

Regular Mail:
College Choice 529 Direct Savings Plan
P.O. Box 219418
Kansas City, MO 64121

Overnight Delivery:
CollegeChoice 529 Direct Savings Plan
920 Main Street, Suite 900
Kansas City, MO 64105

Summary

About CollegeChoice 529

CollegeChoice 529 is a Section 529 plan offered by the Indiana Education Savings Authority (Authority). CollegeChoice 529 is designed to help individuals and families save for higher education in a tax-advantaged way and offers valuable advantages including tax-deferred growth, generous contribution limits, attractive Investment Options, and professional investment management.

You can use the assets in your Account toward the costs of nearly any public or private, 2-year or 4-year college nationwide, as long as the student (your Beneficiary) is enrolled in a U.S.-accredited college, university, graduate school, or technical school that is eligible to participate in U.S. Department of Education student financial aid programs. You can also use the assets in your Account to pay tuition expenses at a public, private or religious elementary or secondary school. Withdrawals taken to pay K-12 Tuition for a school outside Indiana will be subject to recapture of the Indiana state income tax credit.

How To Take a Distribution from Your Account

This section discusses the different ways you can withdraw funds from your Account. You can have a withdrawal paid directly to you, as Account Owner, to the Beneficiary or to an Eligible Educational Institution. A withdrawal to pay K-12 Tuition is only payable to the Account Owner.

This section also describes the difference between Qualified Distributions, Non-Qualified Distributions and other types of withdrawals (for example, when the Beneficiary receives a scholarship, or is unable to attend school due to a Disability). There can be federal and state tax impacts of taking a withdrawal. It’s important to discuss withdrawals with a tax advisor to ensure you understand your particular situation.

Maintaining Your Account

This section provides information on various Account maintenance issues such as your Account statements, changing Beneficiaries and changing your Investment Options. You can change Investment Options up to two times per year.

Fees

CollegeChoice 529 has no commissions, loads, or sales charges. The total annual asset-based fee varies from 0.16% to 0.79% depending on the Portfolio you choose. In addition, an Annual Account Maintenance Fee of $20 will be charged to each of your Accounts unless your combined Account balance for your Beneficiary is equal to or greater than $25,000 or if you or your Beneficiary are an Indiana Resident. In this section, you can find a detailed description of the Fees associated with your CollegeChoice 529 Account.
As with any investment, there are risks involved in investing in CollegeChoice 529, including the risk of investment losses; the risk of changes in federal and state laws, including federal and state tax laws; the risk of Plan changes, including changes in fees; and the risk that contributions to CollegeChoice 529 may adversely affect the eligibility of you or your Beneficiary for financial aid or other benefits. To learn more about the risks, please thoroughly read and carefully consider the information in this section and throughout the Disclosure Booklet, and ask your tax, legal and investment advisors about these risks.

This section discusses both the Indiana state income tax credit for contributions to an Account that will be used to pay for Indiana K-12 Tuition.

• Effective January 1, 2019, a 20% Indiana state income tax credit up to a maximum of $1,000 when combined with any state income tax credit taken for Indiana Qualified Higher Education Expenses is available for contributions to an Account that will be used to pay for Indiana K-12 Tuition.

Your investment returns will vary depending upon the performance of the Portfolios you choose. Except for the FDIC insurance available for the Savings Portfolio (subject to the limitations discussed in this section), depending on market conditions, you could lose all or a portion of your investment.

This section discusses the performance of the Investment Options in the Plan. The performance of the Investment Options may differ from the performance of the Underlying Investments.

This section discusses both the Indiana state and federal tax benefits for an investment in CollegeChoice 529.

This section provides definitions of terms contained in this Disclosure Booklet. Note that terms defined in the glossary (other than you and you) appear with initial capital letters when referenced in this document.

This section discusses the performance of the Portfolios you choose. This performance data shown represent past performance, which is not a guarantee of future results. Investment returns and principal value will fluctuate, so your Units, when sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data cited.

This section provides a summary of the main investment risks of the Portfolios and the Underlying Investments. As with any investment, your investment in the Portfolios could lose money or the Portfolios’ performance could trail that of other investments. Each Portfolio has a different level of risk.

In this section you will learn about the rights and obligations associated with your Account, considerations related to changes to your Account, this document, and state and federal laws, and claims against your Account.

In this section we ask you to review and acknowledge your rights and responsibilities in connection with your enrollment in CollegeChoice 529. You must review this agreement in detail prior to completing an Enrollment in the Plan. Upon enrolling in the Plan online you will be prompted to acknowledge your understanding of, and agreement with the terms, conditions and information contained in the Disclosure Booklet and the Agreement. If you enroll by completing a paper Enrollment Form, you will be required to sign a similar acknowledgement.
How You Participate

Account Basics
To participate in CollegeChoice 529, you must complete your enrollment by opening an Account online or by completing and mailing an Enrollment Form. You must be 18 years or older and a U.S. citizen (or a resident alien), or an entity that is organized in the U.S., and have a valid permanent U.S. street address. By completing your online enrollment or signing the Enrollment Form, you irrevocably consent and agree that your Account is subject to the terms and conditions of the Enrollment Form and the Disclosure Booklet.

Account Basics: To open an Account, you must be 18 years or older and a U.S. citizen (or a resident alien), or an entity that is organized in the U.S., be 18 years or older, and have a valid permanent U.S. street address.

Trusts, Corporations, and Other Entities as Account Owners. If you are a trust, partnership, corporation, association, estate, or another acceptable type of entity, you must submit documentation to CollegeChoice 529 to verify the existence of the entity and identify the individuals who are eligible to act on the entity’s behalf. Examples of appropriate documentation include a trust agreement, partnership agreement, corporate resolution, articles of incorporation, bylaws, or letters appointing an executor or personal representative. This documentation must be submitted when an Account is established. We will not be able to open your Account until we receive all of the information required on the Enrollment Form and any other information we may require, including the documentation that verifies the identity and existence of the Account Owner.

Successor Account Owner. You may designate a Successor Account Owner that is 18 years or older (to the extent permissible under the laws that apply to your situation) to succeed to all of your right, title, and interest in your Account upon your death or legal incompetence. You can make this designation online, on the Enrollment Form, over the phone, or by writing. We must receive and process your request before the Successor Account Owner designation can be effective. You may change or terminate your Successor Account Owner at any time by submitting an Account Information Change Form. Forms may be obtained from our website at collegechoicedirect.com or by calling us at 1-866-485-9415.

Beneficiary. You can set up an Account for your benefit, for your child, grandchild, spouse, another relative, or even someone not related to you. Each Account can have only one Beneficiary at any time. However, you may have multiple Beneficiaries for your Account, as permitted by state law. Also, different Account Owners may have an Account for the same Beneficiary within the Plan, but contributions to an Account will be limited if the total assets held in all Accounts for that Beneficiary under all 529 plans offered by Indiana equal or exceed the Maximum Account Balance. See Maximum Account Balance on page 12. Your Beneficiary may be of any age; however, the Beneficiary must be an individual and not a trust or other entity. A Beneficiary must be named during enrollment when the Account Owner is a tax-exempt organization, as defined in the Code, and the Account has been established as a general scholarship fund.

Identification Verification. Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an Account. When completing your enrollment online or on an Enrollment Form, as applicable, we will ask for your name, street address, date of birth, and Social Security number. If you are a trust or other entity, we require a Tax Identification Number and information for any person(s) opening your Account, such as a Custodian, agent under power of attorney, trustee, or corporate officer. Further information about identification verification requirements can be found in the General Information section beginning on page 44.

How to Open and Fund Your Account
Minimum Contributions. To open an Account, you must make an initial contribution of at least $10. Subsequent investments must also be at least $10 per contribution. Gift contributions through Ugift – Give College Savings (Ugift) must also be at least $10 per contribution. The minimum contribution amount may be waived for certain circumstances at our discretion.

You can make your initial and any additional contributions by check, Recurring Contributions (also known as Automatic Investment Plan (AIP), payroll deduction, Electronic Funds Transfer (EFT), dollar-cost averaging, rolling over assets from another Qualified Tuition Program, moving assets from an UGMA/UTMA account or Covered educators Savings Accounts, or by redeeming U.S. Savings Bonds. You may set up your Account to periodically transfer funds as a subsequent investment, provided that the minimum contribution amount is met. You may also receive contributions through Ugift.

We will not accept contributions made by cash, money order, travelers checks, foreign checks, checks dated more than 180 days from the date of receipt, checks past-dated more than seven days in advance, checks with unclear instructions, starter or counter checks, credit card contributions, checks over $10,000, instant loan checks, or any other check we deem unacceptable. We will also not accept stocks, securities, or other noncash assets as contributions to your Account. You can allocate each contribution among any of the Investment Options; however, the minimum percentage per selected Investment Option is 1% of the contribution amount. Your subsequent contributions can be made to different Investment Options: the selection(s) you make during enrollment as long as investments in those different Investment Options are permissible.

Getting Started: You can open your Account with as little as $10.

Designation of Contributions. When making contributions to your Account, you will be required to designate whether the contribution will be used for (i) Qualified Expenses that are not Indiana K-12 Tuition; (ii) Indiana K-12 Tuition; or (iii) both. If you contribute to your Account by Recurring Contribution, all Recurring Contributions will be allocated to the category of education savings you designate when you initiate the Recurring Contribution unless you notify us that future contributions by Recurring Contribution will be designated for a different category of education savings.

Contribution Date. We will credit any money contributed to your Account on the same business day if the contribution is received in good order and prior to the close of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time. The contribution will be credited on the next succeeding business day that the NYSE is open if it is received after its close.

We will generally treat contributions received by us in a given year as having been made in a given year if checks are postmarked on or before December 31 of the applicable year, and provided the checks are subsequently paid. With respect to EFT contributions, for tax purposes we will generally treat contributions received by us in a given year as having been made in that year if you initiate them on or before December 31 of such year, provided the funds are successfully deducted from your checking or savings account at another financial institution. Your contributions made by Recurring Contribution will generally be considered received by us in the year the Recurring Contribution debit has been deducted from your checking or savings account at another financial institution. See Funding Methods – Recurring Contribution beginning on page 9.

Future Contributions. At the time you enroll, you must choose how you want your contributions invested, which will generally be considered received by us in the stand-in account for future contributions (Standing Investment Instruction). We will invest all additional contributions according to your Standing Investment Instruction, unless you provide us with different instructions, and investments in different Investment Options are permissible. You may reallocate assets to different Portfolios twice per calendar year and with a permissible change in the Beneficiary. Additional restrictions apply to transfers out of the Stable Value Portfolio, and such additional restrictions may operate to limit an Account Owner’s ability to change Investment Options for the applicable Account within the same calendar year. See Important Risks You Should Know About - Equity Wash Rule on page 25 of the Disclosure Booklet. You may change your Standing Investment Instruction at any time by logging onto our website at www.collegechoicedirect.com, by submitting the Exchange/Future Contribution (Allocation) Change Form by mail, or by calling 1-866-485-9415.

Control Over Your Account. Although any individual or entity may make contributions to your Account, you, as Account Owner, retain control of all contributions made as well as all earnings credited to your Account up to the date they are directed for distribution. A Beneficiary who is not the Account Owner has no control over any of the Account assets. Except as required by law, only you may direct transfers, rollovers, investment changes, withdrawals, and changes of the Beneficiary. You may also grant another person the ability to take certain actions with respect to your Account by completing appropriate form(s).

Opening an Account with the Assistance of a Financial Advisor. You may choose to open your Account with the assistance of a financial advisor, who would generally charge a fee for this service. You must consent and agree to authorize your financial advisor to access your Account and perform certain transactions on your behalf when you open or separate from the Agent Authorization/Limited Power of Attorney Form.

Trusted Contact. You can choose to authorize us to contact a Trusted Contact Person and disclose to that person information about your Account to address possible financial exploitation; to confirm the specifics...
You can choose to designate a Trusted Contact Person by completing the Trusted Contact Person Form, or the Trusted Contact Person section of the Enrollment Form. A Trusted Contact Person must be at least eighteen (18) years of age.

Funding Methods

**NINE WAYS TO CONTRIBUTE TO YOUR COLLEGECHOICE 529 ACCOUNT:**

- **Recurring Contributions** (also known as Automatic Investment Plan (AIP))
  - Link your bank account and CollegeChoice 529 and schedule automatic transfers of a set dollar amount.

- **Electronic Funds Transfer (EFT)**
  - Link your bank account and CollegeChoice 529 and schedule transfers of a set dollar amount.
  - Check
    - Send a check payable to CollegeChoice 529 Direct Savings Plan to P.O. Box 219418, Kansas City, MO 64121.
  - Payroll Deduction
    - Link your CollegeChoice 529 Account to your employer so a set amount is taken out of your paycheck each pay period.

- **Upromise**
  - Link your CollegeChoice 529 Account to the Upromise program to earn a percentage of what you spend on eligible everyday purchases.

- **Ugift**
  - Give a unique code to friends and family and allow them to contribute to your CollegeChoice 529 Account.

- **Incoming Rollover**
  - Transfer assets from a 529 plan outside the Program to your CollegeChoice 529 Account.

- **Contribution Form**
  - ESA or Qualified U.S. Savings Bond
    - Contribute to CollegeChoice 529 from an education savings account or by selling a qualified U.S. Savings Bond.
  - Contribution Form
    - UGMA/UTMA
    - Contribute assets from an UGMA/UTMA account to your CollegeChoice 529 Account.

**Contributions by Check.** You may make your initial contribution by check whether you enroll online or by sending an Enrollment Form. If you enroll by completing an Enrollment Form, the initial minimum contribution of $10 must accompany your Enrollment Form.

Any additional contributions you make by check must be at least $10. Checks must be made payable to CollegeChoice 529 Direct Savings Plan. Third-party personal checks must be equal to or less than ten-thousand dollars ($10,000) and be properly endorsed or made payable to CollegeChoice 529 Direct Savings Plan.

**Recurring Contribution.** You may contribute to your Account by authorizing us to receive periodic automated debits from a checking or savings account at your bank if your bank is a member of the Automated Clearing House, subject to certain processing restrictions. You may elect to authorize an annual increase to your recurring contribution. You can initiate a Recurring Contribution either when you enroll by completing the Recurring Contribution section during enrollment or after your Account has been opened, either online, over the phone (provided you have completed certain information about the bank account from which the money will be withdrawn), or in writing by submitting the appropriate form. Recurring Contribution deposits must be equal at least $10 per month or $30 per quarter. Your Recurring Contribution authorization will remain in effect until we have received notification of its termination from you and we have had a reasonable amount of time to act on it.

You may terminate your Recurring Contribution at any time. To be effective, a change to, or termination of, a Recurring Contribution must be received at least 5 business days before the next Recurring Contribution debit is scheduled to be deducted from your bank account, and is not effective until received and processed by us. If your Recurring Contribution cannot be processed because the bank account on which it is drawn lacks sufficient funds, if you provide incomplete or inaccurate banking information, or if the transaction would violate processing restrictions, we reserve the right to suspend processing of future Recurring Contributions.

There is no charge for making Recurring Contributions. Recurring Contribution debits from your bank account will occur on the day you indicate, provided the day is a regular business day. If the day you indicate falls on a weekend or a holiday, the Recurring Contribution debit will occur on the next business day. Quarterly Recurring Contribution debits will be made on the day you indicate (or the next business day, if applicable) every three (3) months, not on a calendar quarter basis. If you do not designate a date, your bank account will be debited on the 20th day of the applicable month.

You will receive a trade date of one (1) business day prior to the day the bank debit occurs. If you indicate a start date that is within the first four (4) days of the month, there is a chance that your investment will be credited on the last business day of the previous month. Please note that Recurring Contributions with a debit date of January 1st, February 1st, or April 1st will be credited in the same year as the debit date.

The start date for a Recurring Contribution must be at least three (3) business days from the date you submit the Recurring Contribution request. If a start date for a Recurring Contribution is less than three (3) business days from the date you submit the Recurring Contribution request, the Recurring Contribution will start on the requested date in the next succeeding month.

**Electronic Funds Transfer (EFT).** You may also contribute by EFT subject to certain processing restrictions. Each contribution must be in an amount of at least $10.

You may authorize us to withdraw funds by EFT from a checking or savings account for both initial and additional contributions to your Account, provided you have maintained certain information about the bank account from which the money will be withdrawn. EFT transactions can be completed through the following means: (i) by providing EFT instructions online during enrollment or on the paper Enrollment Form; (ii) by submitting EFT instructions online after enrollment at www.collegechoicedirect.com; or by contacting a Client Service Representative at 1-866-485-9415. We do not charge a fee for contributing by EFT. EFT purchase requests that are received in good order:

1. before 10 p.m. Eastern time will be given a trade date of the next business day after the date of receipt and will be effected at that day’s closing price for the applicable Portfolio. In these cases, the EFT debit from your bank account will occur on the second business day after the request is received; or
2. after 10 p.m. Eastern time will be given a trade date of the second business day after the date the request is received, and they will be effected at that day’s closing price for the applicable Portfolio. In these cases, the EFT debit will occur on the third business day after the request is received. Your trade date will be on the business day prior to your debit date.

**Limitations on Recurring Contributions and EFT Contributions.** We may place a limit on the total dollar amount per day you may contribute to your Account by EFT. Contributions in excess of this limit will be rejected. If you plan to contribute a large dollar amount to your Account by EFT, you may want to contact a Client Service Representative at 1-866-485-9415 to inquire about the current limit prior to making your contribution.

An EFT or Recurring Contribution may fail because the bank account on which it is drawn lacks sufficient funds or because the Account Owner has failed to provide correct and complete banking instructions (Failed Contributions). If you have a Failed Contribution, we reserve the right to suspend processing of future Recurring Contribution and EFT contributions. See **Failed Contributions** on page 13.

**Direct Deposits From Payroll.** You may be eligible to make automatic, periodic contributions to your Account by payroll deduction (if your employer offers this service). You may make your initial investment by payroll deduction or set up payroll deduction for additional contributions to your Account. The minimum payroll deduction contribution is $10 per paycheck. Contributions by payroll deduction will only be permitted from employers able to meet our operational and administrative requirements. You must complete payroll deduction instructions by logging into your Account at www.collegechoicedirect.com, selecting the payroll deduction option, and designating the contribution amount in the instructions. You will need to print these instructions and submit them to your employer. Alternatively, you may submit a Payroll Deduction Form directly to us to initiate the payroll deduction process.

**Rollover Contributions.** You can make your initial investment by rolling over assets from another Qualified Tuition Program to CollegeChoice 529 for the benefit of the same Beneficiary. You can also rollover assets from your CollegeChoice 529 Account to another Qualified Tuition Program to a Beneficiary who is a Member of the Family of your current Beneficiary. See **Maintaining Your Account - Options for Unused Contributions: Changing a Beneficiary, Transferring Assets to Another CollegeChoice 529 Account** on page 17. A rollover for the same Beneficiary is restricted to once per 12-month period. Incoming rollovers can be direct or indirect. A direct rollover is the transfer of money from one Qualified Tuition Program directly to another. An indirect rollover is the transfer of money from an account in another state’s Qualified Tuition Program to a separate account in your state’s CollegeChoice 529 Program to be transferred to your Account. To avoid federal income tax consequences and the Distribution Tax, you must contribute an indirect rollover within 60 days of the distribution.
The State income tax credit is not available for rollover contributions from another state’s Qualified Tuition Program into a Plan. You should also be aware that some states may not permit direct rollovers from Qualified Tuition Programs. In addition, there may be state income tax consequences (and in some cases state-imposed penalties) resulting from a rollover out of a state’s Qualified Tuition Program. See Important Tax Information – State Tax Issues – Income Tax Credit Requirements on page 42.

Moving Assets from an UGMA/UTMA Account. If you are the Custodian of an UGMA/UTMA account, you may be able to open an Account in your custodial capacity, depending on the laws of the state where you opened the UGMA/UTMA account. These types of accounts involve additional restrictions that do not apply to regular Section 529 accounts. The Plan Officials are not liable for any consequences related to your improper use, transfer, or characterization of custodial funds.

In general, your UGMA/UTMA custodial account is subject to the following additional requirements and restrictions:

1. you must indicate that the Account is an UGMA/UTMA Account and the state in which the UGMA/UTMA account was opened during online enrollment or by checking the appropriate box on the Enrollment Form;
2. you must establish an Account in your custodial capacity separate from any Accounts you may hold in your individual capacity;
3. you will be permitted to make distributions in accordance with the rules regarding distributions under applicable UGMA/UTMA law;
4. you will not be able to change the beneficiary of the Account (directly or by means of a Rollover Distribution), except as may be permitted by applicable UGMA/UTMA law;
5. you will not be able to change the Account Owner to anyone other than a successor Custodian during the term of the custodial account under applicable UGMA/UTMA law;
6. you must notify us when the custodianship terminates and your Beneficiary is legally entitled to take control of the Account. At that time, the Beneficiary will become the Account Owner and will become subject to the provisions of the Plan applicable to non-UGMA/UTMA Account Owners;

7. any tax consequences of a distribution from an Account will be imposed on the Beneficiary and not on the Custodian; and
8. we may require you to provide documentation evidencing compliance with the applicable UGMA/UTMA law.

In addition, certain tax consequences described under Important Tax Information starting on page 40, may not be applicable in the case of Accounts opened by a Custodian under UGMA/UTMA. Moreover, because only contributions made in ‘cash form’ may be used to open an Account in CollegeChoice 529, the liquidation of non-cash assets held by an UGMA/UTMA account would be required and would generally be a taxable event. In addition, making distributions from an UGMA/UTMA account to fund an Account for the same Beneficiary does not qualify for the Indiana income state tax credit. Please contact a tax advisor to determine how to transfer assets held in an existing UGMA/UTMA account to CollegeChoice 529 and what the implications of that transfer may be for your specific situation.

Moving Assets from a Coverdell Education Savings Account. You may fund your Account by moving assets from a Coverdell Education Savings Account (ESA). Please indicate that the assets were liquidated from the ESA during online enrollment, or on the paper Enrollment Form or with any additional investments. Unlike UGMA/UTMA accounts, the Beneficiary may be changed to a Member of the Family of the beneficiary of the ESA. Making distributions from an ESA to fund an Account for the same Beneficiary is not a taxable transaction. Consult your tax advisor for more information.

Dollar-Cost Averaging. Dollar-cost averaging is a way to purchase more Units at a lower price. You may dollar-cost average from an existing Individual Portfolio into another Individual Portfolio. Should the Authority decide to increase the Maximum Account Balance, which it may in its sole discretion, additional contributions up to the new Maximum Account Balance will be accepted.

It is important to note that you may dollar-cost average from an existing Individual Portfolio into another Individual Portfolio. Should the Authority decide to increase the Maximum Account Balance, which it may in its sole discretion, additional contributions up to the new Maximum Account Balance will be accepted.

If you are contributing, you may dollar-cost average to meet your annual investment exchange for that calendar year. However, changes you make to dollar-cost averaging with respect to money already in your Account, or changes to the dollar-cost averaging already in effect (for example, you change the dollar amount transferred each month) will be considered your annual investment exchange for that calendar year.

Maximum Account Balance. You can contribute up to a Maximum Account Balance of $450,000 for each Beneficiary. The aggregate market value of all accounts for the same Beneficiary under all Qualified Tuition Programs sponsored by the State of Indiana (CollegeChoice 529, CollegeChoice Advisor 529 Savings Plan (CollegeChoice Advisor) and CollegeChoice CD 529 Savings Plan (CollegeChoice CD)) is counted toward the Maximum Account Balance regardless of the Account Owner. Earnings may cause the Account balances for your Beneficiary to exceed $450,000 and no further contributions will be allowed at that point. If, however, the market value of your Account falls below the Maximum Account Balance, we will then accept additional contributions.

Excess Contributions. The excess portion of any contributions received that would cause your Account balance to exceed the Maximum Account Balance (as determined by the close of business on the day prior to our receipt of your contribution) will be returned
to you, without adjustment for gains or losses. If you are enrolled in a Recurring Contribution, the Recurring Contribution may be discontinued. Also, if a contribution is applied to an Account and we later determine the contribution to have caused the aggregate market value of the account(s) for a Beneficiary in all Qualified Tuition Programs sponsored by the State of Indiana to exceed the Maximum Account Balance, we will refund the excess contributions and any earnings thereon to the contributor. Any refund of an excess contribution may be treated as a Non-Qualified Distribution.

Failed Contributions. If you make a contribution by check, EFT, or Recurring Contribution that is returned unpaid by the bank upon which it is drawn, you will be responsible for any fees or charges assessed by the Portfolios or the Plan and we may charge your Account a reasonable Fee. Your obligation to cover the loss may be waived if you make payment in good order within ten (10) calendar days from the date of the confirmation to reject or cancel any contribution due to nonpayment.

Confirmation of Contributions and Transactions. We will send you a confirmation for each contribution and transaction to your Account(s), except for Recurring Contributions, payroll deduction transactions, exchanges to or from a Upromise Program account to your Account, and the Annual Account Maintenance Fee, which will only be confirmed on a quarterly basis. Each confirmation statement will indicate the number of Units you own in each Investment Option, if an error has been made in the amount of the transaction or the Investment Option in which a particular contribution is invested, you have sixty (60) days from the date of the confirmation statement to notify us of the error. See Maintaining Your Account - Correction of Errors on page 18.

We use reasonable procedures to confirm that transaction requests are genuine. You may be responsible for losses resulting from fraudulent or unauthorized instructions received by us, provided we reasonably believe the instructions are genuine. To safeguard your Account, please keep your information confidential. Contact us immediately at 1-866-485-9415 if you believe there is a discrepancy between a transaction you requested and the confirmation statement you received, or if you believe someone has obtained unauthorized access to your Account. Contributions are refundable if they appear to be an abuse of the Plan.

Ugift. You may invite family and friends to contribute to your Account through Ugift, either in connection with a special event or just to provide a gift to the Account Owner’s Beneficiary. Family and friends can either contribute online through a special check, wire transfer or by mailing in a gift contribution coupon with a check made payable to Ugift—CollegeChoice 529 Direct Savings Plan. The minimum Ugift contribution is ten dollars ($10).

Gift contributions associated with a special event will be held by us upon receipt and transferred into your Account approximately three (3) business days after the special event. If the gift contribution is received less than two (2) business days prior to the special event, or if the gift contribution is not associated with a special event, then the contribution will be held for approximately five (5) business days before being transferred into your Account. Gift contributions through Ugift are subject to the Maximum Account Balance. Gift contributions will be invested according to the Standing Investment Instruction on file at Ugift. Any gift contribution is transferred. There may be potential tax consequences of gift contributions invested in your Account. You and the gift giver should consult a tax advisor for more information. Ugift is an optional service, is separate from CollegeChoice 529, and is not affiliated with the State of Indiana, the Authority, the Board, or the Trust. For more information, please see our website at www.collegechoiceldirect.com.

Upromise Program. If you are enrolled in the Upromise Program, you can link your Account so that savings are automatically transferred to your Account on a periodic basis. Transfers from a Upromise Program account may be subject to a minimum amount. Go to www.upromise.com for more information on transfer minimums. You cannot use the transfer of funds from a Upromise Program account as the initial funding source to satisfy the minimum contribution amount of ten dollars ($10) for your Account.

This Disclosure Booklet is not intended to provide detailed information concerning the Upromise Program. The Upromise Program is administered in accordance with the terms and procedures set forth in the Upromise Member Agreement (available upon request from Ugift). You may withdraw from the Upromise Program by contacting Ugift in writing at any time.

We will generally process a distribution from an Account within three (3) business days of accepting the request. During periods of market volatility and at year-end, distribution requests may take up to five (5) business days to process. Please allow ten (10) business days for the proceeds to reach you. We may also establish a minimum distribution amount and/or charge a Fee for non-Qualified Distributions made due to federal wire.

Distributions for Account Owners that are Trusts, Corporations and Other Entities. If the individuals who are authorized to act on behalf of your entity have changed since your Account was established, then additional documentation showing these changes must be submitted with any distribution request.

Temporary Withdrawal Restriction. If you make a contribution by check, EFT, or Recurring Contribution (assuming all are in good order), we will defer the approval of a withdrawal of that contribution from your Account for seven (7) business days following deposit. There will also be a hold of nine (9) business days on withdrawals following a change to your address, and a hold of fifteen (15) calendar days on withdrawals if banking information has been added or edited. For assistance, please contact a Client Service Representative at 1-866-485-9415.

Qualified Distributions. Distributions of Qualified Expenses are generally exempt from federal and Indiana income taxes and the Distribution Tax. However, withdrawals taken to pay K-12 Tuition for a school outside Indiana will be subject to recapture of the Indiana state income tax credit. See Important Tax Information - State Tax Issues - Recapture of Income Tax Credit beginning on page 42.

Non-Qualified Distributions. A distribution that does not meet the requirements for a Qualified Distribution will be considered a Non-Qualified Distribution by the IRS. The earnings portion of a Non-Qualified Distribution will be subject to federal income taxes (and may be subject to other taxes) and will be taxable to the person receiving the distribution. In addition, Non-Qualified Distributions are subject to a Distribution Tax unless it is one of the distributions described below under Other Distributions.

The person receiving the distribution is subject to IRS withholding. For purposes of determining whether a distribution is taxable or subject to the Distribution Tax, you must determine whether the distribution is made in connection with the payment of Qualified Expenses, as defined under the Code and discussed under Qualified Distributions. If the distribution is not associated with a special event or just to provide a gift to the Account Owner, the Beneficiary or an Eligible Educational Institution may be requested online, by phone or you may complete a Distribution Request Form. In order for us to process a distribution request, you must complete and submit the Distribution Request Form to us in good order and provide such other information or documentation as we may, from time to time, require. Effective January 1, 2019, when taking a distribution from your Account, you will be required to designate the whether the distribution will be used for (i) Qualified Expenses that are not Indiana K-12 Tuition; or (ii) Indiana K-12 Tuition.

We will generally process a distribution from an Account within three (3) business days of accepting the request. During periods of market volatility and at year-end, distribution requests may take up to five (5) business General, you can take a distribution from your Account or close your Account at any time by notifying us. We will not send any proceeds from your distribution request until all the money has been collected, meaning the money’s availability in your Account is confirmed.

Distributions from your Account are either Qualified Distributions or Non-Qualified Distributions as determined under IRS requirements. As the Account Owner, you are responsible for satisfying the IRS requirements for proof of Qualified Distributions, which includes retaining any paperwork and receipts necessary to verify the type of distribution you received. We are not required to provide information to the IRS regarding the type (qualified or non-qualified) of distribution you receive.

Distributions may be subject to federal and/or state tax withholding. For purposes of determining whether a distribution is taxable or subject to the Distribution Tax, you must determine whether the distribution is made in connection with the payment of Qualified Expenses, as defined under the Code and discussed under Qualified Distributions. If the distribution is not associated with a special event, or just to provide a gift to the Account Owner, the Beneficiary or an Eligible Educational Institution may be requested online, by phone or you may complete a Distribution Request Form. In order for us to process a distribution request, you must complete and submit the Distribution Request Form to us in good order and provide such other information or documentation as we may, from time to time, require. Effective January 1, 2019, when taking a distribution from your Account, you will be required to designate the whether the distribution will be used for (i) Qualified Expenses that are not Indiana K-12 Tuition; or (ii) Indiana K-12 Tuition.

We will generally process a distribution from an Account within three (3) business days of accepting the request. During periods of market volatility and at year-end, distribution requests may take up to five (5) business days to process. Please allow ten (10) business days for the proceeds to reach you. We may also establish a minimum distribution amount and/or charge a Fee for non-Qualified Distributions made due to federal wire.
Other Distributions. The distributions discussed below are not subject to the Distribution Tax. Except for a Rollover Distribution, a Refunded Distribution and an ABLE Rollover Distribution, the earnings portion of each distribution discussed will be subject to federal and to any applicable state income taxes. ABLE Rollover Distributions may be subject to a recapture tax in Indiana. See Important Tax Information - Federal Tax Issues - Transfers and Rollovers on page 40 and State Tax Issues beginning on page 41. You should consult a tax advisor regarding the application of federal and state tax laws if you take any of these distributions:

- Death of Beneficiary. In the event of the death of the Beneficiary, you may change the Beneficiary of your Account, authorize a payment to a beneficiary of the Beneficiary, or the estate of the Beneficiary, or request the return of all or a portion of your Account balance. A distribution due to the death of the Beneficiary, if paid to a beneficiary of the Beneficiary or the estate of the Beneficiary, will not be subject to the Distribution Tax, but earnings will be subject to federal and any applicable state income tax. A distribution of amounts in your Account, if not paid to a beneficiary of the Beneficiary or the Beneficiary’s estate, may constitute a Non-Qualified Distribution, subject to federal and applicable state income taxes at the distributee’s tax rate and the Distribution Tax. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary, you will not owe federal income tax or the Distribution Tax. Special rules apply to UGMA/UTMA custodial accounts.

- Disability of Beneficiary. If your Beneficiary becomes Disabled, you may change the Beneficiary of your Account or request the return of all or a portion of your Account balance. A distribution due to the Disability of the Beneficiary will not be subject to the Distribution Tax, but earnings will be subject to federal and any applicable state income tax at your tax rate. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary, you will not owe federal income tax or the Distribution Tax. Special rules apply to UGMA/UTMA custodial accounts.

- Receipt of Scholarship. If your Beneficiary receives a qualified scholarship, Account assets up to the amount of the scholarship may be withdrawn without imposition of the Distribution Tax. A qualified scholarship includes certain Educational Assistance allowances under federal law as well as certain payments for educational expenses (or attributable to attendance at certain educational institutions) that are exempt from federal income tax. The earnings portion of a distribution due to a qualified scholarship is subject to federal and any applicable state income tax at the distributee’s tax rate.

- Attendance at Certain Specified Military Academies. If your Beneficiary attends a United States military academy, such as the United States Naval Academy, you may withdraw up to an amount equal to the costs attributable to the Beneficiary’s attendance at the institution without incurring the additional Distribution Tax. The earnings portion of the distribution will be subject to federal and any applicable state income tax at the distributee’s tax rate.

- Use of Education Tax Credits. If you pay Qualified Expenses from an Account, you will not be able to claim American Opportunity or Lifetime Learning Credits for the same expenses. Furthermore, expenses used in determining the allowed American Opportunity or Lifetime Learning Credits will reduce the amount of a Beneficiary’s Qualified Expenses to be paid from your Account as a Qualified Distribution and may result in taxable distributions. These distributions will not be subject to the Distribution Tax.

- Rollover Distribution. To qualify as a Rollover Distribution, you must reinvest the amount distributed from your Account into another Qualified Tuition Program within sixty (60) days of the distribution date. Rollover Distributions may be subject to certain state taxes, but are generally exempt from federal income taxes and the Distribution Tax. A Rollover Distribution from your Account is considered a Recapture Distribution and, therefore, subject to recapture of the Indiana state income tax credit. See Important Tax Information - State Tax Issues - Recapture of Income Tax Credit beginning on page 42. ABLE Rollover Distribution. To qualify as an ABLE Rollover Distribution, you must reinvest the amount distributed from your Account into another Qualified ABLE Program within sixty (60) days of the distribution date. ABLE Rollover Distributions may be subject to certain state taxes but are generally exempt from federal income taxes and the Distribution Tax. The Indiana Department of Revenue has not provided information on whether an ABLE Rollover Distribution may also be subject to a recapture tax. Indiana state taxation of ABLE Rollover Distributions is discussed in State Tax Issues - Treatment of ABLE Rollover Distributions on page 43. Refunded Distribution. If you take a Refunded Distribution, any refunds received from an Eligible Educational Institution will not be subject to federal or Indiana state income tax or the Distribution Tax.

Records Retention. Under current federal tax law, you are responsible for obtaining and retaining records, invoices, or other documentation relating to your Account, including records adequate to substantiate, among other things, the following: (i) expenses which you claim are Qualified Expenses, (ii) the death or Disability of a Beneficiary, (iii) the receipt by a Beneficiary of a qualified scholarship or Educational Assistance, (iv) the attendance by a Beneficiary at certain specified military academies, or (v) a Rollover Distribution.

Method of Payment. We pay distributions as noted to the following payees:

- Account Owner (by check or by ACH to an established bank account);
- Beneficiary (by check to an established bank account); or
- Eligible Education Institution (by check).

A distribution taken to pay K-12 Tuition will be made payable to the Account Owner only.

Timing of Distribution Request. Distribution requests received in good order before the close of the NYSE (generally 4 p.m. Eastern time) on any day the NYSE is open for business are processed that day based on the Unit Values of the Portfolios underlying your Account for that day. Requests received after the close of the NYSE are processed the next business day using the Unit Values on that day.

Tax Treatment of Distributions. Please read Important Tax Information starting on page 40.
 Maintaining Your Account

Account Statements. You will receive quarterly statements to reflect transactions only if you have made transactions within the calendar year. You may make contributions to your Account; exchanges from a UGMA/UTMA Custodian may also be made to your Account; exchanges due to dollar-cost averaging; automatic transfers from a Upromise account to your Account; withdrawals made from your Account; and transaction and maintenance fees incurred by your Account. The total value of your Account at the end of the quarter will also be included in your quarterly statements. You will receive an annual Account statement even if you have made no transactions within the year.

Your Account statement is not a tax document and should not be submitted with your tax forms. However, you could use your Account statement(s) to determine the amounts contributed during the previous tax year. You may request duplicate copies of Account statements to be provided to another party.

You can choose to receive periodic Account statements, transaction confirmations, and other personal correspondence via electronic delivery or in paper format. We reserve the right to charge a Fee for duplicate copies of historical statements.

Account Maintenance: Did you know that most transactions and changes to your Account can be handled online by going to www.collechoicedirect.com and logging into your Account?

Options for Unused Contributions; Changing a Beneficiary, Transferring Assets From Another to Your Account.

Your Beneficiary may choose not to attend an Eligible Educational Institution or may not use all the money available on your Account. In either case, you may name a new Beneficiary or take a distribution of your Account assets. Any Non-Qualified Distribution from your Account will be subject to applicable income taxes and may be subject to the Distribution Tax. See How to Take a Distribution from your Account starting on page 14.

You can change your Beneficiary at any time. To avoid starting on page 14.

Changing Investment Direction. You may change your Investment Options for your Account twice per calendar year, and with a permissible change in the Beneficiary. Additional restrictions apply to transfers out of the Stable Value Portfolio. These additional restrictions may operate to limit your ability to change Investment Options within the same calendar year. See Important Risks You Should Know About - Equity Wash Rule on page 25. You can initiate this transaction online, over the telephone by contacting a Client Service Representative at 1-866-485-9415, or by downloading the Exchange/Future Contribution (Allocation) Form from our website at www.collechoicedirect.com.

Because you may make only two (2) exchanges per year per Account, it is important that you select an Investment Option that will meet your comfort level for risk in a variety of market conditions.

Changing or Removing a Custodian. For an Account funded with assets originally held in an UGMA/UTMA account, the Custodian may be released or replaced upon written notice to the Plan. See Funding Methods - Moving Assets From An UGMA/UTMA Account on page 11. Change of Account Owner. Except as discussed below, you may transfer control of your Account assets to a new Account Owner. All transfers to a new Account Owner must be requested in writing and include any information that may be required by us. However, your right of control may not be sold, transferred, used as collateral, or pledged or exchanged for money or anything of value. We may require affidavits or other evidence to establish that a transfer is non-financial in nature. Your right of control may be lost under the terms of a proper court order as part of divorce proceedings or other legal proceedings. If you transfer control of an Account to a new Account Owner, the new Account Owner must agree to be bound by the terms and conditions of the Disclosure Booklet and Enrollment Form. Transferring an Account to a new Account Owner may have significant tax consequences. Before doing so, you may want to check with your tax advisor regarding your particular situation.

Simultaneous Death of Account Owner and Beneficiary. If you and your Beneficiary both die and there is no evidence to verify that one died before the other, the appointed Successor Account Owner will become the Account Owner. If no Successor Account Owner has been appointed, the fudiciary responsible for the disposition of the Beneficiary’s estate must designate the new Account Owner. If no executor or fudiciary has been appointed, one must be appointed by a valid court order for this purpose.

Recovery of Incorrect Amounts. If an incorrect amount is paid to or on behalf of you or your Beneficiary, we may recover this amount from you or your Beneficiary, or any remaining balances may be adjusted to correct the error. The processing of adjustments resulting from clerical errors or other causes that are de minimis in amount may be waived at the discretion of the Authority.

Correction of Errors. There is a 60-day period for making corrections. If, within sixty (60) days after issuance of any Account statement or confirmation, you make no written objection to us regarding an error in your Account that is reflected on that statement, the statement will be deemed correct and binding upon you and your Beneficiary. If you do not write us to object to a confirmation within that time period, you will be considered to have approved it and to have released the Plan Officials from all responsibility for matters covered by the confirmation. Each Account Owner agrees to provide all information that we need to comply with any legal reporting requirements.

Internet Access. You have the option to perform Account-related transactions and activity online. You can securely access and manage your Account information—including quarterly statements, annual statements, transaction confirmations, and tax forms—24 hours a day at www.collechoicedirect.com once you have created an online user name and password. If you choose to open an Account electronically or register to view your Account you can also choose to access documents relating to your Account online. Please note that if you elect to receive documents electronically, the only way to get paper copies of these documents will be to print them from a computer. You should not elect to conduct transactions electronically if you do not have regular and continuous Internet access.

The Enrollment Kit and additional information about the Portfolios are available on our website. These materials and this information may be supplemented from time to time throughout the year. Any supplements will also be available on our website.

If you have elected electronic delivery, we may, from time to time, notify you by email that documents, including Account statements and transaction confirmations, have been delivered. However, email notification is not a substitute for regularly checking your Account at www.collechoicedirect.com.

We may archive Account documents and cease providing them on our website when they become out of date. You should consider printing any Account information that you may wish to retain before it is removed. After these documents are archived, you will be able to obtain a copy for a fee by contacting Client Service at 1-866-485-9415.

You will be required to create a user ID and password, and authenticate your device(s) in order to access and perform transactions in your Account. You should not share your password with anyone else. We will honor instructions from any person who provides correct identifying information, and we are not responsible for fraudulent transactions over the Internet according to these procedures. Accordingly, you bear the risk of loss if unauthorized persons obtain your user ID and password and conduct any transactions on your Account. You can reduce this risk by checking your Account information regularly. You should avoid using passwords that can be guessed and should consider changing your password frequently. For security purposes, our Client Service Representatives will not ask you for your password. It is your responsibility to review your Account information and to notify us promptly of any unusual activity. You can withdraw your consent to receiving documents electronically at any time by contacting Client Service at 1-866-485-9415 or making the change online.

We cannot guarantee the privacy or reliability of email, so we will not honor requests for transfers or changes received by email, nor will we send Account information.
Involuntary Termination of Accounts. CollegeChoice 529 is not intended to be used, nor should it be used, by any taxpayer for the purpose of evading federal or state taxes or tax penalties. We may refuse to establish or may terminate an Account if we determine that it is in the best interest of CollegeChoice 529 or required by law. If we determine that you provided false or misleading information to the Plan Officials or an Eligible Educational Institution in establishing or maintaining an Account, or that you are restricted by law from participating in CollegeChoice 529, we may close your Account. Trust interests redeemed as a result of closing your Account will be valued at the Unit Value next calculated after we decide to close your Account, and the risk of market loss, tax implications, and any other expenses, as a result of the liquidation, will be solely your responsibility.

Unclaimed Accounts. Under certain circumstances, if there has been no activity in your Account, or if we have not been able to contact you for a period of time, your Account may be considered abandoned under Indiana’s or your state’s unclaimed property laws. If your property is considered abandoned, it will, without proper claim by the Account Owner within a certain period of years, revert to the State or your state. For more information on Indiana’s unclaimed property law, see the Indiana Attorney General, Unclaimed Property Division website at: https://indianaunclaimed.gov/.

Fees

The Fees and other payments for CollegeChoice 529 may change from time to time. Any changes to the Fees will be included in any updated Disclosure Booklets or Supplements. These Fees are described below and illustrated in the following tables.

Total Annual Asset-Based Fee. Each Portfolio has a Total Annual Asset-Based Fee, which includes both administrative and investment management costs. This fee, called the Program Fee, is deducted from the assets in each Portfolio. As an Account Owner, you bear a pro rata share of the Program Fee. Under the Program Fee, you also bear a pro rata share of the annual fees and expenses of the Underlying Investments in which each Portfolio in your Account invests. The Program Fee reduces the return you will receive from an investment in the Plan and has two components - the Underlying Investment Fee and the Manager Fee.

• Underlying Investment Fee. The Underlying Investment Fee includes investment advisory fees, administrative, and other expenses, which are paid to Vanguard, Loomis Sayles, Carillon Reams, and Western Asset. For Dodge & Cox Funds, the Underlying Investment Fee includes investment advisory fees, administrative, and other fees which are paid to Dodge & Cox and other service providers to the Dodge & Cox Funds. There is no Underlying Investment Fee for the Savings Portfolio.

• Manager Fee. The Program Manager receives the Manager Fee for administration and management of CollegeChoice 529. It is intended that the Manager Fee will provide all income to the Program Manager necessary to cover the expenses of administering and managing CollegeChoice 529. The Manager Fee will be reduced by two basis points from 0.31% to 0.29% for the Year of Enrollment Portfolios and from 0.16% to 0.14% for the Individual Portfolios when the combined assets of CollegeChoice 529 and CollegeChoice Advisor reach $5.5 billion. The Manager Fee will be reduced by two basis points from 0.29% to 0.27% for the Year of Enrollment Portfolios and from 0.14% to 0.12% for the Individual Portfolios when the combined assets of CollegeChoice 529 and CollegeChoice Advisor reach $6.6 billion. As of May 31, 2019, the combined assets of CollegeChoice 529 and CollegeChoice Advisor Savings Plan were just over $4.7 billion.

Wrap Fee (Stable Value Portfolio and select Year of Enrollment Portfolios). The expense ratio of the Stable Value Portfolio may include a wrap fee of between 0.15% and 0.20% which may lower the return of the Stable Value Portfolio. The Stable Value Portfolio is comprised of the Vanguard Short-Term Reserves Account. Because the Vanguard Short-Term Reserves Account is a component of some Year of Enrollment Portfolios, the expense ratio of these select Portfolios may include a wrap fee of between 0.15% and 0.20% on the portion of the Portfolio allocated to the Vanguard Short-Term Reserves Account.

Annual Account Maintenance Fee. An Annual Account Maintenance Fee of $20 is charged to each Account. This Fee is waived if you or your Beneficiary are an Indiana Resident, or your Account balance is at least $25,000. The Fee may also be waived for certain types of Accounts. The Program Manager receives this Fee, which is generally charged during the month of the first anniversary in which your Account was opened and annually thereafter. A prorated $5 per quarter Fee may be charged if you make a full withdrawal of funds from your Account prior to your Account’s anniversary month.

Service-Based and Other Fees. We reserve the right to charge additional service-based and other Fees if we consider them to be necessary and reasonable. We may also impose certain Transaction Fees up to the amounts specified below:

<table>
<thead>
<tr>
<th>TRANSACTION</th>
<th>FEE AMOUNT*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Returned Check</td>
<td>$30</td>
</tr>
<tr>
<td>Rejected Recurring Contribution Payment</td>
<td>$30</td>
</tr>
<tr>
<td>Rejected EFT</td>
<td>$30</td>
</tr>
<tr>
<td>Overnight Delivery</td>
<td>$15 weekday/$25 Saturday</td>
</tr>
<tr>
<td>Outgoing Wires</td>
<td>$5</td>
</tr>
<tr>
<td>Reissue of Disbursement Checks</td>
<td>$15</td>
</tr>
<tr>
<td>Request for Historical Statement</td>
<td>$10 per yearly statement/ $30 maximum per household</td>
</tr>
<tr>
<td>Rollover out of the Plan</td>
<td>$20</td>
</tr>
</tbody>
</table>

* Subject to change without prior notice.

We reserve the right to not reimburse fees charged by financial institutions for contributions made either via Recurring Contribution or EFT that are cancelled due to insufficient funds in the bank account from which the money is withdrawn.
Float Income
The Program Manager 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 Program Manager maintains “clearing accounts” or by the investments in which the Program Manager invests 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 by the Program Manager 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.

Costs: The Program Fee (also known as the Total Annual Asset-Based Fee) ranges from 0.16% to 0.79%.

These clearing accounts generally earn interest at a rate between the money market rate and that of U.S. Treasury Notes. The interest paid on each of these transactions is typically small, and it is likely to represent a minor portion of the overall compensation received by the Program Manager.

Fee Structure Table. The following table shows the total Fees charged to each Portfolio in CollegeChoice 529. The annualized Underlying Investment Fee and Manager Fee added together equal the Total Annual Asset-Based Fee.

**FEE AND EXPENSE INFORMATION**

<table>
<thead>
<tr>
<th>A $20 ANNUAL ACCOUNT MAINTENANCE FEE IS ASSESSED PER ACCOUNT</th>
<th>ALL INVESTMENT OPTIONS BEAR THE TOTAL ANNUAL ASSET-BASED FEE</th>
</tr>
</thead>
<tbody>
<tr>
<td>INVESTMENT OPTIONS</td>
<td>ANNUALIZED UNDERLYING INVESTMENT FEE</td>
</tr>
<tr>
<td>--------------------</td>
<td>--------------------------------------</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>0.66%</td>
</tr>
<tr>
<td>2023 Enrollment Portfolio</td>
<td>0.99%</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>0.11%</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>0.12%</td>
</tr>
<tr>
<td>2042 Enrollment Portfolio</td>
<td>0.12%</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>0.10%</td>
</tr>
<tr>
<td>College Portfolio</td>
<td>0.09%</td>
</tr>
<tr>
<td>U.S. Equity Index</td>
<td>0.16%</td>
</tr>
<tr>
<td>International Portfolio</td>
<td>1.63%</td>
</tr>
<tr>
<td>Active Bond Portfolio</td>
<td>0.40%</td>
</tr>
<tr>
<td>Inflation-Protected Portfolio</td>
<td>0.28%</td>
</tr>
<tr>
<td>Bond Index Portfolio</td>
<td>0.04%</td>
</tr>
<tr>
<td>Stable Value Portfolio</td>
<td>0.03%</td>
</tr>
<tr>
<td>Savings Portfolio</td>
<td>0.00%</td>
</tr>
</tbody>
</table>

1. This fee is waived if a) you or your Beneficiary are an Indiana Resident; or b) your Account balance is at least $25,000.
2. This total is assessed against assets over the course of the year and includes the annualized Underlying Investment Fee and the annualized Manager fee, but does not include the Annual Account Maintenance Fee. Please refer to the table on the next page that shows total approximate costs for a $10,000 investment over 1, 3, 5, and 10 year periods.
3. Fees are current as of May 31, 2019. The Underlying Investment Fee includes investment advisory fees, administrative, and other expenses, which are paid to Vanguard, Loomis Sayles, Carillon Reams, and Western Asset, as applicable. For Dodge & Cox Funds, the Underlying Investment Fee includes investment advisory fees, administrative, and other fees which are paid to Dodge & Cox and other service providers to the Dodge & Cox Funds. As of May 31, 2019, an Underlying Investment Fee is not charged for the Savings Portfolio. The Underlying Investment Fees may increase or decrease over time.
4. The Program Manager may voluntarily limit the Manager Fee associated with the Stable Value Portfolio in an effort to achieve a net yield of 0.00% or greater.
5. Because the Vanguard Short-Term Reserves Account (the Fund underlying the Stable Value Portfolio) is a component of select Year of Enrollment Portfolios, the expense ratio of select Year of Enrollment Portfolios may include a stable value wrap fee of between 0.15% and 0.20%, which could reduce the return of the Portfolio.

**Approximate Cost for a $10,000 Investment**
The following tables compare the approximate cost of investing in the Plan over different periods of time. This hypothetical is not intended to predict or project investment performance. Past performance is no guarantee of future results. Your actual cost may be higher or lower. The tables are based on the following assumptions:

- A $10,000 contribution is invested for the time periods shown.
- A 5% annually compounded rate of return on the amount invested throughout the period.
- The total funds available in the Account are withdrawn at the end of the period shown to pay for Qualified Expenses (the table does not consider the impact of any potential state or federal taxes on the withdrawal).
- The total annual asset based fee remains the same as that shown in the Fee Structure Table on the previous page.
- Expenses for each Investment Option in the first table exclude the Annual Account Maintenance Fee of $20. The second table includes the Annual Account Maintenance Fee.

**APPROXIMATE COST FOR A $10,000 INVESTMENT INCLUDING THE $20 ANNUAL ACCOUNT MAINTENANCE FEE**

<table>
<thead>
<tr>
<th>PORTFOLIO</th>
<th>1 YEAR</th>
<th>3 YEAR</th>
<th>5 YEAR</th>
<th>10 YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>$38</td>
<td>$120</td>
<td>$210</td>
<td>$473</td>
</tr>
<tr>
<td>2033 Enrollment Portfolio</td>
<td>$41</td>
<td>$129</td>
<td>$224</td>
<td>$506</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>$43</td>
<td>$136</td>
<td>$238</td>
<td>$533</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>$44</td>
<td>$139</td>
<td>$243</td>
<td>$547</td>
</tr>
<tr>
<td>2024 Enrollment Portfolio</td>
<td>$44</td>
<td>$137</td>
<td>$240</td>
<td>$539</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>$42</td>
<td>$133</td>
<td>$232</td>
<td>$523</td>
</tr>
<tr>
<td>College Portfolio</td>
<td>$41</td>
<td>$128</td>
<td>$224</td>
<td>$504</td>
</tr>
<tr>
<td>U.S. Equity Index Portfolio</td>
<td>$18</td>
<td>$58</td>
<td>$101</td>
<td>$230</td>
</tr>
<tr>
<td>International Portfolio</td>
<td>$81</td>
<td>$252</td>
<td>$439</td>
<td>$978</td>
</tr>
<tr>
<td>Active Bond Portfolio</td>
<td>$57</td>
<td>$179</td>
<td>$313</td>
<td>$701</td>
</tr>
<tr>
<td>Inflation-Protected Portfolio</td>
<td>$45</td>
<td>$141</td>
<td>$246</td>
<td>$555</td>
</tr>
<tr>
<td>Bond Index Portfolio</td>
<td>$20</td>
<td>$64</td>
<td>$113</td>
<td>$255</td>
</tr>
<tr>
<td>Stable Value Portfolio</td>
<td>$20</td>
<td>$62</td>
<td>$108</td>
<td>$244</td>
</tr>
<tr>
<td>Savings Portfolio</td>
<td>$16</td>
<td>$52</td>
<td>$90</td>
<td>$205</td>
</tr>
</tbody>
</table>

**APPROXIMATE COST FOR A $10,000 INVESTMENT EXCLUDING THE $20 ANNUAL ACCOUNT MAINTENANCE FEE**

<table>
<thead>
<tr>
<th>PORTFOLIO</th>
<th>1 YEAR</th>
<th>3 YEAR</th>
<th>5 YEAR</th>
<th>10 YEAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>$36</td>
<td>$111</td>
<td>$190</td>
<td>$403</td>
</tr>
<tr>
<td>2033 Enrollment Portfolio</td>
<td>$40</td>
<td>$124</td>
<td>$212</td>
<td>$453</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>$40</td>
<td>$121</td>
<td>$207</td>
<td>$442</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>$45</td>
<td>$136</td>
<td>$238</td>
<td>$533</td>
</tr>
<tr>
<td>2024 Enrollment Portfolio</td>
<td>$44</td>
<td>$139</td>
<td>$243</td>
<td>$547</td>
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<tr>
<td>2021 Enrollment Portfolio</td>
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<td>$133</td>
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<td>College Portfolio</td>
<td>$41</td>
<td>$128</td>
<td>$224</td>
<td>$504</td>
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<tr>
<td>U.S. Equity Index Portfolio</td>
<td>$18</td>
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<td>$20</td>
<td>$62</td>
<td>$108</td>
<td>$244</td>
</tr>
<tr>
<td>Savings Portfolio</td>
<td>$16</td>
<td>$52</td>
<td>$90</td>
<td>$205</td>
</tr>
</tbody>
</table>
You should strongly consider the information in this Section, as well as the other information in the Disclosure Booklet before making any decisions about opening an Account or making any additional contributions. You should consult an attorney or a qualified financial or tax advisor with any legal, business, or tax questions you may have. In addition, no investment recommendation or advice you receive from any financial advisor or any other person is provided by, or on behalf of, the Plan Officials. The contents of the Disclosure Booklet should not be construed as legal, financial, or tax advice.

The Plan is an Investment Vehicle. Accounts in the Plan are subject to certain risks. In addition, certain Portfolios carry more and/or different risks than others. You should weigh these risks with the understanding that they could arise at any time during the life of your Account. A discussion of the investment risks related to each Investment Option can be found in Appendix A - Explanation of Investment Risks beginning on page 56.

Principal and Returns Not Guaranteed. Neither your contributions to nor any investment return earned on your contributions are guaranteed by the Plan Officials. Except to the extent of FDIC insurance available on the Savings Portfolio, you could lose money (including your contributions) or not make any money by investing in CollegeChoice S29.

An Investment in CollegeChoice S29 is not a bank deposit. Generally, investments in CollegeChoice S29 are not insured or guaranteed by the FDIC or any other government agency or by the Plan Officials. As described in this Disclosure Booklet, FDIC insurance is only provided on a pass-through basis for the Savings Portfolio, relative to investing for retirement, the holding period for those savings for Qualified Expenses is very short (i.e., 5-20 years versus 30-60 years). Also, the need for liquidity when you wish to make withdrawals from your Account (to pay for Qualified Expenses) generally is very important. You should strongly consider the level of risk you wish to assume and your investment time horizon prior to selecting an Investment Option.

Market Uncertainties. Due to market uncertainties, the overall market value of your Account is likely to be highly volatile and could be subject to wide fluctuations in response to political and regulatory changes, legislative changes, worldwide political uncertainties, and general economic conditions, including inflation and unemployment rates. All of these factors are beyond our control and 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 port.

Limited Investment Direction; Liquidity. Investments in a Qualified Tuition Program like CollegeChoice S29 are considered less liquid than other types of investments (e.g., investments in mutual fund shares) because the circumstances in which you may withdraw money from your Account without a penalty or adverse tax consequences are significantly more limited. Once you select a Portfolio for a particular contribution, Section 529 of the Code (Section 529) provides that you can move money within that Portfolio only twice per calendar year for the same Beneficiary. Any additional transfers within that calendar year will be treated as Non-Qualified Distributions, and they will be subject to federal and any applicable state income taxes and the Distribution Tax.

Discretion of the Authority; Potential Changes to the Plan. The Authority has the sole discretion to determine which Investment Options will be available in the Plan. For example, the Authority may, without prior notice:

• change the Plan’s Fees and charges;
• add or remove a Portfolio;
• merge or change the composition of investments within the Portfolios;
• close a Portfolio to new investors; or
• change the Program Manager, an Investment Manager, Savings Portfolio Manager, or the Underlying Investment(s) at a Portfolio.

Depending on the nature of the change, you may be required to participate, or be prohibited from participating, in the change with respect to Accounts you open before the change.

If we terminate the Plan, you may be required to take a Non-Qualified Distribution for which tax and penalties, including the Distribution Tax, may be assessed. The Authority may terminate the Plan by giving written notice to you, if this occurs, you Account deposits may be distributed to you. Any amounts distributed are subject to any changes due; any charge, payment, or penalty required by law to be withheld; and allowances for any terminating or winding up expenses.

We may also change the Underlying Investments in the Plan. During the transition from one Underlying Investment to another Underlying Investment, we may sell all the securities in the Portfolio before purchasing new securities. Therefore, the Portfolio may temporarily not be invested in one of its asset classes. During a transition period, a Portfolio may temporarily hold a basket of securities if the Underlying Investments from which it is transitioning chooses to complete the transition by exchanging one security for another. In this case, the Program Manager will seek to liquidate the securities received from the Underlying Investment as promptly as possible so that the proceeds can be invested in the replacement Underlying Investment. The transaction costs associated with this type of liquidation, as well as any market impact on the value of the securities being liquidated, will be borne by the Portfolio and Accounts invested in the Portfolio. An Underlying Investment from which a Portfolio redeems may also impose redemption fees. In this case, the Portfolio will bear the cost of the redemption fees.

Suitability. The Plan Officials make no representation regarding the suitability or appropriateness of the Portfolios as an investment. There is no assurance that any Portfolio will be able to achieve its goals.

Other types of investments may be more appropriate depending upon your financial status, tax situation, risk tolerance, age, investment goals, savings needs, and the investment time horizons of you or your Beneficiary. You should consult a tax or investment advisor to seek advice concerning the appropriateness of this investment. There are programs and investment options other than the Plan available as education investment alternatives. They may entail tax and other fee or expense consequences and features different from the Plan, including, for example, different investments and different levels of Account Owner control. You may wish to consider these alternatives prior to opening an Account.

Meeting College Expenses Not Guaranteed. Even if you fund your Account(s) to the Maximum Account Balance, there is no assurance that the money in your Account will be sufficient to cover all the education expenses your Beneficiary may incur, or that the rate of return on your investment(s) will match or exceed the rate at which education expenses may rise each year.

IRS Regulations Not Final. As of the date of this Disclosure Booklet, the IRS has not issued final regulations regarding Qualified Tuition Programs. CollegeChoice S29 has not sought nor has it received a private letter ruling from the IRS regarding the status of CollegeChoice S29 under Section 529. If the IRS again begins issuing such private letter rulings, the Board may, in its sole discretion, determine to seek such a ruling in the future. In 2001, the Authority received a Private Letter Ruling from the IRS, confirming the Indiana Family College Savings Plan’s status as a Qualified Tuition Program. The Indiana Family College Savings Plan was the predecessor S29 plan to CollegeChoice S29.

Effect of Future Law Changes. It is possible that future changes in federal or state laws or court or interpretive rulings could adversely affect the terms and conditions of the Plan, the value of your Account, or the availability of state tax deductions, even retroactively. Specifically, CollegeChoice S29 is subject to the provisions of any changes to or revocation of the Enabling Legislation. In addition, it is the Authority’s intention to take advantage of Section 529 and therefore, CollegeChoice S29 is vulnerable to tax law changes or court or interpretive rulings that might alter the tax considerations described in Important Tax Information – Federal Tax Issues starting on page 40.

Death of Account Owner. If an Account Owner dies, control and ownership of the Account will be transferred to the Successor Account Owner. If no Successor Account Owner has been designated prior to the Successor Account Owner predeceases the Account Owner, control and ownership of the Account will be transferred to the Beneficiary if the Beneficiary is 18 years or older. If the Beneficiary is less than 18 years old, control and ownership of the Account will become subject to the estate and guardianship laws of the state in which the Account Owner resided.

Tax Considerations; Tax Credit Recapture. The federal and state tax consequences associated with participating in the Plan can be complex. In particular, you, as the Account Owner (not the contributor), must repay all or part, depending on the circumstances, of the Indiana state income tax credit claimed in prior taxable years by any contributors to your Account if you take a Recapture Distribution from your Account. See Important Tax Information - State Tax Issues - Recapture of Income Tax Credit beginning on page 42. You should consult a tax advisor regarding the application of tax laws to your particular circumstances.

Securities Laws. Units held by the Accounts in the Plan are considered municipal fund securities. The Units will not be registered as securities with the Securities and Exchange Commission (SEC) or any state securities regulator. Instead, the Units will be registered as investment companies under the Investment Company Act of 1940. Neither the SEC nor any state securities commission has approved or disapproved.
Relationship of Your Account to Medicaid Eligibility. It is unclear how local and state government agencies will treat Qualified Tuition Program assets for the purpose of Medicaid eligibility. Although there are federal guidelines under Title XIX of the Social Security Act of 1965, each state administers its Medicaid program and rules could vary greatly from one state to the next. You should check with an attorney, a tax advisor, or your local Medicaid administrator regarding the impact of an investment in the Plan on Medicaid eligibility.

General Portfolio Risks. Each Portfolio has its own investment strategy, risks and performance characteristics. In choosing the appropriate Portfolio(s) for your Account, you should consider your investment objectives, risk tolerance, time horizon, and other factors you determine to be important.

A Portfolio’s risk and potential return are functions of its relative weightings of stock, bond, and capital preservation funds. Certain Portfolios carry more and/or different risks than others. In general, the greater a Portfolio’s exposure to stock investments, the higher its risk (especially short-term volatility) and its potential for superior long-term performance. The more exposure a Portfolio has to bond and capital preservation funds, the lower its risk and its potential long-term returns. There are also variations in risk/return levels within the stock and bond categories. For example, international stocks typically have higher risk levels than domestic stocks.

There is no guarantee that the Investment Managers will continue to provide the Underlying Investments for CollegeChoice 529 or manage the Portfolio’s assets, as applicable, or that the Program Manager will be able to negotiate their continued services in the future. For additional information on the risks that may affect Portfolio performance, please read Appendix A - Explanation of Investment Risks starting on page 56.

Equity Wash Rule. An Account Owner cannot transfer an Account, or any portion of an Account, directly from the Stable Value Portfolio to an Investment Option that is considered a competing Investment Option. Competing Investment Options include capital preservation funds or other investments that invest primarily or exclusively in capital preservation funds or certain fixed income investments. The competing Investment Option in CollegeChoice 529 is the Savings Portfolio.

Before an Account Owner may direct the transfer of assets in their Account from the Stable Value Portfolio to the Savings Portfolio, (or any other competing investment option that may later be added to the Plan), the Account Owner must first direct the transfer to an Investment Option other than a competing Investment Option, and wait at least 90 days. After 90 days, the Account Owner may then instruct the Program Manager to transfer the applicable amount to the Savings Portfolio or other competing Investment Option available at that time.

Account Owners should note that moving allocations from the Stable Value Portfolio to a noncompeting Investment Option for at least 90 days, and then to the desired competing Investment Option, will each count toward the two permitted investment exchanges for an Account within a calendar year.

Investment Options Not Designed for Elementary and Secondary Tuition. The Investment Options we offer through the Plan on Medicaid eligibility. It is unclear how local and state government agencies will treat Qualified Tuition Program assets for the purpose of Medicaid eligibility. Although there are federal guidelines under Title XIX of the Social Security Act of 1965, each state administers its Medicaid program and rules could vary greatly from one state to the next. You should check with an attorney, a tax advisor, or your local Medicaid administrator regarding the impact of an investment in the Plan on Medicaid eligibility.

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There is no guarantee that the Investment Managers will continue to provide the Underlying Investments for CollegeChoice 529 or manage the Portfolio’s assets, as applicable, or that the Program Manager will be able to negotiate their continued services in the future. For additional information on the risks that may affect Portfolio performance, please read Appendix A - Explanation of Investment Risks starting on page 56.

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Account Owners should note that moving allocations from the Stable Value Portfolio to a noncompeting Investment Option for at least 90 days, and then to the desired competing Investment Option, will each count toward the two permitted investment exchanges for an Account within a calendar year.
Investment Information

In this Section, you will find information about the Portfolios, including a discussion of the Year of Enrollment Portfolios, the Individual Portfolios and the Savings Portfolio. You should consider the information in this Section carefully before choosing to invest in CollegeChoice 529. Information about each Portfolio’s strategy and risk has been provided by the Investment Managers and the Savings Portfolio Manager. If you have questions about any of the investment-related information in this Section, please call a Client Service Representative at 1-866-485-9415 or contact the appropriate Investment Manager prior to making an investment decision.

Here’s where you can find specific investment information:

- Investments Overview .................................. 27
- Portfolio Descriptions .................................. 30
  » Year of Enrollment Option Portfolio Profiles ...... 30
  » Individual Portfolio Profiles ....................... 34
- Savings Portfolio Profile ............................... 36
- Additional Investment Information ................... 37

A discussion of the risk factors relating to each Portfolio and Underlying Investments can be found in Appendix A.

- Explanation of Investment Risks starting on page 56.

Investments Overview

Your Account assets are held in the Trust for your exclusive benefit and cannot be transferred or used by the Plan for any purpose other than those of the Trust. Please keep in mind that you will not own shares of the Underlying Investments. You are purchasing Units in the Trust. Those Units are made up of Portfolios and those Portfolios invest your contributions in one or more of the Underlying Investments.

You can choose between three investment approaches (Year of Enrollment, Individual or Savings) at the time your Account is established and each time you make additional contributions.

We offer:

- Seven (7) Year of Enrollment Portfolios, in which your money is invested in a Portfolio that automatically moves to progressively more conservative investments as your Beneficiary approaches college age. Each Portfolio invests in multiple Underlying Funds managed by Vanguard and Loomis Sayles;
- Six (6) Individual Portfolios, in which the composition of investments within the Portfolio remains fixed over time. Each portfolio invests in a single Underlying Fund, three (3) of which are managed by Vanguard and three (3) of which are managed by Dodge & Cox, Carlton Reams, and Western Asset, respectively; and
- The Savings Portfolio, which invests in an FDIC-insured omnibus savings account held in trust by the Authority at NexBank.

The Investment Options have been designed exclusively for you to save for Indiana Qualified Higher Education Expenses. They have not been designed to assist you in saving for K-12 Tuition. Specifically, the Year of Enrollment Portfolios’ time horizon and withdrawal periods may not match those needed to meet your K-12 Tuition savings goals, which may be significantly shorter.

Year of Enrollment Portfolios

The seven (7) Year of Enrollment Portfolios are a simplified approach to college investing. We have designed these Portfolios to allow you to select a Portfolio based upon your risk tolerance and your Beneficiary’s anticipated year of enrollment in an Eligible Educational Institution. For example, if you expect your Beneficiary to attend college beginning in the year 2029, 2030 or 2031, you may choose to select the 2030 Enrollment Portfolio; or you may choose one of the other Year of Enrollment Portfolios.

The asset allocation of the money invested in these Investment Options is automatically adjusted semi-annually over time to become more conservative as the Beneficiary’s year of enrollment in college draws nearer. The asset allocation for the College Portfolio is not adjusted as the College Portfolio has already reached its most conservative phase. About every three (3) years, a new Year of Enrollment Portfolio is created and assets of the oldest Year of Enrollment Portfolio are folded into the College Portfolio.

Portfolios with higher allocations to bonds and capital preservation funds tend to be less volatile than those with higher stock allocations. Less-volatile Portfolios generally will not decline as far when stock markets go down, but they also generally will not appreciate in value as much when stock markets go up. There is no assurance that any Portfolio will be able to reach its goal.

As of the date of this Disclosure Booklet, each Year of Enrollment Portfolio holds the Underlying Investments set forth in the table below:

<table>
<thead>
<tr>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Vanguard Institutional Total Stock Market Fund</td>
<td>62.67%</td>
<td>54.17%</td>
<td>43.17%</td>
<td>32.67%</td>
<td>24.83%</td>
<td>17.31%</td>
<td>10.00%</td>
</tr>
<tr>
<td>Vanguard Total International Stock Index Fund</td>
<td>20.67%</td>
<td>18.33%</td>
<td>14.33%</td>
<td>10.67%</td>
<td>8.50%</td>
<td>5.75%</td>
<td>5.00%</td>
</tr>
<tr>
<td>Loomis Sayles Strategic Alpha Fund</td>
<td>4.67%</td>
<td>8.67%</td>
<td>12.33%</td>
<td>13.83%</td>
<td>12.67%</td>
<td>10.44%</td>
<td>8.00%</td>
</tr>
<tr>
<td>Vanguard Total Bond Market II Index Fund</td>
<td>8.83%</td>
<td>14.50%</td>
<td>23.83%</td>
<td>32.33%</td>
<td>28.00%</td>
<td>21.17%</td>
<td>13.00%</td>
</tr>
<tr>
<td>Vanguard Total International Bond Index Fund</td>
<td>3.17%</td>
<td>4.33%</td>
<td>6.33%</td>
<td>7.83%</td>
<td>6.83%</td>
<td>5.64%</td>
<td>4.00%</td>
</tr>
<tr>
<td>Vanguard Short-Term Bond Index Fund</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>2.67%</td>
<td>17.50%</td>
<td>25.25%</td>
<td>25.00%</td>
</tr>
<tr>
<td>Vanguard Short-Term Inflation Protected Securities Index Fund</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>1.67%</td>
<td>11.11%</td>
<td>15.00%</td>
</tr>
<tr>
<td>Vanguard Short-Term Reserves Account</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>3.33%</td>
<td>20.00%</td>
</tr>
<tr>
<td>Total Equity/Fixed Income</td>
<td>83.33%/16.67%</td>
<td>72.50%/27.5%</td>
<td>57.5%/42.5%</td>
<td>43.33%/56.7%</td>
<td>33.33%/66.67%</td>
<td>23.06%/76.94%</td>
<td>15.00%/85.00%</td>
</tr>
</tbody>
</table>

Portfolio Rebalancing. Portfolios are rebalanced on an ongoing basis to ensure that they are allocated as close to the target allocations as possible. The diagram below shows how the asset allocations will change over time.

[Diagram showing asset allocation changes over time]
**Portfolio Descriptions**

These descriptions highlight the investment objective and strategy of each Portfolio. The ability of the Portfolios to meet their goals is dependent on the Underlying Investments in which the Portfolio invests meeting their investment objectives. More detailed information about each Underlying Investment is available from the Investment Managers. Their contact information is available at the end of this Investments section on page 38.

**YEAR OF ENROLLMENT OPTION PORTFOLIO PROFILES**

**2036 Enrollment Portfolio**

The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2036. It currently invests in two Vanguard stock index funds, two Vanguard bond index funds, and one Loomis Sayles bond fund, resulting in an allocation of 83.33% of its assets to stocks and 16.67% of its assets to bonds. The percentages of the Portfolio’s assets currently allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 62.67%
- Vanguard Total International Stock Index Fund: 20.67%
- Loomis Sayles Strategic Alpha Fund: 4.67%
- Vanguard Total Bond Market II Index Fund: 8.83%
- Vanguard Total International Bond Index Fund: 3.17%

**2033 Enrollment Portfolio**

The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2033. It invests in two Vanguard stock index funds, two Vanguard bond index funds, and one Loomis Sayles bond fund, resulting in an allocation of 72.5% of its assets to stocks and 27.5% of its assets to bonds. The percentages of the Portfolio’s assets currently allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 54.17%
- Vanguard Total International Stock Index Fund: 18.33%
- Loomis Sayles Strategic Alpha Fund: 8.67%
- Vanguard Total Bond Market II Index Fund: 14.5%
- Vanguard Total International Bond Index Fund: 4.33%

**2030 Enrollment Portfolio**

The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2030. It currently invests in two Vanguard stock index funds, two Vanguard bond index funds, and one Loomis Sayles bond fund, resulting in an allocation of 57.5% of its assets to stocks and 42.5% of its assets to bonds. The percentages of the Portfolio’s assets currently allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 43.17%
- Vanguard Total International Stock Index Fund: 14.33%
- Loomis Sayles Strategic Alpha Fund: 12.33%
- Vanguard Total Bond Market II Index Fund: 23.84%
- Vanguard Total International Bond Index Fund: 6.33%
### 2027 Enrollment Portfolio
The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2027.

It currently invests in two Vanguard stock index funds, three Vanguard bond index funds, and one Loomis Sayles bond fund, resulting in an allocation of 43.33% of its assets to stocks and 56.67% of its assets to bonds. The percentages of the Portfolio’s assets currently allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 32.67%
- Vanguard Total International Stock Index Fund: 10.67%
- Loomis Sayles Strategic Alpha Fund: 13.83%
- Vanguard Total Bond Market II Index Fund: 32.33%
- Vanguard International Bond Index Fund: 7.83%
- Vanguard Short-Term Bond Index Fund: 2.67%

### 2024 Enrollment Portfolio
The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2024.

It currently invests in two Vanguard stock index funds, four Vanguard bond index funds, and one Loomis Sayles bond fund, resulting in an allocation of 33.33% of its assets to stocks and 66.67% of its assets to bonds. The percentages of the Portfolio’s assets currently allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 24.83%
- Vanguard Total International Stock Index Fund: 8.5%
- Loomis Sayles Strategic Alpha Fund: 12.67%
- Vanguard Total Bond Market II Index Fund: 28%
- Vanguard Total International Bond Index Fund: 6.83%
- Vanguard Short-Term Bond Index Fund: 17.5%
- Vanguard Short-Term Inflation Protected Securities Index Fund: 1.67%

### 2021 Enrollment Portfolio
The Portfolio is designed for investors expecting to begin withdrawing assets around the year 2021.

It invests in two Vanguard stock index funds, four Vanguard bond index funds, one Vanguard capital preservation fund, and one Loomis Sayles bond fund, resulting in an allocation of 73.61% of its assets to bonds, 23.06% of its assets to stocks, and 3.33% of its assets to capital preservation investments. The percentages of the Portfolio’s assets allocated to each Underlying Fund are:

- Vanguard Institutional Total Stock Market Index Fund: 17.31%
- Vanguard Total International Stock Index Fund: 5.75%
- Loomis Sayles Strategic Alpha Fund: 10.44%
- Vanguard Total Bond Market II Index Fund: 21.17%
- Vanguard Total International Bond Index Fund: 5.64%
- Vanguard Short-Term Bond Index Fund: 25.25%
- Vanguard Short-Term Inflation Protected Securities Index Fund: 11.11%
- Vanguard Short-Term Reserves Account: 3.33%

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**Portfolio Strategy Summaries**

Through investment in Vanguard Institutional Total Stock Market Index Fund, these Portfolios indirectly invest in U.S. stocks. The Fund seeks 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-capitalization U.S. stocks regularly traded on the New York Stock Exchange and Nasdaq.

Through investment in Vanguard Total International Stock Index Fund, these Portfolios indirectly invest in international stocks. The Fund seeks to track the performance of the FTSE Global All Cap ex US Index, which measures equity market performance of companies located in developed and emerging markets, excluding the United States.

Through investment in Vanguard Total Bond Market II Index Fund, these Portfolios indirectly invest in U.S. bonds. The Fund seeks to track the performance of the Bloomberg Barclays U.S. Aggregate Float Adjusted Index, which 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. The Fund maintains a dollar-weighted average maturity consistent with that of the Index, which generally ranges between 5 and 10 years.

Through investment in Vanguard Total International Bond Index Fund, these Portfolios indirectly invest in foreign bonds. The Fund seeks to track the performance of the Bloomberg Barclays Global Aggregate ex-USD Float Adjusted RC Capped Index (USD Hedged). This Index provides a broad-based measure of the global, investment-grade, fixed-rate debt markets and 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 1 year. To minimize the currency risk associated with investment in bonds denominated in currencies other than the U.S. dollar, the Fund attempts to hedge its foreign currency exposure, primarily through the use of foreign currency exchange forward contracts, in order to correlate to the returns of the Index.

Through ownership of the Loomis Sayles Strategic Alpha Fund, these Portfolios indirectly hold investments across a global range of investment opportunities related to credit, currencies and interest rates, while employing risk management strategies to mitigate downside risk. The Fund may invest up to 100% of its total assets in below investment grade fixed-income securities (also known as “junk bonds”) and derivatives that have returns related to the returns on below investment grade fixed-income securities, although it is expected that, under normal market conditions, the Fund’s net exposure (i.e., long exposures obtained through direct investments in securities and in derivatives minus short exposures obtained through derivatives) to below investment grade fixed income assets generally will not exceed 50% of the Fund’s total assets. Under normal market conditions, the Fund also may invest up to 50% of its total assets in investments denominated in non-U.S. currencies and related derivatives, including up to 20% in investments denominated in emerging market currencies and related derivatives. The Fund also may invest in preferred stocks.
Through investment in the Vanguard Short-Term Bond Index Fund, the Portfolios indirectly hold a range of securities that, in the aggregate, approximates the Bloomberg Barclays U.S. 1–5 Year Government/Credit Index. The Index includes all medium and larger issues of government, investment-grade corporate, and investment-grade international dollar denominated bonds that have maturities between 1 and 5 years and are publicly issued. The Fund maintains a dollar-weighted average maturity consistent with that of the Index, which does not exceed 3 years.

Through investment in the Vanguard Short-Term Inflation Protected Securities Index Fund, the Portfolios indirectly hold a range of securities that, in the aggregate, approximates the Bloomberg Barclays U.S. Treasury Inflation-Protected Securities 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 five years.

Through its investment in Vanguard Short-Term Reserves Account, the Portfolios indirectly invest in funding agreements issued with one or more insurance companies, synthetic investment contracts, as well as shares of Vanguard Federal Money Market Fund. Funding agreements are interest-bearing contracts that are structured to preserve principal and accumulate interest earnings over the life of the investment. The agreements pay interest at a fixed minimum rate and have fixed maturity dates that normally range from 2 to 5 years. Vanguard Federal Money Market Fund invests in high-quality, short-term money market instruments issued by the U.S. government and its agencies and instrumentalities.

The Vanguard Federal Money Market Fund invests in high-quality, short-term money market instruments that have maturities between 1 and 5 years and are publicly issued. The Fund maintains a dollar-weighted average maturity consistent with that of the Index, which does not exceed 3 years.

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 five years.

Through investment in the Vanguard Short-Term Reserves Account, the Portfolios indirectly hold a range of securities that, in the aggregate, approximates the Bloomberg Barclays U.S. 1–5 Year Government/Credit Index. The Index includes all medium and larger issues of government, investment-grade corporate, and investment-grade international dollar denominated bonds that have maturities between 1 and 5 years and are publicly issued. The Fund maintains a dollar-weighted average maturity consistent with that of the Index, which does not exceed 3 years.

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INDIVIDUAL PORTFOLIO PROFILES

<table>
<thead>
<tr>
<th>PORTFOLIO AND INVESTMENT OBJECTIVE</th>
<th>INVESTMENT STRATEGY</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>U.S. EQUITY INDEX PORTFOLIO</strong></td>
<td>The Portfolio invests 100% of its assets in Vanguard Institutional Total Stock Market Index Fund, which 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-capitalization stocks regularly traded on the New York Stock Exchange and the Nasdaq. The Fund invests by sampling the Index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the full Index in terms of key characteristics. These key characteristics include industry weightings and market capitalization, as well as certain financial measures such as price/earnings ratio and dividend yield.</td>
</tr>
<tr>
<td><strong>INTERNATIONAL PORTFOLIO</strong></td>
<td>The Portfolio invests 100% of its assets in Dodge &amp; Cox International Stock Fund. The Fund invests primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different countries, which may include emerging market countries. The Fund is not required to allocate its investments in set percentages in particular countries and may invest in emerging markets without limit. Under normal circumstances, the Fund will invest at least 80% of its total assets in equity securities of non-U.S. companies, including common stocks, depositary receipts evidencing ownership of common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks (e.g., rights and warrants). The Fund may enter into currency forward contracts, currency swaps, or currency futures contracts to hedge direct and/or indirect foreign currency exposure. The Fund typically invests in medium-to-large well-established companies based on standards of the applicable market. In selecting investments, the Fund typically invests in companies that, in Dodge &amp; Cox’s opinion, appear to be temporarily undervalued by the stock market but have a favorable outlook for long-term growth. The Fund also focuses on the underlying financial condition and prospects of individual companies, including future earnings, cash flow, and dividends. Various other factors, including financial strength, economic condition, competitive advantage, quality of the business franchise, and the reputation, experience, and competence of a company’s management are weighed against valuation in selecting individual securities. The Fund also considers the economic and political stability of a country and the protections provided to shareholders.</td>
</tr>
<tr>
<td><strong>ACTIVE BOND PORTFOLIO</strong></td>
<td>The Portfolio invests in the Carillon Reams Core Plus Bond Fund. Through its ownership in the Fund, the Portfolio invests primarily in a diversified portfolio of fixed-income securities of varying maturities. Under normal market conditions, the Fund will invest at least 80% of its assets, determined at the time of purchase, in bonds of varying maturities. When making purchase decisions, the Fund’s subadvisor, Reams Asset Management Company, (“Reams”), a division of Carillon Tower Advisors, looks for securities that it believes are undervalued in the fixed income market. In addition, Reams structures the Fund so that the overall portfolio has an average life (referred to as “duration”) of between two and seven years based on market conditions. Although the Fund will invest primarily in investment grade fixed income securities, the Fund may invest up to 25% of its assets in non-investment grade fixed income securities, also known as high yield securities. This investment strategy is referred to as “Core Plus” because Reams has the ability to add high yield securities to a core portfolio of investment grade fixed income securities.</td>
</tr>
</tbody>
</table>
INVESTMENT STRATEGY

The Portfolio invests 100% of its assets in the Western Asset Inflation Indexed Plus Bond Fund, which, under normal market conditions, invests at least 80% of its net assets in inflation-indexed fixed income securities and at least 70% of its net assets in U.S. Treasury Inflation Protected Securities. Although the Fund may invest in securities of any maturity, the Fund will normally maintain a dollar-weighted average effective duration within 3 years of that of its benchmark, the Bloomberg Barclays U.S. TIPS Index. The duration of the benchmark will potentially vary over time. Therefore, the range within which the dollar-weighted average effective duration of the Fund is expected to fluctuate is 6–12 years, although this may vary. The Fund intends to sell protection in connection with credit default swaps relating to corporate debt securities. It is currently expected that the notional amount of the credit default swaps will not exceed 40% of the Fund’s net assets, although such exposure may exceed 40% from time to time.

The Fund is expected to maintain a dollar-weighted average credit quality of at least A/A. In addition, under normal market conditions, at the time of purchase no more than 10% of the Fund’s assets may be invested in unrated non-U.S. dollar denominated securities, securities rated below investment grade, emerging market securities, or loan participations and assignments. Under normal market conditions, at the time of purchase, no more than 20% of the Fund’s assets may be invested in non-U.S. dollar denominated inflation-indexed securities or a combination of securities rated below investment grade, emerging market securities and loan participations and assignments.

The Fund may also buy credit default swaps and use other derivative instruments (including, but not limited to, futures, options, swaps, foreign currency futures, forwards and options, and other instruments) to a significant extent.

INVESTMENT OBJECTIVE

The Portfolio seeks to track the performance of a broad, market-weighted bond index.

BOND INDEX PORTFOLIO

The Portfolio seeks to track the performance of a broad, market-weighted bond index.

The Portfolio invests 100% of its assets in the Vanguard Total Bond Market Index Fund, which employs an indexing investment approach designed to track the performance of the Bloomberg Barclays 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. The Fund invests by sampling the Index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the full Index in terms of key risk factors and other characteristics. All of the Fund’s investments will be selected through the sampling process, and at least 80% of the Fund’s assets will be invested in bonds held in the Index. The Fund maintains a dollar-weighted average maturity consistent with that of the Index, which generally ranges between 5 and 10 years.

INVESTMENT STRATEGY

The Portfolio invests all of its assets in the Vanguard Short-Term Reserves Account through which the Portfolio owns funding agreements (traditional and separate account), synthetic investment contracts (SICs), and shares of Vanguard Federal Money Market Fund. SICs are also called alternative investment contracts or wrapped bond contracts. Funding agreements and SICs are interest-bearing contracts that are structured to preserve principal and accumulate interest earnings over the life of the investment. Traditional funding agreements generally pay interest at a fixed interest rate and have fixed maturity dates that normally range from 2 to 5 years. Separate account funding agreements and SICs pay a variable interest rate and have an average duration range between 2 and 5 years. Investments in either new funding agreements or SICs are based upon the available liquidity in the Portfolio, and the competitiveness of offered yields, based on market conditions and trends. The Short-Term Reserves Account also purchases shares of Vanguard Federal Money Market Fund to meet normal liquidity needs. The total amount invested in the Federal Money Market Fund is expected to range between 0% and 25%. The Federal Money Market Fund invests in high-quality, short-term money market instruments issued by the U.S. government and its agencies and instrumentalities. The Federal Money Market Fund maintains a dollar-weighted average maturity of 60 days or a dollar-weighted average life of 120 days or less.

The performance of the Stable Value Portfolio will reflect the blended earnings of the funding agreements, SICs, and Federal Money Market Fund shares held by the Portfolio, minus the Portfolio’s expenses. Because the Vanguard Short-Term Reserves Account is not a registered investment company (mutual fund), there is no separate prospectus available.

INVESTMENT STRATEGY

The Portfolio seeks income consistent with the preservation of principal.

STABLE VALUE PORTFOLIO

The Portfolio seeks income consistent with the preservation of principal.

The Portfolio invests 100% of its assets in the Vanguard Short-Term Reserves Account through which the Portfolio owns funding agreements (traditional and separate account), synthetic investment contracts (SICs), and shares of Vanguard Federal Money Market Fund. SICs are also called alternative investment contracts or wrapped bond contracts. Funding agreements and SICs are interest-bearing contracts that are structured to preserve principal and accumulate interest earnings over the life of the investment. Traditional funding agreements generally pay interest at a fixed interest rate and have fixed maturity dates that normally range from 2 to 5 years. Separate account funding agreements and SICs pay a variable interest rate and have an average duration range between 2 and 5 years. Investments in either new funding agreements or SICs are based upon the available liquidity in the Portfolio, and the competitiveness of offered yields, based on market conditions and trends. The Short-Term Reserves Account also purchases shares of Vanguard Federal Money Market Fund to meet normal liquidity needs. The total amount invested in the Federal Money Market Fund is expected to range between 0% and 25%. The Federal Money Market Fund invests in high-quality, short-term money market instruments issued by the U.S. government and its agencies and instrumentalities. The Federal Money Market Fund maintains a dollar-weighted average maturity of 60 days or a dollar-weighted average life of 120 days or less.

The performance of the Stable Value Portfolio will reflect the blended earnings of the funding agreements, SICs, and Federal Money Market Fund shares held by the Portfolio, minus the Portfolio’s expenses. Because the Vanguard Short-Term Reserves Account is not a registered investment company (mutual fund), there is no separate prospectus available.

INVESTMENT STRATEGY

The Portfolio seeks income consistent with the preservation of principal.

SAVINGS PORTFOLIO

The Portfolio seeks income consistent with the preservation of principal.

INVESTMENT STRATEGY

The Portfolio seeks income consistent with the preservation of principal.

INVESTMENT STRATEGY

The Portfolio seeks income consistent with the preservation of principal.
Additional Investment Information

How Your Units Are Valued. The Unit Value of each Portfolio is normally calculated as of the close of the NYSE each day. If securities held by an Underlying Investment in your Portfolio are traded in other markets on days when the NYSE is closed, that Portfolio’s value may fluctuate on days when you do not have access to it to purchase or redeem Units. If events that are expected to materially affect the value of securities traded in other markets occur between the close of those markets and the close of business on the NYSE, those securities may be valued at their fair value.

Investment Policy. The Authority has adopted an Investment Policy Statement, amended as of February 2019. The Investment Policy Statement sets forth, in part:

1. the Board’s judgments, expectations, objectives, and guidelines for the investment of all Plan assets;
2. an investment structure for managing all Plan assets. This structure includes various asset classes and investment management styles that span the risk spectrum;
3. the criteria and procedures for selecting Investment Options, Investment Managers, and the Savings Portfolio Manager;
4. guidelines for each Portfolio that controls the level of overall risk and liquidity assumed in that Portfolio so that all Plan assets are managed in accordance with stated objectives;
5. communications between the Board, the Investment advisor to the Authority, the Program Manager, Investment Managers and the Savings Portfolio Manager;
6. criteria to monitor, evaluate, and compare the performance results achieved by the Investment Managers, and the Savings Portfolio Manager on a regular basis; and
7. fiduciary, legal, prudence and due diligence requirements.

The Authority, with the assistance of the Program Manager, the Investment Managers and the Savings Portfolio Manager, has developed Investment Options and selected the Underlying Investments for each Portfolio based on the guidelines set forth in the Investment Policy Statement.

Portfolio Changes. We may change the type or composition of investments within a Portfolio or change the policies, objectives, and guidelines of the Portfolios from time to time. We may also change the selection of Underlying Investments in which each Portfolio invests or modify, add, or cancel Portfolios at any time without prior notice.

If we make any changes to the Portfolios, your contributions may be reinvested in a Portfolio that is different from your original Portfolio. Neither you, your Beneficiary, nor any contributor to your Account, may direct the Underlying Investments of a Portfolio.

Treatment of Dividends and Capital Gains. The Underlying Investments distribute dividends and capital gains because they are required to do so under the current provisions of the Code to maintain their tax status as regulated investment companies. Each Portfolio, which is an offering through the Trust, is not considered a mutual fund. Therefore, the Portfolios are not required to comply with these requirements. Any reinvested dividends and capital gains from the Underlying Investments will become assets of the Portfolios. Although the Underlying Investments may distribute dividends and/or capital gains, the Portfolios, rather than distributing earnings, reflect changes in value from income and gains and losses from the Underlying Investments solely by increasing or decreasing the Portfolio’s Unit Value.

Differences between Performance of the Portfolios and Underlying Investments. The performance of the Portfolios will differ from the performance of the Underlying Investments. Because the Portfolios have higher expense ratios than the Underlying Investments, over comparable periods of time, all other things being equal, a Portfolio would have lower performance than its comparable Underlying Investment. However, the Underlying Investments do not offer the same tax advantages as the Portfolios. Performance differences also are caused by differences in the trade dates of Portfolio purchases. When you invest money in a Portfolio, you will receive Portfolio Units as of the trade date. The Portfolio will use your money to purchase shares of an Underlying Investment. However, the trade date for the Portfolio’s purchase of Underlying Investment shares typically will be one (1) business day after the trade date for your purchase of Portfolio Units. Depending on the amount of cash flow into or out of the Portfolio and whether the Underlying Investment is going up or down in value, this timing difference will cause the Portfolio’s performance either to trail or exceed the Underlying Investment’s performance. For more information on investment performance, see Investment Performance on page 39. The target indices of certain of the Underlying Funds may change. Many of the Underlying Funds are index Funds. Each index Fund reserves the right to substitute a different index for the index it currently tracks. This could happen if the current index

is discontinued, if the index Fund’s agreement with the sponsor of its current index is terminated, or for any other reason determined in good faith by the index Fund’s board of trustees. In any such instance, a substitute index would measure substantially the same market segment (e.g., large-, mid-, or small-capitalization) as the current index.

Investment Selection. For each new contribution, you can select from any of the Portfolios when you make your contribution as long as investments in those different Portfolios are permissible. The minimum allocation per selected Investment Option is 1% of the contribution amount.

Changing Portfolios. Once your Portfolio is selected for a particular contribution, IRS guidance provides that you can move money or transfer from one Portfolio to another twice per calendar year for the same Beneficiary.

Requesting Additional Information about the Underlying Funds. We will invest your contributions to the Year of Enrollment Portfolios or the Individual Portfolios in one or more of the Underlying Funds. Please keep in mind that you will not own shares of the Underlying Funds. Instead, you will own interests in the Trust. Additional information about the investment strategies and risks of each Underlying Fund is available in its current prospectus and Statement of Additional Information (SAI). You can request a copy of the current prospectus, the SAI, or the most recent semiannual or annual report, as applicable, of any Underlying Fund by visiting the following Investment Managers and the Savings Portfolio Manager’s websites or calling the numbers referenced below.

<table>
<thead>
<tr>
<th>MANAGER</th>
<th>WEBSITE</th>
<th>PHONE NUMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carillon Reams</td>
<td><a href="http://www.carillontower.com">www.carillontower.com</a></td>
<td>800-421-4184</td>
</tr>
<tr>
<td>Dodge &amp; Cox</td>
<td><a href="http://www.dodgeandcox.com">www.dodgeandcox.com</a></td>
<td>800-621-3979</td>
</tr>
<tr>
<td>Loomis Sayles</td>
<td><a href="http://www.loomissayles.com">www.loomissayles.com</a></td>
<td>800-633-3330</td>
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<tr>
<td>NexBank</td>
<td><a href="http://www.nexbank.com">www.nexbank.com</a></td>
<td>800-927-4818</td>
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<tr>
<td>Vanguard</td>
<td><a href="http://www.vanguard.com">www.vanguard.com</a></td>
<td>877-662-7447</td>
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<tr>
<td>Western Asset</td>
<td><a href="http://www.westernassetfunds.com">www.westernassetfunds.com</a></td>
<td>888-425-6432</td>
</tr>
</tbody>
</table>
This table shows how the performance of the Portfolios has varied over the periods listed. The performance data includes, for each Portfolio, its total annual asset-based fee, but does not include other charges associated with an investment in CollegeChoice 529. See Fees on page 20. As explained earlier, the performance of the Portfolios will differ from the performance of the Underlying Investments. See Differences between Performance of the Portfolios and Underlying Investments on page 37. If you are invested in a Year of Enrollment Portfolio, the assets in the Portfolio in which you are currently invested (Current Portfolio) will automatically transition to more conservative allocations on a semi-annual basis as the Beneficiary ages. Therefore, the assets in your Current Portfolio may not have been invested in the same allocations for all or a portion of the period reported in the Performance table shown below.

**PORTFOLIO1** | **1 YEAR** | **3 YEAR** | **5 YEAR** | **SINCE INCEPTION** | **INCEPTION DATE2**
---|---|---|---|---|---
2036 Enrollment Portfolio | 0.87% | 0.87% | 0.87% | 7.09% | 09/19/08
2033 Enrollment Portfolio | 1.36% | 8.31% | 5.97% | 6.95% | 09/19/08
2030 Enrollment Portfolio | 2.25% | 7.22% | 5.32% | 6.50% | 09/19/08
2027 Enrollment Portfolio | 3.04% | 6.08% | 4.65% | 5.80% | 09/19/08
2024 Enrollment Portfolio | 3.45% | 5.15% | 3.96% | 4.85% | 08/10/12
2021 Enrollment Portfolio | 3.56% | 4.15% | 3.23% | 4.42% | 09/19/08
College Portfolio | 3.07% | 3.04% | 2.19% | 3.01% | 09/19/08

**INDIVIDUAL PORTFOLIOS**

| U.S. Equity Index Portfolio | 2.44% | 11.41% | 9.05% | 13.74% | 09/19/08
| International Portfolio | -8.45% | 5.42% | -0.91% | 3.60% | 09/19/08
| Active Bond Portfolio | 7.35% | 2.67% | 2.52% | 5.84% | 09/19/08
| Inflation-Protected Portfolio | 4.31% | 2.34% | 0.97% | 2.87% | 09/19/08
| Bond Index Portfolio | 6.53% | 2.31% | 2.47% | 3.47% | 07/27/09
| Stable Value Portfolio | 2.36% | 1.51% | 1.05% | 09/19/08

| SAVINGS PORTFOLIOS | 2036 Enrollment Portfolio | 0.87% | 1.33% | 1.05% | 0.92% | 09/19/08

1 Performance information is presented as of May 31, 2019.
2 Historical performance of each Year of Enrollment Portfolio includes the performance of its predecessor Age-Based Portfolio.
3 Inception date of each Year of Enrollment Portfolio is the inception date of its predecessor Age-Based Portfolio.

**FEDERAL TAX ISSUES**

**General**. This Section describes some of the federal tax considerations you should be aware of when investing in CollegeChoice 529. However, the discussion is by no means exhaustive and may not mean that tax advice. The federal tax consequences associated with an investment in CollegeChoice 529 can be complex. CollegeChoice 529 should not be used for the purposes of avoiding federal tax or tax penalties. Before you invest you may wish to consult an independent tax advisor regarding the application of tax laws to your particular circumstances.

Some states may impose taxes and/or penalties on investments in or withdrawals from a Qualified Tuition Program offered by other states. These penalties and taxes may, in certain cases, have the effect of offsetting some or all of the federal tax benefits discussed below.

**Risk of Tax Law Changes**. The IRS has issued only proposed regulations and certain other guidance under Section 529. Final regulations could affect the tax considerations or require changes in the terms of CollegeChoice 529.

**Federal Tax-Deferred Earnings**. Any earnings on contributions are tax-deferred, which means your Account assets grow free of current federal income tax and are not subject to federal income tax if withdrawn to pay for Qualified Expenses, as described below.

**Federal Taxes**. The federal taxation of your CollegeChoice 529 Account can be complex. Make sure you understand the federal tax benefits and obligations before you invest.

**Federal Gift/Estate Tax**. If your contributions, together with any other gifts to the Beneficiary (over and above those made to your Account), do not exceed $15,000 per year ($30,000 for married couples making a proper election), no gift tax will be imposed for that year. Gifts of up to $75,000 can be made in a single year ($150,000 for married couples making a proper election) for a Beneficiary and you may elect to apply the contribution against the annual exclusion equaling over a five-year period. This allows you to move assets into tax-deferred investments and out of your estate more quickly. If you die with assets still remaining in your Account, the Account’s value will generally not be included in your estate for federal estate tax purposes, unless you elect the five-year averaging and die before the end of the fifth year. If your Beneficiary dies, and assets remain in your Account, the value of your Account may be included in the Beneficiary’s estate for federal tax purposes. Further rules regarding gifts and the generation-skipping transfer tax may apply in the case of distributions, changes of Beneficiaries, and other situations. The state law treatment of gift and estate taxes varies so you should check with your tax advisor for the specific effect of federal and state (if any) gift tax and generation-skipping transfer tax on your situation.

**Transfers and Rollovers**. Where a distribution is placed in another Account or another Qualified Tuition Program account within sixty (60) days of the distribution date, you may avoid incurring federal income tax or a Distribution Tax. You can transfer assets for the same Beneficiary from another Qualified Tuition Program to your Account without adverse tax consequences only if no other such rollovers have occurred within the prior twelve (12) months. Changes in your Beneficiary could potentially cause gift and/or generation-skipping transfer tax consequences to you and your Beneficiary. Because gift and generation-skipping transfer tax issues are complex, you should consult with your tax advisor.

**ABLE Rollover Distributions**. Where a distribution is placed in a Qualified ABLE Program account within 60 days of the distribution date, you may avoid incurring federal income tax or a Distribution Tax if the transfer is for the same Beneficiary or for a Member of the Family of the Beneficiary. Any distribution not made before January 1, 2026 and cannot exceed the annual Qualified ABLE Program $15,000 contribution limit.

Changes in your Beneficiary could potentially cause gift and/or generation-skipping transfer tax consequences to you and your Beneficiary. Because gift and generation-skipping transfer tax issues are complex, you should consult with your tax advisor.

**Direct Transfers Between Plans for the Same Beneficiary**. Under Section 529, you can transfer assets directly between CollegeChoice 529, CollegeChoice Advisor and CollegeChoice CD, twice per calendar year for the same Beneficiary. Such a direct transfer is considered an investment exchange for federal and state tax purposes and is therefore subject to the restrictions described in Maintaining Your Account – Changing Investment Direction on page 17.

**Indirect Transfers**. For federal and state tax purposes, an indirect transfer involving the distribution of money from CollegeChoice 529 to either CollegeChoice Advisor or...
CollegeChoice CD, or vice versa, would be treated as a Non-Qualified Distribution (and thus not an investment exchange), even though it is subsequently contributed to the new account for the same Beneficiary.

Coverdell Education Savings Accounts (ESA). Generally, contributions may be made to both an ESA (defined in Section 530 of the Code) and a Qualified Tuition Program in the same year on behalf of the same Beneficiary. However, the same educational expenses cannot be claimed for a tax-exempt distribution from both the ESA and the Qualified Tuition Program.

Education Tax Credits. You and your Beneficiary, if eligible, can take advantage of American Opportunity and Lifetime Learning Tax Credits without affecting your participation in CollegeChoice S29 or its benefits. American Opportunity and Lifetime Learning Credits can be claimed in the same year that a tax-exempt distribution is taken from a Qualified Tuition Program provided the distribution is not used for the same educational expenses.

All Distributions. Distributions may be comprised of: (1) principal, which is not taxable when distributed; and (2) earnings, if any, which may be subject to federal income tax. We determine the earnings portion based on IRS rules and report to the IRS and the recipient. However, we do not report whether the distribution is a Qualified Distribution or a Non-Qualified Distribution. You are responsible for preparing and filing the appropriate forms when completing your federal income tax return and for paying any applicable tax directly to the IRS.

Qualified Expense Distributions. If you or the Beneficiary make a distribution from your Account to pay Indiana Qualified Higher Education Expenses during the taxable year, you may be eligible for an Indiana state income tax credit with respect to any Non-Qualified Distribution and certain other withdrawals as discussed in State Tax Issues - Recapture of Income Tax Credit beginning on page 42.

Determination of Taxable Earnings. The principal and earnings portions of a distribution for federal tax purposes are determined by a formula reflecting the proportion of contributions to the overall market value of your accounts in all Qualified Tuition Programs sponsored by the State for the same Beneficiary. If the distribution is subject to a Distribution Tax, the Distribution Tax is applied to the earnings portion.

STATE TAX ISSUES

General. This Section describes some of the state tax considerations you should be aware of when investing in CollegeChoice S29. However, the discussion is by no means exhaustive and is not meant as tax advice. The Indiana state tax consequences associated with an investment in CollegeChoice S29 can be complex. CollegeChoice S29 should not be used for the purposes of avoiding state tax or tax penalties. Before you invest, you may wish to consult an independent tax advisor regarding the application of tax laws to your particular circumstances.

Income Tax Credit for Indiana Taxpayers. If you are an individual Indiana taxpayer (resident or non-resident), you may be eligible for a credit of no more than three hundred dollars ($300) for money credited to an Account that will be used to pay Indiana Qualified Higher Education Expenses and Indiana K-12 Tuition in a particular tax year. The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses during the taxable year;
2. one thousand dollars ($1,000); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

Income Tax Credit for Tax Years 2017 and earlier. For tax years prior to 2018, if you are an individual Indiana taxpayer (resident or non-resident), filing a single or joint return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses. The amount of the credit is the lesser of the following:

a. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses during the taxable year;
b. one thousand dollars ($1,000); or
c. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

Income Tax Credit for Tax Year 2018. For the tax year beginning January 1, 2018, if you are an Indiana taxpayer (resident or non-resident), filing a single or joint return, you may receive an Indiana state income tax credit against your Indiana adjusted gross income tax liability for contributions to an Account that will be used to pay Indiana Qualified Higher Education Expenses and Indiana K-12 Tuition. The amount of the credit is the lesser of the following:

1. twenty percent (20%) of the amount of each contribution that will be used to pay Indiana Qualified Higher Education Expenses during the taxable year plus the lesser of ten percent (10%) of the amount of each contribution that will be used to pay Indiana K-12 Tuition during the taxable year or five hundred dollars ($500);
2. one thousand dollars ($1,000); or
3. the amount of the taxpayer’s adjusted gross income tax liability for the taxable year reduced by the sum of all other credits allowed.

For example, if you are eligible to claim an Indiana state income tax credit for tax year 2018 for contributions to your Account to pay Indiana Qualified Higher Education Expenses of seven hundred dollars ($700), you will be eligible for a credit of no more than three hundred dollars ($300) for contributions made to pay Indiana K-12 Tuition, assuming no other income tax credits are claimed.

Income Tax Credit Beginning Tax Year 2019. Effective January 1, 2019, there is no tax credit for contributions made to an Account that will be used to pay Indiana K-12 Tuition during any taxable year that you take a Distribution Tax. A Recapture Distribution is a:• Non-Qualified Distribution (other than if the distribution is because of the death or Disability of the Beneficiary, or if the Beneficiary received a scholarship that paid for all or part of the Qualified Expenses of the Beneficiary (to the extent that the withdrawal or distribution does not exceed the amount of the scholarship), or a Refunded Distribution);• distribution used to pay K-12 Tuition for a school outside of Indiana;• Rollover Distribution; or• termination of your Account within twelve months after your Account was opened.

Income Tax Credit Requirements. The Indiana state income tax credit is a nonrefundable credit. You may not carry forward any unused Indiana state income tax credit. An Indiana taxpayer may not sell, assign or otherwise transfer the tax credit. If you no longer have Indiana adjusted gross income, you will no longer be eligible to receive the Indiana state income tax credit for subsequent contributions to an Account. Contributions must be postmarked or initiated electronically by December 31 in order to qualify for the Indiana state income tax credit for a particular tax year. For additional information, see the Indiana Department of Revenue Information Bulletin #98 available at http://www.in.gov/dor/.

Effective January 1, 2010, rollover contributions from anotherQualified Tuition Program into CollegeChoice S29 and transfers from the Upromise Program into CollegeChoice S29 became ineligible for the Indiana state income tax credit available to Indiana taxpayers (resident or non-resident, individual or married). In addition, the Indiana income tax credit is not available for money credited to an Account that will be transferred to an ABLE account (as defined in Section 529A of the Internal Revenue Code).

Recapture of Income Tax Credit. You, as the Account Owner (not the contributor) must repay all or part of the state income tax credit claimed by contributors in prior taxable years in a taxable year in which you take a Recapture Distribution. A Recapture Distribution is a:• Non-Qualified Distribution (other than if the distribution is because of the death or Disability of the Beneficiary, or if the Beneficiary received a scholarship that paid for all or part of the Qualified Expenses of the Beneficiary (to the extent that the withdrawal or distribution does not exceed the amount of the scholarship), or a Refunded Distribution);• distribution used to pay K-12 Tuition for a school outside of Indiana;• Rollover Distribution; or• termination of your Account within twelve months after your Account was opened.

CONTRIBUTION CREDIT

OF HIGHER ED

PERCENTAGE OF K-12

AFTER 2017

20% 20% 20%

$1,000 ($up to $500 may be K-12) $1,000

$1,000

$1,000 ($up to $500 may be K-12) $1,000

$1,000 ($up to $500 may be K-12) $1,000

CollegeChoice S29 Direct Savings Plan collegechoicedirect.com
Any repayment of the state income tax credit by you must be reported and paid on your Indiana income tax return for the taxable year in which the Recapture Distribution was made. The Amount that you must repay is equal to the lesser of:

1. Twenty percent (20%) of the total amount of Recapture Distributions made during the taxable year from your Account; or
2. The excess of: (a) the cumulative amount of all Indiana state income tax credits that are claimed by any contributor with respect to contributions made to your Account for all prior taxable years beginning on or after January 1, 2007, over (b) the cumulative amount of your repayments for all prior taxable years beginning on or after January 1, 2008.

Treatment of ABLE Rollover Distributions. The Indiana Department of Revenue has not issued guidance on whether an ABLE Rollover Distribution would be considered a Qualified Distribution. However, Indiana law provides that money that is credited to an Account that will be transferred to a Qualified ABLE Program account is not considered a contribution to the Plan and is not eligible for the Indiana state income tax credit. Accordingly, an ABLE Rollover Distribution may be subject to recapture of any previously taken Indiana state income tax credit. Accordingly, ABLE Rollover Distributions may also be subject to an Indiana recapture tax if contributions made to your Account were deducted from the contributor’s state income tax.

We are continuing to evaluate the new law and will provide additional supplements to this Program Description as details about the Indiana state tax effects of the new federal tax law on ABLE Rollover Distributions become clear. Please consult your tax advisor about your personal circumstances before initiating an ABLE Rollover Distribution.

Indiana Tax-Free Distributions for Qualified Expenses. Because Indiana adjusted gross income is generally derived from federal adjusted gross income, you or the Beneficiary, if an Indiana taxpayer, will be subject to Indiana adjusted gross income tax in the same manner as federal income tax. As a result, you or the Beneficiary are generally not subject to Indiana adjusted gross income tax on the earnings portion of any distributions for Qualified Expenses. Since different states have different tax provisions, if you or your Beneficiary, as applicable, are not an Indiana taxpayer, you should consult your state’s tax laws or your tax advisor for more information on your state’s taxation of distributions for Qualified Expenses.

Indiana Taxation of Non-Qualified and Other Distributions. Because Indiana adjusted gross income is generally derived from federal adjusted gross income, you or the Beneficiary, as applicable, will be subject to Indiana adjusted gross income tax on the earnings portion of any Non-Qualified Distribution, or other distributions that are also included in your federal adjusted gross income for a taxable year.

Refunded Distributions. Where a distribution is made to pay Qualified Expenses and the distribution or a portion of the distribution is refunded by the Eligible Educational Institution, you may avoid incurring Indiana income tax on the recapture of the Indiana state income tax credit claimed by contributors in prior taxable years if:

• You recredit the refund to a Qualified Tuition Program account for which the beneficiary is the same beneficiary as the beneficiary who received the refund; and
• The recredit is made within 60 days of the date of the refund from the Eligible Educational Institution.

A taxpayer may not claim the Indiana state income tax credit on any refunded distributions.

Non-Indiana Taxpayers. If you are not an Indiana taxpayer, consider before investing whether your or the Beneficiary’s home state offers a Qualified Tuition Program that would require you to pay state tax and other benefits such as financial aid, scholarship funds, and protection from creditors, that may only be available through investment in the home state’s Qualified Tuition Program, and which are not available through an investment in CollegeChoice 529. You may wish to contact your home state’s Qualified Tuition Program(s), or any other Qualified Tuition Program, to learn more about those plans’ features, benefits, and limitations. State-based benefits should be one of many factors to be considered when making an investment decision. Since different states have different tax provisions, this Disclosure Booklet contains limited information about the state tax consequences of investing in CollegeChoice 529. Therefore, please consult your tax advisor for information on your own state’s tax laws and to learn how state-based benefits (or any limitations) would apply to your specific circumstances.

Identification Verification. Certain information is necessary to properly verify your identity. If we do not receive all of the required information, there could be a delay in opening your Account. If, after making reasonable efforts, we are unable to verify your identity, we may take any action permitted by law, without prior notice to you, including rejecting and transfer requests, suspending Account services, or closing your Account and issuing a refund at the Unit Value calculated the day your Account is closed. Any refund made under these circumstances may be considered a Non-Qualified Distribution. The risk of market loss, tax implications, and any other expenses, as a result of the liquidation, will be solely your responsibility.

Documents in Good Order. To process any transaction in the Plan, all necessary documents must be in good order, which means executed when required and properly, fully, and accurately completed.

Purpose of Qualified Tuition Programs. Qualified Tuition Programs are intended to be used only for Qualified Expenses. Qualified Tuition Programs are not intended to be used, nor should they be used, by any taxpayer for the purpose of evading federal or state taxes or tax penalties. You may wish to seek tax advice from an independent tax advisor based on your own particular circumstances.

Your Account. When you complete your enrollment, you acknowledge that you agree to be bound by the terms and conditions of this Disclosure Booklet and the Enrollment Form. The Disclosure Booklet and your online enrollment or completion of the Enrollment Form, when executed by you, is considered the entire agreement between you and the Trust with respect to your Account. By providing your signature online or signing the Enrollment Form, as applicable, you are requesting that we open an Account for the benefit of your Beneficiary. Your Account, the Disclosure Booklet and your signed online enrollment or Enrollment Form are subject to the Enabling Legislation and any rules we may adopt under the Enabling Legislation. Your Account will be held, subject to the Enabling Legislation and the Code, the Disclosure Booklet, and your signed online enrollment or Enrollment Form, for the exclusive benefit of you and your Beneficiary.

Changes to Your Account. The Plan Officials are not responsible for the accuracy of the documentation you submit to us to make changes to your Account, whether submitted online or in paper form. If acceptable to the Authority, changes, options, and elections relating to your Account will take effect within a reasonable amount of time after we have received the appropriate documentation in good order, unless the Authority agrees otherwise.

Accuracy of Information in Disclosure Booklet. The information in this Disclosure Booklet is believed to be accurate as of the cover date, but it is subject to change without notice. No one is authorized to provide information that is different from the information in the most current form of this Disclosure Booklet, as supplemented from time to time.

Changes to the Disclosure Booklet. The Authority may amend the terms of the Disclosure Booklet from time to time to comply with changes in the law or regulations or if the Authority determines it is in the Plan’s best interest to do so. However, the Authority will not retroactively modify existing terms and conditions applicable to an Account in a manner adverse to you or your Beneficiary, except to the extent necessary to assure compliance with applicable state and federal laws or regulations, or to preserve the favorable tax treatment to you, your Beneficiary, the Authority, the Board, CollegeChoice 529, or the Trust.

Keep Legal Documents for Your Records. You should retain this Disclosure Booklet for your records. We may make modifications to CollegeChoice 529 in the future. If so, an addendum (Supplement) to this Disclosure Booklet may be sent to your address of record or notice sent to you by email if you choose to receive documents electronically. In these cases, the new Supplement and/or Disclosure Booklet will supersede all prior versions.

Please note that we periodically match and update the addresses of record against a change of address database maintained by the U.S. Postal Service to reduce the possibility that items sent by First Class Mail, such as Account statements, will be undeliverable.

Changes to State Statutes; Adoption of Rules. The Indiana Legislature may, from time to time, pass legislation, which may directly or indirectly affect the terms and conditions of CollegeChoice 529 and the Disclosure Booklet. Also, the Authority may adopt rules pursuant to the provisions of the Enabling Legislation, which may directly or indirectly affect the terms and conditions of CollegeChoice 529 and the Disclosure Booklet.
• contributions made to all Qualified Tuition Program accounts for the same beneficiary more than three hundred sixty-five (365) days before a federal bankruptcy filing are not protected against creditor claims in federal bankruptcy proceedings.

The Plan is intended to qualify for bankruptcy law, assets held in a 529 plan account that are property of the debtor’s estate are not exempt from debt for domestic support obligations. This information is not meant to constitute individual tax or bankruptcy advice, and you should consult with your own advisors concerning your individual circumstances.

Representation. All factual determinations regarding your or your Beneficiary’s residency, Disabled status, and any other factual determinations regarding your Account will be made by the Authority or its designee based on the facts and circumstances of each case.

Severability. In the event that any clause or portion of the Disclosure Booklet or the Enrollment Form, including your representations, warranties, certifications, and acknowledgements, is found to be invalid or unenforceable by a valid court order, that clause or portion will be severed from the Disclosure Booklet or the Enrollment Form, as applicable, and the remainder of the Disclosure Booklet or Enrollment Form, as applicable, will continue in full force and effect as if that clause or portion had never been included.

Precedence. Except as otherwise expressly provided in the Trust Declaration, the Agreement and any other document or agreement between the Disclosure Booklet, the Management Agreement, Authority policy or any rules adopted by the Authority, and the Code or Indiana statutes, the provisions of the Indiana statutes or the Code, as applicable, will govern. To the extent permitted by Indiana law, the Code will govern in the event of any inconsistencies between Indiana statutes and the Code.

Indiana Law. The Plan is created under the laws of the State of Indiana. It is governed by, construed, and administered in accordance with the laws of the State. The venue for disputes and all other matters relating to the Plan will only be in the State.

Claims; Disputes. All decisions and interpretations by the Plan Officials in connection with the operation of the Plan will be final. Authority represents to you, and any other person affected. Any claim by you or your Beneficiary against the Plan Officials, individually or collectively, with respect to your Account will be made solely against the assets in your Account. The obligations of the Plan under the Agreement and any other document or agreement to the Trust are monies received from you and earnings and/or losses from your Account investments, and neither you nor your Beneficiary will have recourse against the Plan Officials, collectively or individually, in connection with any right or obligations arising out of an Account. Assets in your Account are not an obligation of the State.

Your Accounts are not insured by the State and neither the principal deposited nor the investment return is guaranteed by the State of Indiana or Plan Officials. Opening an Account does not guarantee that your Beneficiary will be admitted to an Eligible Educational Institution or be allowed to continue enrollment at or graduate from an Eligible Educational Institution after admission. Opening an Account does not establish Indiana residence for your Beneficiary. Neither the State of Indiana nor Plan Officials guarantee that amounts saved in your Account will be sufficient to cover the Qualified Expenses of a Beneficiary. All obligations under your Account and the Disclosure Booklet are legally binding contractual obligations of the Trust only.

Arbitration. This is a pre-dispute arbitration clause. Any controversy or claim arising out of or relating to the Plan or the Disclosure Booklet, or the breach, termination, or validity of this Plan or the Enrollment Form, may be submitted to arbitration administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules (except that if Program Manager, an Investment Manager, or the Savings Portfolio Manager is a party to the arbitration, it may elect that arbitration will instead be subject to the Code of Arbitration Procedure of the Financial Industry Regulatory Authority), which, without limitation, includes the American Arbitration Association’s System of Expedited Arbitration. Any request for an explained decision has been submitted by all parties to the panel at least twenty (20) days prior to the first scheduled hearing date; and the panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.

To the extent permitted by applicable law:

1. the terms and conditions of the agreement between you and the Trust and Indiana law will be applied by the arbitrator(s) without regard to conflict of laws principles;

2. the place of arbitration will be Indianapolis, Indiana;

3. the arbitrator(s) is not empowered to award consequential or punitive damages under any circumstances, whether statutory or common law in nature, including treble damages by statute.

You may have other rights under FINRA’s Code of Arbitration Procedure. You cannot bring a putative or certified class action to arbitration, or seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; who is a member of a putative class who has opted out of the class with respect to any claims encompassed by the putative class action unless: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the person is excluded from the class by the court. A failure to enforce this arbitration provision does not constitute a waiver of any of the Plan Officials’ rights under the Disclosure Booklet or the Enrollment Form or your Account except to the extent set forth in this Arbitration Section.
Lawsuits Involving Your Account. By opening an Account, you are submitting (on behalf of yourself and your Beneficiary) to the exclusive jurisdiction of courts in Indiana for all legal proceedings arising out of or relating to your Account. The Authority or the Program Manager may apply to a court at any time for a judicial settlement of any matter involving your Account. If the Authority or the Program Manager does so, they must give you or your Beneficiary the opportunity to participate in the court proceeding, but they also can involve other persons. Any expense incurred by the Plan Officials in legal proceedings involving your Account, including attorney’s fees and expenses, are chargeable to your Account and payable by you or your Beneficiary if not paid from your Account.

Binding Nature. The Disclosure Booklet and your agreement to participate in the Plan are binding upon the parties and their respective heirs, successors, beneficiaries, and permitted assigns. By signing an online enrollment or the Enrollment Form, you agree that all of your representations and obligations are for the benefit of the Plan Officials, all of whom can rely upon and enforce your representations and obligations contained in the Disclosure Booklet and the Enrollment Form.

Plan Governance

CollegeChoice 529. CollegeChoice 529 is a Qualified Tuition Program that is operated under the Trust established pursuant to the Enabling Legislation. The Enabling Legislation authorizes the Authority to establish and administer Qualified Tuition Programs, and gives the Board power to develop and implement CollegeChoice 529 through the establishment of rules, guidelines, procedures, or policies. In addition, the Authority is provided discretion with regard to the formation of CollegeChoice 529, including the establishment of minimum Account contributions and retention of professional services necessary to assist in the administration of CollegeChoice 529. CollegeChoice 529 is administered by the Board of the Authority, an instrumentality of the State.

Other Qualified Tuition Programs Administered by the Authority. The Authority administers three (3) Qualified Tuition Programs: CollegeChoice 529, CollegeChoice Advisor, and CollegeChoice CD. This Disclosure Booklet relates only to CollegeChoice 529. CollegeChoice Advisor is available for investing only through financial advisors. Go to www.collegechoiceadvisor529.com for information and materials about CollegeChoice Advisor. College Choice CD offers FDIC-insured savings options. Go to www.collegechoicecd.com for more information about CollegeChoice CD.

The Authority. As required by the Enabling Legislation, CollegeChoice 529 is directed and administered by the Authority through its board of directors. The Board consists of (4) four ex officio members: the state treasurer, the state superintendent of public instruction, the Indiana commissioner for higher education, and the budget director and (5) five members who are appointed by the governor. Board members receive no compensation for their services to CollegeChoice 529; however, they are entitled to reimbursement for travel expenses and other expenses actually incurred in the performance of their duties. There may be vacancies on the Board from time to time.

The Declaration of Trust. The Trust has been established pursuant to the Declaration of Trust, which provides that the Authority is the sole Trustee of CollegeChoice 529 and that the Authority may appoint its staff to act as the Trustee’s designee with respect to the day-to-day operations of CollegeChoice 529. The Trust Declaration provides that the assets of CollegeChoice 529 shall be used exclusively to make Qualified Distributions and Non-Qualified Distributions in accordance with the provisions of the Enabling Legislation and the Accounts and pay expenses of the Trust, CollegeChoice Advisor and/or CollegeChoice CD in the management, protection, investment, and reinvestment of Trust assets. The Trust Declaration also provides that the Authority shall adopt investment policies and may change the policies from time to time as they deem in the best interest of Account Owners and Beneficiaries.

Under the Trust Declaration, the Authority may, among other things:

1. retain professional services, including accountants, auditors, consultants, and experts;
2. seek rulings and other guidance from the U.S. Department of the Treasury, the IRS, and the Indiana Department of Revenue;
3. make changes to the Plan and the Trust required for the Account Owners in CollegeChoice 529 to obtain the federal income tax benefits or treatment provided by Section 529;
4. interpret, in rules, policies, guidelines, and procedures, the provisions of the Enabling Legislation broadly in light of its purpose and objectives;
5. charge, impose, and collect administrative fees and service charges in connection with any agreement, contract, or transaction relating to the Plan;
6. select the financial institution or institutions to act as the depository and manager of the Plan in accordance with the Enabling Legislation and the Trust;
7. contract with a financial institution or institutions to serve as program managers and depositories; and
8. take any other action reasonably necessary to implement and administer CollegeChoice and the Trust.

To obtain a copy of the Trust Declaration, please call a Client Service Representative at 1-866-485-9415.

Program Manager to CollegeChoice 529. Ascensus Broker Dealer Services, LLC, the Program Manager, and its affiliates, have overall responsibility for the day-to-day operations, including investment advisory, recordkeeping and administrative services, and marketing.
Defined Terms. Terms used in this Disclosure Booklet have the following meanings:

ABLE Rollover Distribution: A distribution to an account in a Qualified ABLE Program for the same Beneficiary or a Member of the Family of the Beneficiary. Any distribution must be made before January 1, 2026 and cannot exceed the annual $15,000 contribution limit prescribed by Section 529A(b)(2)(B)(i) of the Code.

Account: An account in CollegeChoice 529 established by an Account Owner for a Beneficiary.

Account Maintenance Fee: An annual fee charged to each Account. The fee is waived if the Account Owner or Beneficiary is an Indiana Resident and for Accounts with balances of $25,000 or more.

Account Owner or you: An individual 18 years or older, an emancipated minor (as determined by Indiana law), a trust, an estate, a partnership, an association, a company, a corporation, or a qualified custodian under the UGMA/UTMA, who signs an online or paper Enrollment Form establishing an Account. In some cases, the Account Owner and Beneficiary may be the same person. An individual seeking to open an Account as an emancipated minor must submit a court order as well as any other documentation that we request, establishing that he or she is empowered to enter into a contract without the ability to revoke a contract based on age. Without such documentation, we will not open an Account for an emancipated minor.

AGS or Ascensus Government Savings: Ascensus Government Savings is used to refer collectively or individually, as the case requires, to Ascensus Broker Dealer Services, LLC and its affiliates.

Authority: The Indiana Education Savings Authority.

Beneficiary: The individual designated by an Account Owner, or as otherwise provided in writing to CollegeChoice 529, to receive the benefit of an Account.

Board: The board of directors of the Authority.

Carillon Reams: Carillon Reams Funds: Carillon Reams Funds

Code: Internal Revenue Code of 1986, as amended. There are references to various Sections of the Code throughout this Disclosure Booklet, including Section 529 as it currently exists and as it may subsequently be amended, and any regulations adopted under it.

CollegeChoice 529: The CollegeChoice 529 Direct Savings Plan.

Custodian: The individual who opens an Account on behalf of a minor Beneficiary with assets from an UGMA/UTMA account. Generally, the Custodian will be required to perform all duties of the Account Owner with regard to the Account until the Account Owner attains the age 18, is otherwise emancipated, or the Custodian is released or replaced by a valid court order. The Custodian of an Account funded from an UGMA/UTMA account may not change the Account Owner or Beneficiary.

Disclosure Booklet: This document, intended to provide substantive disclosure of the terms and conditions of an investment in CollegeChoice 529, including any other Supplements distributed from time to time.

Distribution Tax: A federal surtax required by the Code that is equal to 10% of the earnings portion of a Non-Qualified Distribution.

Disabled or Disability: Condition of a Beneficiary who is unable to do any substantial gainful activity because of any medically determinable physical or mental impairment which can be expected to result in death or to be of long-continued and indefinite duration. We will require medical documentation to verify this condition. See IRS Publication 970 available at https://www.irs.gov/forms-pubs/about-publication-970 for further details.

Educational Assistance: Educational Assistance generally refers to the tax-free portion of any scholarships or fellowships, Pell Grants, employer provided educational assistance, veterans education assistance, and other tax-free educational assistance. See IRS Publication 970 online at https://www.irs.gov/forms-pubs/about-publication-970 for more information.

EFT or Electronic Funds Transfer: A service in which an Account Owner authorizes CollegeChoice 529 to transfer money from a bank or other financial institution to an Account in CollegeChoice 529.

Eligible Educational Institution: An institution as defined in Section 529(e) of the Code. Generally, the term includes accredited post-secondary educational institutions or vocational schools in the United States and some accredited post-secondary educational institutions or vocational schools abroad offering credit toward a bachelor’s degree, an associate’s degree, a graduate...
You can generally determine if a school is an Eligible Account Owner and the Trust, establishing the obligations of tuition expenses as defined in the Code and as may be associated with CollegeChoice 529.

Completing online. Your digital signature acknowledges or attendance at an elementary or secondary public, Loomis, Sayles & Company, L.P., a subsidiary of Natixis Global Asset Management. Management Agreement: An agreement between the Authority and AGS to provide CollegeChoice 529 with program management, investment advisory, recordkeeping and administrative services, and marketing.

The Management Agreement between the Authority and AGS is now effective and will terminate in 2025, or earlier as provided in the Management Agreement. Maximum Account Balance: The maximum aggregate balance of all accounts for the same beneficiary in Qualified Tuition Programs sponsored by the State of Indiana, as established by the Authority from time to time, which will limit the amount of contributions that may be made to Accounts for any one beneficiary, as required by Section 529. The current Maximum Account Balance is $450,000.

HUSA: NexBank’s High-Yield Savings Account.

Indiana K-12 Tuition: K-12 Tuition for a school located in Indiana.

Indiana Qualified Higher Education Expenses: Qualified Expenses, excluding K-12 Tuition.

Indiana Resident: An Account Owner or Beneficiary who has registered an Indiana address with the Plan.

IRS: Internal Revenue Service.

Investment Option or Portfolio: The Year of Enrollment Portfolio, Individual Portfolios, and the Savings Portfolio available to Account Owners in CollegeChoice 529.

Investment Managers: Vanguard; Dodge & Cox; Loomis Sayles; Carillon Reams; and Western Asset are the managers of their respective Underlying Funds.

K-12 Tuition: Qualified elementary and secondary tuition expenses as defined in the Code and as may be further limited by the Plan. These expenses are defined as expenses for tuition in connection with enrollment or attendance at an elementary or secondary public, private, or religious school.


Management Agreement: An agreement between the Authority and AGS to provide CollegeChoice 529 with program management, investment advisory, recordkeeping and administrative services, and marketing.


Plan Officials: The State, CollegeChoice 529, the Authority, the Trustee, the Trust, any other agency of the State (other than the Manager (including its officers and agents), the Investment Managers or the Savings Portfolio Manager (including their respective affiliates and agents), and any other counsel, advisor, or consultant retained by or on behalf of, those entities and any employee, officer, official, or agent of those entities.

Program Fee: The total of the Underlying Investment Fee and the Manager Fee as described under Fees on page 20.

Program Manager: Ascensus Broker Dealer Services, LLC.

Qualified ABLE Program: A program designed to allow individuals with disabilities to save for qualified disability expenses. Qualified ABLE Programs are sponsored by states or state agencies and are authorized by Section 529A of the Code.

Qualified Distribution: A distribution from an Account that is used to pay Qualified Expenses of the Beneficiary.

Qualified Expenses: Qualified higher education expenses as defined in the Code and as may be further limited by CollegeChoice 529. Generally, these include the following:

1. tuition, fees and the costs of textbooks, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution;

2. certain costs of the room and board of a Beneficiary for any academic period during which the student is enrolled at least half-time at an Eligible Educational Institution;

3. expenses for special needs Beneficiaries that are necessary in connection with their enrollment or attendance at an Eligible Educational Institution;

4. expenses for the purchase of computer or peripheral equipment as defined in section 162(a)(3)(B) of the Code);

5. K-12 Tuition.
In this section, we ask you to indemnify the Plan Officials, make certain representations to us and acknowledge your responsibilities.

Indemnity
As an Account Owner, I agree to and acknowledge the following indemnity:

1. I am opening an Account in the Trust based upon my statements, agreements, representations, warranties, and covenants as set forth in the Disclosure Booklet and Enrollment Form.

2. I, by completing my online enrollment or executing the Enrollment Form, as applicable, agree to indemnify and hold harmless the Plan Officials from and against any and all loss, damage, liability, penalty, tax, or expense, including costs of reasonable attorneys’ fees, which they incur by reason of, or in connection with, any misstatement or misrepresentation that is made by me or my Beneficiary, any breach by me of the acknowledgements, representations, warranties, or covenants in the Disclosure Booklet and Enrollment Form, or any failure by me to fulfill any covenants or agreements in the Disclosure Booklet or Enrollment Form.

Representations, Warranties and Acknowledgements
I, as Account Owner, represent and warrant to, and acknowledge and agree with, the Authority regarding the matters set forth in the Disclosure Booklet and Enrollment Form including that:

1. I have received, read, and understand the terms and conditions of the Disclosure Booklet, Enrollment Form and any additional information provided to me by the Plan Officials with respect to the Trust or the Plan.

2. I certify that I am a natural person, at least 18 years of age, and a citizen or a resident of the United States of America; and I have the requisite authority to enter into this participation agreement and to open an Account for the Beneficiary. I also certify that the person named as Beneficiary of the Account is a citizen or a resident of the United States of America.

3. I understand that the Plan is intended to be used only to save for Qualified Expenses.

4. I understand that any contributions credited to my Account will be deemed by the Plan Officials to have been received from me and that contributions by third parties may result in adverse tax or other consequences to me or those third parties.

5. If I am establishing an Account as a Custodian for a minor under UGMA/UTMA, I understand and agree that I assume responsibility for any adverse consequences resulting from the establishment, maintenance, or termination of the Account.

6. If I am establishing an Account as a trustee for a trust, I represent that: (i) the trustee is the Account Owner; (ii) the individual signing the online enrollment or paper Enrollment Form, as applicable, is duly authorized to act as trustee for the trust; (iii) the Disclosure Booklet may not discuss tax consequences and other aspects of the Plan of particular relevance to the trust and individuals having an interest in the trust; and (iv) the trustee, for the benefit of the trust, has consulted with and relied on a professional advisor, as deemed appropriate by the trustee, before becoming an Account Owner.

7. I understand that Plan assets may be allocated among equity funds, fixed income funds, capital preservation funds, funding agreements, and other investments.

8. In making my decision to open an Account and completing my enrollment, I have not relied upon any representations or other information, whether written or oral, other than as set forth in the Disclosure Booklet, and I have considered the availability of alternative education savings and investment programs, including other Qualified Tuition Programs.

9. I understand that I am solely responsible for determining which Qualified Tuition Program is best suited to my needs and objectives. I understand that CollegeChoice 529 and the Investment Options offered by the Plan may not be for all investors as a means of saving and investing for education costs. I have determined that an investment in CollegeChoice 529 is a suitable investment for me as a means of saving for the Qualified Expenses of my Beneficiary.

10. I have been given an opportunity to obtain any additional information needed to complete my enrollment and/or verify the accuracy of any
The information provided below is a summary of the main investment risks of the Portfolios and the Underlying Investments. Each Underlying Investment’s current prospectus and statement of additional information contains information not summarized here and identifies additional principal risks to which the respective Underlying Investment may be subject. As with any investment, your investment in the Portfolios could lose money or the Portfolios’ performance could fail that of other investments. Each Portfolio has a different level of risk.

**INVESTMENT RISKS RELATED TO THE PORTFOLIOS**

<table>
<thead>
<tr>
<th>PORTFOLIO</th>
<th>RISK SUMMARY</th>
</tr>
</thead>
<tbody>
<tr>
<td>2036 Enrollment Portfolio</td>
<td>Because the allocations of each Year of Enrollment Portfolio will change on a semi-annual basis, the relative amounts of the following risks will change over time. For more information about the asset allocations for each Year of Enrollment Portfolio, see <em>Year of Enrollment Portfolios</em> beginning on page 27.</td>
</tr>
<tr>
<td>2033 Enrollment Portfolio</td>
<td>Because they invest in stock funds, these Portfolios are subject to stock market risk. Because they invest in bond funds, these Portfolios are subject to levels of interest rate risk, credit risk, income risk, and call/prepayment risk. Through certain Vanguard fund holdings, these Portfolios have levels of country/regional risk, currency risk, and emerging markets risk. Interest rate risk, credit risk, income risk, and call/prepayment risk. These Portfolios also have levels of index sampling risk, non-diversification risk, currency hedging risk, and derivatives risk. These risks are discussed under <em>Vanguard Investment Risks</em> starting on page 58.</td>
</tr>
<tr>
<td>2030 Enrollment Portfolio</td>
<td>Through ownership in the Loomis Sayles bond fund, these Portfolios are subject to agency securities risk, below-investment-grade fixed income securities risk, credit/default risk, currency risk, derivatives risk, emerging markets risk, equity securities risk, fixed-income securities risk, foreign securities risk, inflation/deflation risk, interest rate risk, issuer risk, large investor risk, leverage risk, liquidity risk, management risk, market risk, mortgage-related and asset-backed securities risk, non-diversification risk, and short exposure risk. These risks are discussed further under <em>Loomis Sayles Investment Risks</em> on pages 62–68.</td>
</tr>
<tr>
<td>2027 Enrollment Portfolio</td>
<td>The Portfolio primarily is subject to stock market risk. The Portfolio also has lower levels of index sampling risk. These risks are discussed under <em>Vanguard Investment Risks</em> starting on page 58.</td>
</tr>
<tr>
<td>2024 Enrollment Portfolio</td>
<td>Principal Investment risks are discussed under <em>Dodge &amp; Cox Investment Risks</em> starting on page 59.</td>
</tr>
<tr>
<td>2021 Enrollment Portfolio</td>
<td>Investment risks are discussed under <em>Calaint Reams Funds Investment Risks</em> starting on page 60.</td>
</tr>
<tr>
<td>College Portfolio</td>
<td>Investment risks are discussed under <em>Western Asset Investment Risks</em> starting on page 61.</td>
</tr>
</tbody>
</table>
Bond Index Portfolio
The Portfolio primarily is subject to moderate levels of interest rate risk, income risk, and call/prepayment risk. The Portfolio also has low levels of credit risk and index sampling risk. These risks are discussed under Vanguard Investment Risks starting on page 58.

Stable Value Portfolio
The Portfolio primarily is subject to inflation risk, income risk, manager risk, and credit risk. These risks are discussed under Vanguard Investment Risks starting on page 58. The Portfolio is also subject to the Equity Wash Rule. See Important Risks You Should Know About - Equity Wash Rule on page 25 of the Disclosure Booklet. Traditional funding agreements are backed by the financial strength of the insurance companies that issue the contracts. Every effort is made to select high-quality insurance companies. However, the Portfolio may lose value if an insurance company is unable to make interest or principal payments when due.

Separate account funding agreements and SICs are issued by banks, insurance companies, and other issuers, and are designed to provide a stable asset value. However, unlike traditional funding agreements, they are supported by a diversified portfolio of high-quality fixed income assets or mutual funds.

These risks are discussed under Vanguard Investment Risks on page 58. The Portfolio is also subject to the

Vanguard Total International Stock Index Fund may invest a large portion of its assets in developing foreign markets.

Emerging Markets Risk. This 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.

Foreign Securities Risk. Investments in foreign securities are subject to country risk and currency risk. Country risk is the chance that world events — such as political upheaval, financial troubles, or natural disasters — will adversely affect the values of securities issued in foreign countries or regions. 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. Investments in foreign stock markets can be riskier than U.S. stock investments. The prices of foreign stocks and the prices of U.S. stocks have, at times, moved in opposite directions.

Income Risk. This is the chance that an Underlying Fund’s income will decline because of falling interest rates. Income risk is generally higher for short-term bond funds, moderate for intermediate-term bond funds, and lower for long-term bond funds.

Income Fluctuations Risk. This is the risk that the Vanguard Short-Term Inflation-Protected Securities Index Fund’s quarterly income distributions are likely to fluctuate considerably more than the income distributions of a typical bond fund. Income fluctuations associated with changes in interest rates are expected to be low; however, income fluctuations associated with changes in inflation are expected to be high. Overall, investors can expect income fluctuations to be high for this Underlying Fund.

Derivatives Risk. An Underlying Fund may invest, to a limited extent, in derivatives. Generally speaking, a derivative is a financial contract whose value is based on the value of a financial asset (such as a stock, bond, or currency), a physical asset (such as gold), or a market index (such as the S&P 500 Index). Investments in derivatives may subject the Underlying Funds to risks different from, and possibly greater than, those of the underlying securities, assets, or market indexes. The Vanguard Underlying Funds will not use derivatives for speculation or for the purpose of leveraging (magnifying) investment returns.
DODGE & COX INVESTMENT RISKS
The Dodge & Cox International Stock Fund could lose money or the Fund could underperform other investments. You should expect the Underlying Fund’s share price and total return to fluctuate within a wide range. The Underlying Fund’s performance could be hurt by:

Manager Risk. Dodge & Cox’s opinion about the intrinsic worth or creditworthiness of a company or security may be incorrect, or the market may continue to undervalue the company or security or the market may continue to undervalue the companies Dodge & Cox may not make timely purchases or sales of securities for the Underlying Fund, the Underlying Fund’s investment objective may not be achieved, and the market may continue to undervalue the Underlying Fund’s securities.

Equity Risk. Equity securities can be volatile and may decline in value because of changes in the actual or perceived financial condition of their issuers or other events affecting their issuers.

Market Risk. Investment prices may increase or decrease, sometimes suddenly and unpredictably, due to general market conditions.

Liquidity Risk. The Underlying Fund may not be able to purchase or sell a security in a timely manner or at desired prices or achieve its desired weighting in a security.

Non-U.S. Investment Risk. Securities of non-U.S. issuers (including ADRs and other securities that represent interests in a non-U.S. issuer’s securities) may be less liquid, more volatile, and harder to value than U.S. securities. Non-U.S. issuers may be subject to political, economic, or market instability, or unfavorable government action in their local jurisdictions or economic sanctions or other restrictions imposed by foreign governments or regulators. There may be less information publicly available about non-U.S. issuers and their securities, and those issuers may be subject to lower levels of government regulation and oversight. Non-U.S. stock markets may decline due to conditions specific to an individual country, including unfavorable economic conditions relative to the United States. There may be increased risk of delayed transaction settlement. These risks may be higher when investing in emerging market issuers. Certain of these elevated risks may also apply to securities of U.S. issuers with significant non-U.S. operations.

Non-U.S. Currency Risk. Non-U.S. currencies may decline relative to the U.S. dollar, which reduces the unhedged value of securities denominated in or otherwise exposed to those currencies. Dodge & Cox may not hedge or may not be successful in hedging the Underlying Fund’s currency exposure. Dodge & Cox may not be able to determine accurately the extent to which a security or its issuer is exposed to currency risk.

Emerging Market Risk. Emerging market securities may present issuer, market, currency, liquidity, volatility, valuation, legal, political, and other risks different from, and potentially greater than, the risks of investing in securities of issuers in more developed markets.

Derivatives Risk. Investing with derivatives, such as currency forward contracts, currency swaps, and equity index futures, involves risks additional to and possibly greater than those associated with investing directly in securities. The value of a derivative may not correlate to the value of the underlying instrument to the extent expected. Derivative transactions may be volatile, and can create leverage, which could cause the Underlying Fund to lose more than the amount of assets initially contributed to the transaction. The Underlying Fund may not be able to close a derivatives position at an advantageous time or price. For over-the-counter derivative transactions, the counterparty may be unable or unwilling to make required payments and deliveries, especially during times of financial market distress. Changes in regulation relative to a mutual fund’s use of derivatives and related instruments may make derivatives more costly. Limit the availability of derivatives; or otherwise adversely affect the value or performance of derivatives and the Underlying Fund.

CARRIOL REAMS FUNDS INVESTMENT RISKS
There is a risk that the Active Bond Portfolio could lose money by investing in the Carrion Reams Care Plus Bond. Bond prices may severely underperform the shares of the Underlying Fund are not deposits or obligations of, nor guaranteed by any banking institution. They are not federally insured by the Federal Deposit Insurance Corporation or any other United States government agency. These shares involve investment risks, including the possible loss of the principal invested.

Market Risks. The Underlying Fund’s investments are subject to market risk, which may cause the value of the Underlying Fund’s investments to decline, sometimes rapidly or unpredictably, due to factors affecting securities markets generally, particular geographic regions or particular industries. If the value of the Underlying Fund’s investments goes down, the share price of the Underlying Fund will go down, and the Portfolio may lose money. U.S. and international markets have experienced extreme volatility, reduced liquidity, credit downgrades, increased likelihood of default and valuation difficulties in recent years.

Fixed Income Security Risks. The Underlying Fund’s investments are subject to the risks inherent in individual fixed income security selections. Yields and principal values of debt securities (bonds) will fluctuate. Generally, values of debt securities change in response to changes in interest rates. As interest rates go up, the value of debt securities tends to go down. As a result, the value of the Underlying Fund may go down. Furthermore, these fluctuations tend to increase as a fixed income security’s time to maturity increases. A longer-term fixed income security will decrease more for a given increase in interest rates than a shorter-term fixed income security. Fixed income securities may also be affected by changes in the credit rating or financial condition of their issuers.

Maturity Risks. The Underlying Fund will invest in fixed income securities of varying maturities. Generally, the longer a fixed income security’s maturity, the greater the risk. Conversely, the shorter a fixed income security’s maturity, the lower the risk.

Credit Risks. Credit risk is the risk that the Underlying Fund could lose money if the issuer or guarantor of a fixed income security, or the counterparty to a derivative contract, is unable or unwilling to meet its financial obligations.

High Yield Security Risks. High yield securities involve greater risk than investment grade securities, including the possibility of default or bankruptcy. They tend to be more sensitive to economic conditions than higher-rated debt securities and, as a result, are generally more sensitive to credit risk than securities in the higher-rated categories. High yield securities are considered primarily speculative with respect to the issuer’s continuing ability to make principal and interest payments. Periods of economic uncertainty generally result in increased volatility in the market prices of these securities.

Issuer Risks. The risk that the value of a security may decline for a reason directly related to the issuer, such as management performance, financial leverage and reduced demand for the issuer’s goods or services.

Credit Ratings Risks. Ratings by nationally recognized ratings agencies generally represent the agencies’ opinion of the credit quality of an issuer and may prove to be inaccurate.

Income Risks. The Underlying Fund’s income could decline due to falling market interest rates. In a falling interest rate environment, the Underlying Fund may be required to invest its assets in lower-yielding securities.

Mortgage- and Asset-Backed Securities Risks. Mortgages are subject to interest rate risk (both increases and decreases) may quickly and significantly reduce the value of certain types of mortgage- and asset-backed securities. Mortgage- and asset-backed securities can also be subject to the discordance among markets and the possibility of default or bankruptcy of the issuer or guarantor of the mortgage- or asset-backed security.
risks of default on the underlying mortgages or other assets. Mortgage- and asset-backed securities are subject to the risks of delayed payment or default. The value of such investments may fluctuate significantly based on the performance of the underlying assets, such as the underlying mortgage pool, or the underlying asset池池. The following is a summary description of certain risks of investing in the Underlying Fund.

Prepayment or Call Risk. Many fixed income securities give the issuer the option to repay or call the security prior to its maturity date. Issuers often exercise this right when interest rates fall. Accordingly, if the Underlying Fund holds a fixed income security subject to prepayment or call, it will not benefit fully from the increase in value that other fixed income securities generally experience when interest rates fall. Upon prepayment of the security, the Underlying Fund would also be forced to reinvest the proceeds at then current yields, which would be lower than the yield of the security that was paid off. In addition, if the Underlying Fund purchases a fixed income security at a premium (at a price that exceeds its stated par or principal value), the Underlying Fund may lose the amount of the premium paid in the event of prepayment.

Credit Risk. If an obligor (such as the issuer itself or a party offering credit enhancement) for a security held by the Underlying Fund fails to pay, otherwise defaults, is perceived to be less creditworthy, becomes insolvent or files for bankruptcy, a security’s credit rating is downgraded or the credit quality or value of any underlying assets declines, the value of the Portfolio’s investment in the Underlying Fund may decline. If the Underlying Fund enters into financial contracts (such as certain derivatives, repurchase agreements, reverse repurchase agreements, and when-issued, delayed delivery and forward commitment transactions), the Underlying Fund may be subject to the credit risk presented by the counterparty. In addition, the Underlying Fund may incur expenses in an effort to protect the Underlying Fund’s interests or to enforce its rights. Credit risk is broadly gauged by the credit ratings of the securities in which the Underlying Fund invests. However, ratings are only the opinions of the companies issuing them and are not guarantees as to quality. Securities rated in the lowest category of investment grade (Baa/BBB) may possess certain speculative characteristics.

The Underlying Fund is subject to greater levels of credit risk in connection to investments in junk bonds often have more debt in relation to total assets. Junk bonds are rated securities and may involve major risk of exposure to adverse conditions and negative sentiments. These securities may be subordinated or in danger of default as to principal and interest. Unrated securities of comparable quality share these risks.

The Underlying Fund may hold securities which are subordinated to more senior securities of the issuer, or which represent interests in pools of such subordinated securities. The Underlying Fund is more likely to suffer a credit loss on a subordinated security than on the non-subordinated securities of the same issuer. If there is a default, bankruptcy or liquidation of the issuer, most subordinated securities are paid only if sufficient assets remain after payment of the issuer’s non-subordinated securities. In addition, any recovery of principal may take more time. As a result, even a perceived decline in creditworthiness of the issuer is likely to have a greater impact on subordinated securities.

Currency Risk. 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 erode investment gains or add to investment losses. Currency exchange rates can be volatile, and are affected by factors such as governmental actions, actions of the U.S. and foreign governments or central banks, the imposition of currency controls and speculation.

Derivatives Risk. The Underlying Fund may engage in a variety of transactions using derivatives, such as futures, options, warrants, and swaps, including credit default swaps. Derivatives are financial instruments whose value depends upon, or are derived from, the performance of the underlying asset or assets, such as one or more of the Underlying Fund’s interests or to enforce its rights. Credit risk is broadly gauged by the credit ratings of the securities in which the Underlying Fund invests. However, ratings are only the opinions of the companies issuing them and are not guarantees as to quality. Securities rated in the lowest category of investment grade (Baa/BBB) may possess certain speculative characteristics.

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increase Underlying Fund volatility, which is the degree to which the Underlying Fund’s share price may fluctuate within a given time period. Certain derivatives have the potential for unlimited loss, regardless of the size of the initial investment. The other parties to certain derivatives transactions present the same types of credit risk as issuers of fixed income securities. Derivatives also tend to involve lower up-front cash outlays, but may be difficult to value. The Underlying Fund may be unable to terminate or sell its derivative positions. In fact, many over-the-counter derivatives will not have liquidity beyond the counterparty to the instrument. The Underlying Fund’s use of derivatives may increase the amount of taxes payable by shareholders. The U.S. government is in the process of adopting and implementing regulations governing derivatives markets, including mandatory clearing of certain transactions and reporting requirements. The ultimate impact of the regulations remains unclear. Additional regulation of derivatives may make them more costly, may limit their availability, may disrupt markets or may otherwise adversely affect their value or performance. The Underlying Fund may be exposed to additional risks as a result of the additional regulations. The extent and impact of the additional regulations are not yet fully known and may not be for some time.

Investments by the Underlying Fund in structured securities, a type of derivative, raise certain tax, legal, regulatory, accounting, valuation and other issues that may not be presented by direct investments in securities. These issues could be resolved in a manner that could hurt the performance of the Underlying Fund.

Swap agreements tend to shift the Underlying Fund’s investment exposure from one type of investment to another. For example, the Underlying Fund may enter into a swap to exchange the interest payments on a debt obligation with another party, such as an exchange of floating rate payments for fixed interest rate payments with respect to a notional amount of principal. A swap agreement is intended to be used as a hedge against a favorable interest rate movement, the investment performance of the Underlying Fund would be less than what it would have been if the Underlying Fund had not entered into the interest rate swap. Credit default swap contracts involve heightened risks and may result in losses to the Underlying Fund. Credit default swaps may be illiquid and difficult to value. If the Underlying Fund buys a credit default swap, it will be subject to the risk that the credit default swap may expire worthless, as the credit default swap would only generate income in the event of a default on the underlying debt security or other specified event. As a buyer, the Underlying Fund would also be subject to the credit risk of the underlying credit obligations in the event of a default (or similar event). If the Underlying Fund sells a credit default swap, it will be exposed to the credit risk of the issuer of the obligation to which the credit default swap relates. As a seller, the Underlying Fund would also be subject to counterparty credit risk, because it would be liable for the full notional amount of the swap in the event of a default (or similar event).

The absence of a central exchange or market for swap transactions may lead, in some instances, to difficulties in trading and valuation, especially in the event of market disruptions. Recent legislation requires certain swaps to be executed through a centralized exchange or regulated facility and be cleared through a regulated clearinghouse. Although this clearing mechanism is generally expected to reduce counterparty credit risk, it may limit or disrupt the swap market and may not result in swaps being easier to trade or value. As swaps become more standardized, the Underlying Fund may not be able to enter into swaps that meet its investment needs. The Underlying Fund also may not be able to find a clearinghouse willing to accept a swap for clearing. In a cleared swap, a central clearing organization will be the counterparty to the transaction. The Underlying Fund will assume the risk that the clearinghouse may be unable to perform its obligations.

The Underlying Fund will be required to maintain its positions with a clearing organization through one or more clearing brokers. The clearing organization will require the Underlying Fund to post margin and the broker may require the Underlying Fund to post additional margin to secure the Underlying Fund’s obligations. The amount of margin required may change from time to time, in addition, cleared transactions may be more expensive to maintain than over-the-counter transactions and may require the Underlying Fund to deposit larger amounts of margin. The Underlying Fund may not be able to post additional margin if the broker has financial difficulties. Also, the broker may require the Underlying Fund to terminate a derivatives position under certain circumstances. This may cause the Underlying Fund to lose money.

Risk associated with the use of derivatives are magnified to the extent that an increased portion of the Underlying Fund’s assets are committed to derivatives in general or are invested in just one or a few types of derivatives.

Foreign Investments and Emerging Markets Risk. The Underlying Fund’s investments in securities of foreign issuers or issuers with significant exposure to foreign markets involve additional risk. Foreign countries in which the Underlying Fund may invest may have markets that are less liquid, less regulated and more volatile than U.S. markets. Therefore, the Underlying Fund’s investments may decline because of factors affecting the particular issuer as well as foreign markets and issuers generally, such as unfavorable government actions, and political or financial instability. Lack of information may also affect the value of these securities.

The value of the Underlying Fund’s foreign investments may be affected by foreign general economic, political, and social conditions, such as war, armed conflict, governmental instability, or adverse political change. The Underlying Fund may be the counterparty to the transaction. The Underlying Fund would also be subject to leverage risk, because it would be liable for the full notional amount of the swap in the event of a default (or similar event).

Hedging Risk: The decision as to whether and to what extent the Underlying Fund will engage in hedging transactions to hedge against such risks as credit risk, currency risk, and interest rate risk will depend on a number of factors, including prevailing market conditions, the composition of the Underlying Fund, and the specific characteristics of the derivatives or other hedging instruments used. Accordingly, there can be no assurance that the Underlying Fund will engage in hedging transactions at any given time or from time to time, even under volatile market conditions, or that any such strategies, if used, will be successful. Hedging transactions involve costs and may reduce gains or result in losses.

Market and Interest Rate Risk. The market prices of fixed income and other securities owned by the Underlying Fund may go up or down, sometimes rapidly or unpredictably. If the market prices of the securities owned by the Underlying Fund fall, the value of the Portfolio’s investment in the Underlying Fund will decline. The value of a security backed by foreign general economic, political, or social conditions, such as red or perceived adverse economic or political conditions, inflation, changes in interest or currency rates, lack of liquidity in the bond markets or adverse investor sentiment.

Changes in market conditions will not typically have the same impact on all types of securities. The value of a security may also fall due to specific conditions that affect a particular sector of the securities market or a particular issuer.

The market prices of securities may fluctuate significantly when interest rates change. When interest rates rise, the value of fixed income securities, and therefore the value of the Underlying Fund’s investment in such securities, may fall. Investment earnings from a foreign country. Dividends and interest income may be subject to U.S. and foreign withholding taxes. As swaps are expected to reduce counterparty credit risk, it may or may not be able to recover margin amounts if the broker goes out of business. The Underlying Fund may also be affected by foreign tax laws, special U.S. tax considerations and restrictions on receiving the investment proceeds from a foreign country. Dividends or interest paid by foreign issuers are often particularly sensitive to market conditions, or that any such strategies, if used, will be successful. Hedging transactions involve costs and may reduce gains or result in losses.

Liquidity Risk. Liquidity risk exists when particular investments are impossible or difficult to sell. Although most of the Underlying Fund’s investments must be liquid at the time of investment, investments may become illiquid after purchase by the Underlying Fund, particularly during periods of market turmoil. Markets may become illiquid when, for instance, there are few, if any, transactions in buyers or sellers are uncertain as to the price at which they can sell or be unable to make a market for certain securities. When the Underlying Fund holds illiquid investments, it may be harder to value, especially in changing markets, and if
the Underlying Fund is forced to sell these investments to meet redemption requests or for other cash needs, the Underlying Fund may suffer a loss. In addition, when there is illiquidity in the market for certain investments, the Underlying Fund, due to limitations on illiquid investments, may be unable to achieve its desired level of exposure to a certain sector.

Risks Related to Inflation-Indexed Securities: The value of inflation-indexed fixed-income securities generally fluctuates in response to changes in real interest rates, which are in turn tied to the relationship between nominal interest rates and the rate of inflation. Therefore, if inflation were to rise at a faster rate than nominal interest rates, real interest rates might decline, leading to an increase in value of inflation-indexed securities. In contrast, if nominal interest rates increased at a faster rate than inflation, real interest rates might rise, leading to a decrease in value of inflation-indexed securities.

Although the principal value of inflation-indexed securities declines in periods of deflation, holders at maturity receive no less than the par value of the security. However, if the Underlying Fund purchases inflation-indexed securities in the secondary market whose principal values have been adjusted upward due to inflation since issuance, it may experience a loss if there is a subsequent period of deflation. Lower than expected during the period the Underlying Fund holds an inflation-indexed security, the Underlying Fund may earn less on the security than on a conventional bond.

Any increase in principal value caused by an increase in the index the inflation-indexed securities are tied to is taxable in the year the increase occurs, even though the Underlying Fund will not receive cash repayment until the increase at that time. As a result, the Underlying Fund could be required at times to liquidate other investments, including when it is not advantageous to do so, in order to satisfy its distribution requirements as a regulated investment company under the Code. See “Additional Tax Information” in the Underlying Fund’s Statement of Additional Information.

If real interest rates rise (i.e., if interest rates rise for reasons other than inflation, for example, due to changes in currency exchange rates), the value of inflation-indexed securities held by the Underlying Fund will decline. Moreover, because the principal amount of inflation-indexed securities would be adjusted downward during a period of deflation, the Underlying Fund will be subject to deflation risk with respect to its investments in these securities. Interest payments are tied to indices that are calculated based on rates of inflation for prior periods. There can be no assurance that such indices will accurately measure the actual rate of inflation in the prices of goods and services.

Mortgage-Backed and Asset-Backed Securities Risk. When market interest rates increase, the market values of mortgage-backed securities may decrease. Certain debt securities issued or guaranteed by agencies of the U.S. government are guaranteed as to the payment of principal and interest by the relevant entity but have not been backed by the full faith and credit of the U.S. government. Instead, they have been supported solely by the discretionary authority of the U.S. government to purchase the agency’s obligations. An event affecting the guaranteeing entity could adversely affect the payment of principal or interest or both on the security and, therefore, these types of securities should be considered to be riskier than U.S. government securities.

Below Investment-Grade Fixed-Income Securities Risk. This is the risk that the Underlying Fund’s investments in below investment-grade fixed income securities, also known as “junk bonds,” may be subject to greater risks than other fixed-income securities. Although being subject to greater risks of interest rate risk, credit risk (including a greater risk of default) and liquidity risk, the ability of the issuer to make principal and interest payments is predominantly speculative for below investment-grade fixed-income securities.

Credit/Counterparty Risk. Credit risk is the risk that the issuer or the guarantor of a fixed-income security, or the counterparty to a derivatives or other transaction, will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. Below investment grade fixed-income securities are considered predominantly speculative with respect to the ability of the issuer to make timely principal and interest payments. The Underlying Fund will be subject to credit risks with respect to the counterparties of its derivative transactions. Many of the protections afforded to participants on organized exchanges, such as the performance guarantee of an exchange clearing house, are not available in connection with Over-The-Counter (OTC) derivative transactions, such as foreign currency transactions. As a result, in instances when the Underlying Fund enters into OTC derivative transactions, the Underlying Fund will be subject to the risk that its direct counterparties will not perform their obligations under the transactions and that the Underlying Fund will sustain losses or be unable to realize gains.

Currency Risk. Fluctuations in the exchange rates between different currencies may negatively affect an investment. The Underlying Fund may be subject to currency risk because it may invest a significant portion of its assets in currency-related instruments and may invest in securities or other assets denominated in, or receive revenues in, foreign currencies. The Underlying Fund’s investment advisor may elect not to hedge currency risk, which may cause the Underlying Fund to incur losses that would not have been incurred had the risk been hedged.

Derivatives Risk. Derivatives are subject to changes in the value of a security or index underlying the derivatives on which such transactions are based. There is no guarantee that the use of derivatives will be effective or that suitable transactions will be available. Even a small investment in derivatives may give rise to leverage risk and can have a significant impact on the Underlying Fund’s exposure to securities markets values, interest rates or currency exchange rates. It is possible that the Underlying Fund’s liquid assets may be insufficient to support its obligations under its derivatives positions. The use of derivatives for other than hedging purposes may be considered a speculative activity, and involves greater risks than are involved in hedging. The use of derivatives may cause the Underlying Fund to incur losses greater than those which would have occurred had the derivatives not been used. The Underlying Fund’s use of derivatives, such as futures, forward contracts, options, warrants, foreign currency transactions, swaps and credit default swaps, involves other risks, such as the credit risk relating to the other party to a derivative transaction (which is counterparty for forward contracts, swaps and OTC derivatives), the risk of difficulties in pricing and valuation, the risk that changes in the value of a derivative may not correlate perfectly with relevant underlying assets, indices, interest rates, currency transactions, swaps and credit default swaps, or principal or to otherwise honor its obligations. Below investment grade fixed-income securities, also known as “junk bonds,” may be subject to greater risks than other fixed-income securities; and therefore, the Underlying Fund is subject to credit risk, allocation risk and the risk of losing more than the initial margin required to initiate derivatives positions. There is also the risk that the Underlying Fund may be unable to terminate or sell a derivatives position at an advantageous time or price. Moreover, a number of broker-dealers and other financial institutions have recently experienced extreme financial difficulty, sometimes resulting in bankruptcy of the institution. There can be no assurance that the Underlying Fund would be able to avoid experiencing similar financial difficulties, possibly resulting in losses to the Underlying Fund.

Emerging Markets Risk. Investing in emerging markets companies, which may be smaller and have shorter operating histories than companies in developed markets, involves risk in addition to, and greater than, those generally associated with investing in companies in developed foreign markets. The extent of economic development, political stability, market depth, infrastructure, capitalization and regulatory oversight...
in emerging market economies is generally less than in more developed markets.

**Equity Securities Risk.** The value of the Underlying Fund’s investments in preferred stocks could be subject to unpredictable declines in the value of individual securities and periods of below-average performance in individual securities or in the equity market as a whole. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of the issuer’s bonds generally take precedence over the claims of those who own preferred stock.

**Fixed-Income Securities Risk.** Fixed-income securities are subject to credit risk, interest rate risk and liquidity risk. The Portfolio may lose money on its investment due to unpredictable drops in a security’s value or periods of below-average performance in a given security or in the securities market as a whole. In addition, an economic downturn or period of rising interest rates could adversely affect the market of these securities and reduce the Underlying Fund’s ability to sell them.

**Foreign Securities Risk.** Investments in foreign securities may be subject to greater political, economic, environmental, credit and information risks. The Underlying Fund’s investments in foreign securities are subject to foreign currency fluctuations. Foreign securities may be subject to higher volatility than U.S. securities, varying degrees of regulation and limited liquidity.

**Inflation/Deflation Risk.** Inflation is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the present value of future payments. Deflation risk is the risk that prices throughout the economy decline over time (the opposite of inflation). Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Underlying Fund’s portfolio. Because the Underlying Fund seeks positive returns that exceed the rate of inflation over time, if the portfolio managers’ inflation forecasts are incorrect, the Underlying Fund may be more severely impacted than other funds.

**Interest Rate Risk.** Changes in interest rates may cause the value of the Underlying Fund’s investments to decrease. Generally, the value of fixed income securities rises when prevailing interest rates fall and falls when interest rates rise. A period of low interest rates may cause the Underlying Fund to have a low or negative yield, potentially reducing the value of the Portfolio’s investment. The value of zero-coupon and pay-in-kind (PK) bonds may be more sensitive to fluctuations in interest rates than other fixed-income securities.

**Issuer Risk.** The value of the Underlying Fund’s investments may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer’s goods and services.

**Large Investor Risk.** Ownership of shares of the Underlying Fund may be concentrated in one or a few large investors. Such investors may redeem shares in large quantities or on a frequent basis. Redemptions by a large investor can affect the performance of the Underlying Fund, may increase realized capital gains, may accelerate the realization of taxable income to shareholders and may increase transaction costs. These transactions potentially limit the use of any capital loss carry forwards and certain other losses to offset future realized capital gains (if any). Such transactions may also increase the Underlying Fund’s expenses.

**Leverage Risk.** Use of derivative instruments may involve leverage. Leverage is the risk associated with securities or practices that multiply small index, market or asset price movements into larger changes in value. To the extent that the Underlying Fund uses a derivative for purposes other than as a hedge, or if the Underlying Fund hedges imperfectly, the Underlying Fund is directly exposed to the risks of that derivative and any loss generated by the derivative will not be offset by a gain. The use of leverage will increase the impact of gains and losses on the Underlying Fund’s returns, and may lead to significant losses if investments are not successful. However, the Underlying Fund’s investment advisor will attempt to ensure that at all times, the Underlying Fund has sufficient liquid assets to enable it to satisfy its obligations under its derivative contracts.

**Liquidity Risk.** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Underlying Fund from selling these illiquid assets at an advantageous price or time. A lack of liquidity also may cause the value of investments to decline. Illiquid investments also may be difficult to value.

**Management Risk.** A strategy used by the Underlying Fund’s portfolio managers may fail to produce the intended result.

**Market Risk.** The market value of a security will move up and down, sometimes rapidly and unpredictably, based upon a change in an issuer’s financial condition, as well as overall market and economic conditions. The Underlying Fund’s portfolio managers will attempt to reduce this risk by implementing various volatility management strategies and techniques. However, there is no guarantee that such strategies and techniques will produce the intended result.

**Mortgage-Related and Asset-Backed Securities Risk.** In addition to the risks associated with investments in fixed-income securities generally (for example, credit, liquidity and valuation risk), mortgage-related and asset-backed securities are subject to the risks of the mortgages and assets underlying the securities as well as prepayment risk, the risk that the securities may be prepaid and result in the reinvestment of the prepaid amounts in securities with lower yields than the prepaid obligations. Conversely, there is a risk that an unexpected rise in interest rates will extend the life of a mortgage-related or asset-backed security beyond the expected prepayment time, typically reducing the security’s value. The Underlying Fund also may incur a loss when there is a prepayment of securities that were purchased at a premium. The Underlying Fund’s investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

**Non-Diversification Risk.** Compared with other mutual funds, the Underlying Fund may invest a greater percentage of its assets in a particular issuer and may invest in fewer issuers. Therefore, the Underlying Fund may have more risk because changes in the value of a single security or the impact of a simple economic, political or regulatory occurrence may have a greater adverse impact on the Underlying Fund’s net asset value.

**Short Exposure Risk.** A short exposure through a derivative may present various risks, including credit/counterparty risk and leverage risk. If the value of the asset, asset class or index on which the Underlying Fund has obtained a short investment exposure increases, the Underlying Fund will incur a loss. Unlike a direct cash investment like a stock, bond or exchange-traded fund, where the potential loss is limited to the purchase price, the potential risk of loss from a short exposure is theoretically unlimited. Moreover, there can be no assurance that securities necessary to cover a short position will be available for purchase.

**NexBank Investment Risks**

The following risk may apply to the Savings Portfolio through its investment in the NexBank HYSA.

**Income Risk.** This is the risk that the return of the underlying FDIC-insured HYSA will vary from week to week because of changing interest rates and that the return of the HYSA will decline because of falling interest rates.
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Investment returns will vary depending upon the performance of the Portfolios you choose. Except to the extent of FDIC insurance available for the Savings Portfolio, you could lose all or a portion of your money by investing in CollegeChoice 529 depending on market conditions. Account Owners assume all investment risks as well as responsibility for any federal and state tax consequences.

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