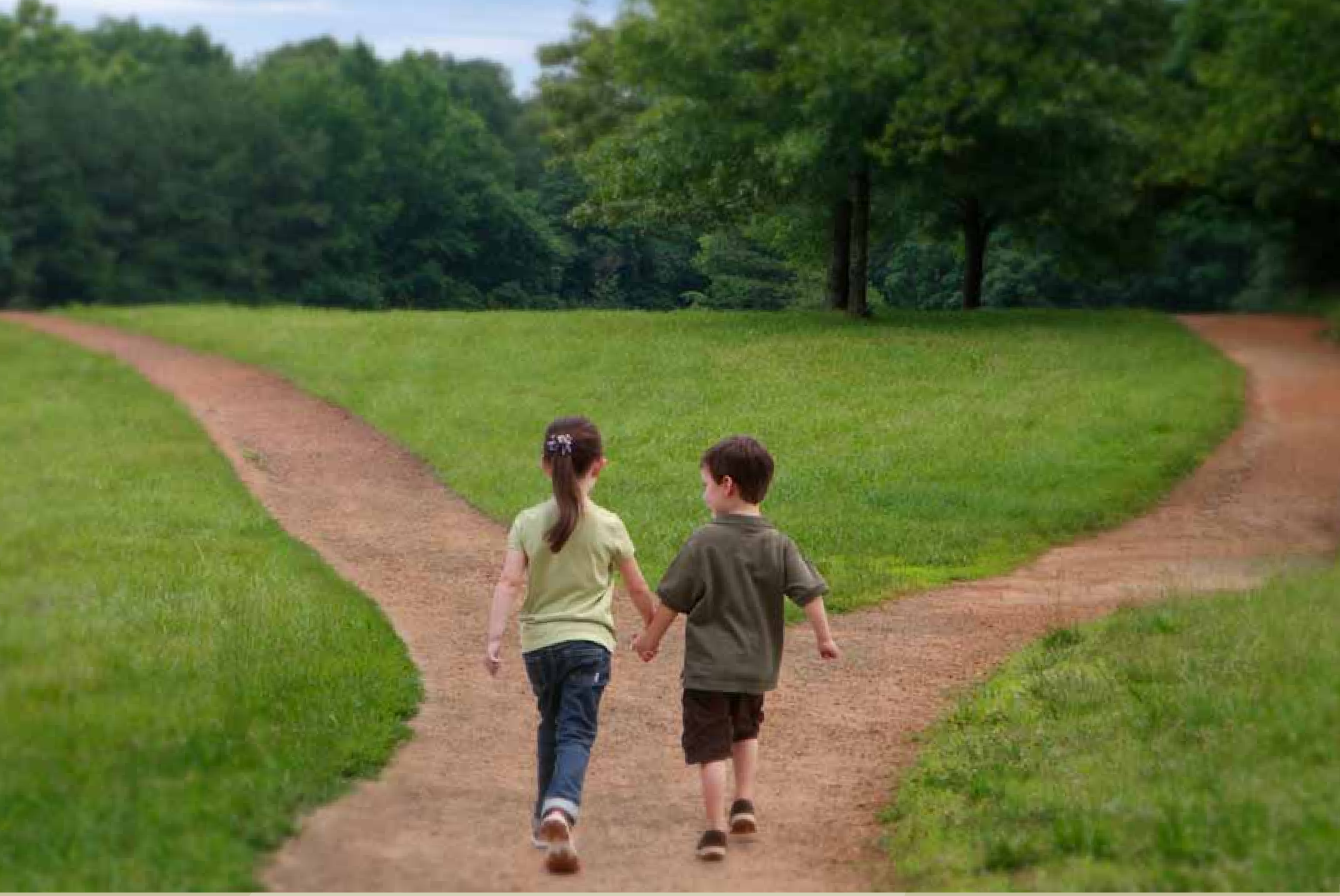


All you need to place your child on the path to a better future.

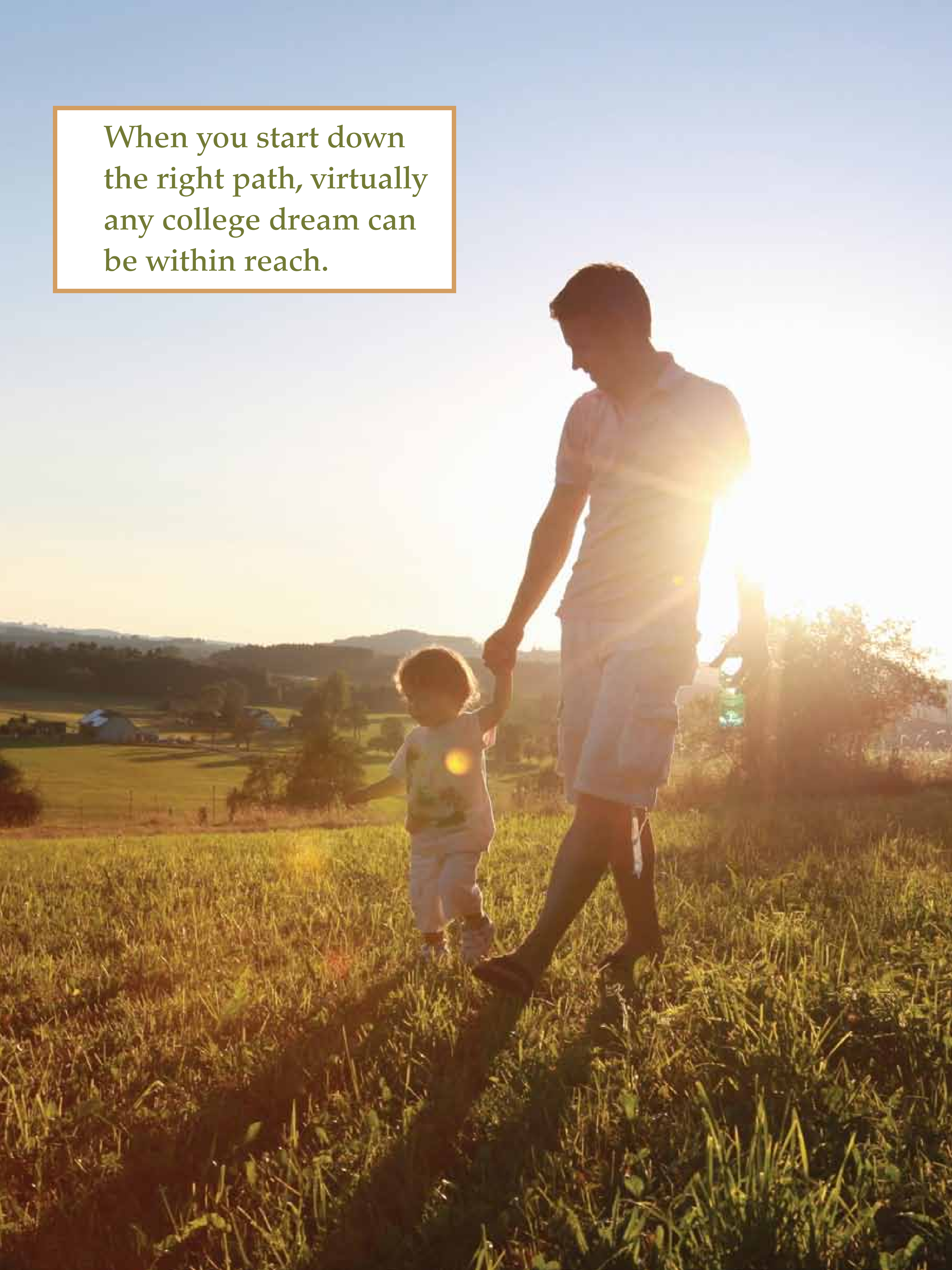
Path2College 529 Plan

Save for the future. Today.®

Offered by the State of Georgia

www.path2college529.com

When you start down the right path, virtually any college dream can be within reach.

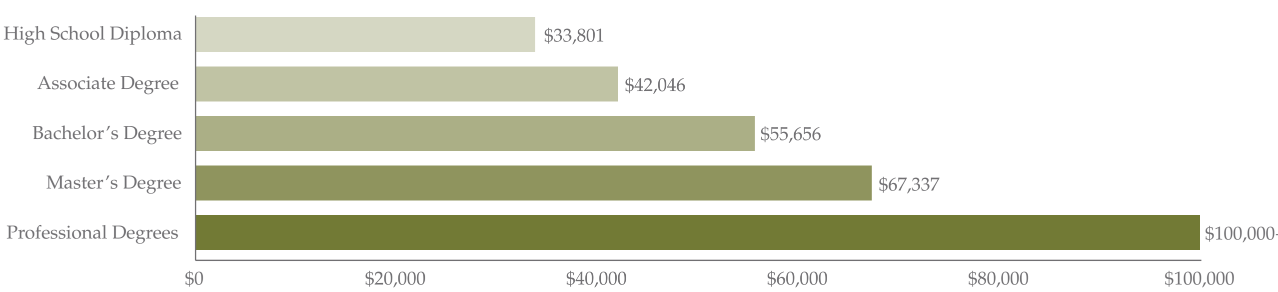


Georgia's Path2College 529 Plan

It's a fact: Higher education is an important ingredient for success. College graduates tend to have higher earnings, better health, and longer lives. According to a recent U.S. Census Bureau report, over an adult's working life, high school graduates can expect, on average, to earn $1.2 million; those with a bachelor's degree, $2.1 million; and people with a masters' degree, $2.5 million.*

Earn More Money

A person who goes to college usually earns more than a person who does not.



* This information is based on the U.S. Census Bureau's 2008 median earnings for full-time workers of at least 25 years old.
Source: The College Board, "Why Get a College Degree?" 2010

Tax Benefits

To help families save for college, Congress passed section 529 of the Internal Revenue Code, which permits states to set up savings plans with special tax breaks:

- Any earnings in 529 plans are federally tax-deferred.
- Withdrawals for tuition, books, fees and certain room and board expenses are federal income tax-free.

Many states give tax benefits, too. With Georgia's Path2College 529 Plan:

- Georgia taxpayers may deduct up to $2,000 each year on behalf of any beneficiary, regardless of income. (Transfer of funds from another state's 529 plan is not eligible for the Georgia income tax deduction. Recapture provisions may apply.)
- Any earnings are Georgia tax-deferred.
- Withdrawals for tuition, books, fees and certain room and board expenses are Georgia income tax-free.

Tax Deduction Deadline

Contributions made by April 15th are eligible for deduction for the previous tax year.

The Tax Benefits of Tax-Free Growth Potential

This hypothetical example illustrates the growth of an annual investment of $2,000 made at the beginning of each year for 18 years. It assumes there are no withdrawals of contributions and earnings. It also assumes a 30% combined federal, state and local income tax rate and an annual investment return of 6%. It is presented for illustrative purposes only to show the effect of compounding and tax deferral and does not represent the actual performance or predict the future results of the Path2College 529 Plan or any Investment Portfolio in the Path2College 529 Plan and does not reflect any reduction for expenses. Account value in the Investment Options is not guaranteed and will fluctuate based upon a number of factors, including general market conditions.

Because of these federal and state tax benefits, your money has a better chance to grow, so you can have more money when it's time to pay those college bills.

Georgia's Path2College 529 Plan

529

The number 529 refers to a federal tax code section that provides federal tax advantages for qualified tuition programs. 401(k) plans are named after a federal tax code section as well. A 401(k) plan helps you save for retirement. A 529 plan helps you save for a college education.

Planning Is Key

Although higher education at first might seem unattainable, with proper planning, funding a college education, like any major financial goal, may be easier to achieve. The more you invest and the earlier you start, the more opportunity your money has to grow.

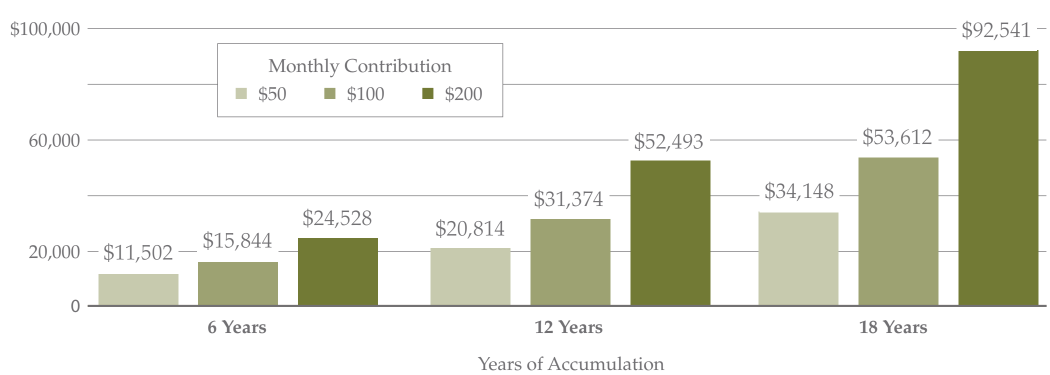
You can even aim to fund part, rather than all, of college expenses.

Making a contribution is simple:

- Write a check
- Set up an Automatic Contribution Plan (ACP) from a checking or savings account
- Contribute periodically online from a checking or savings account by establishing an Electronic Purchase Option
- Set up payroll deduction (if allowed by your employer)
- Rollover money from another 529 plan or Coverdell Education Savings Account

The Advantages of Starting Early

Small steps today can help pave the way for rewards in the future. Assumes initial contribution of $5,000 and an annual investment return of 6%.



This hypothetical example illustrates the future values of different regular monthly investments for different time periods and assumes an annual investment return of 6% with an initial investment of $5,000. It is presented for illustrative purposes and does not reflect actual performance or predict future results of the Path2College 529 Plan and does not reflect any deduction for expenses or taxes or the benefits of any Georgia income tax deduction that may apply. Account values will fluctuate with market conditions and the specific Investment Options that are selected.

Don't Go It Alone

Think of grandparents, other relatives, and close friends who give your child gifts on birthdays and other special occasions. Tell them you've opened a 529 college savings account for your child, and ask if they would be willing to give the gift of education. Gift of Education Certificates may be printed at **www.path2college529.com**. Click on Give a Gift, select a certificate, print and present to your loved one along with a check payable to the Path2College 529 Plan. It's just that easy!

Path2College 529 Plan: How to Begin

Open an Account

Anyone can open an account, regardless of income. This includes parents, grandparents, friends, or relatives. You can even open an Account for yourself. The same tax advantages apply to everyone.

Account owners must be a U.S. citizen or resident alien of legal age with a valid Social Security number or Federal Taxpayer Identification number. The beneficiary must have a valid Social Security number or Federal Taxpayer identification number. Only one person may be listed as a beneficiary for each account. A contingent account owner can be named on the account in the event of the original account owner's death.

Low Minimum Contributions

There's no big up-front financial commitment. You can open an account with as little as $25 per Investment Option. Contribute as little or as much as you can, as often as you want.

High Maximum Account Balance

Annual contributions to an account are not limited, but there is a lifetime maximum account balance limit of $235,000 per beneficiary for each account in the Path2College529 Plan. Account balances that have reached the Maximum Account Balance limit may continue to accrue earnings.

Grandparent Tax Alert
Federal Estate and Gift Tax Benefits

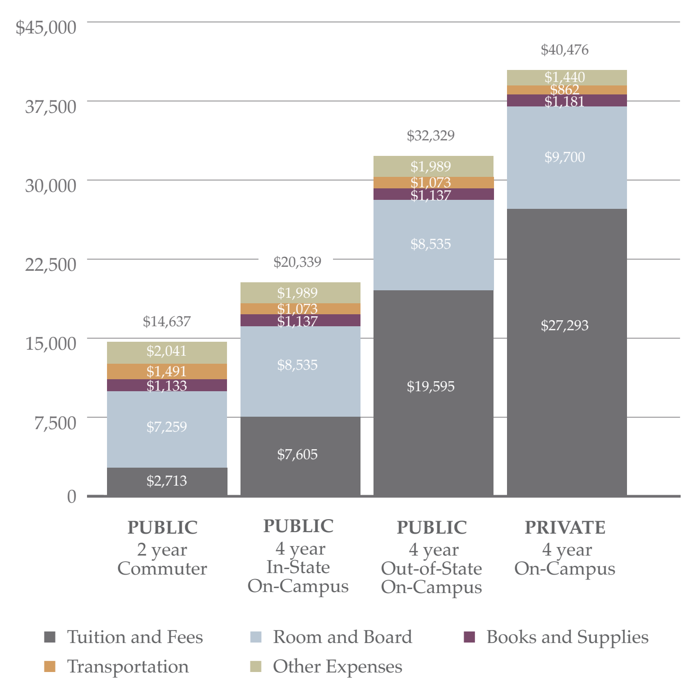
Suppose your child has a grandparent who opens an account for your child. Contributions to the Path2College 529 Plan may reduce the taxable value of the grandparent's estate. These contributions, together with all other gifts from the account owner (the grandparent) to the beneficiary, may qualify for an annual federal gift tax exclusion of $13,000 ($26,000 for joint filers) per donor, per beneficiary.

If the account owner's contribution to the Path2College 529 Plan for a beneficiary in a single year exceeds $13,000 ($26,000 for single filers), the account owner may treat up to $65,000 of the contributions ($130,000 for joint filers) as having been made over a period of up to five years, for the federal gift tax exclusion. Please consult your tax advisor about your own particular situation.

Average Estimated Undergraduate Budgets

There is a considerable variation in college pricing across states and regions as well as among institutions. College students in the United States have a wide variety of educational institutions from which to choose and these come with many different price tags.

2010-11 (Enrollment-Weighted)



Note: Expense categories are based on institutional budgets for students as reported by colleges and universities in the *Annual Survey of Colleges*. They do not necessarily reflect actual student expenditures.

Source: The College Board, *Annual Survey of Colleges 2010*

How Much Will College Cost?

The Path2College 529 Plan calculator projects college costs in your child or love one's time frame and calculates how much more you need to save regularly to meet those costs. Be sure to check out our College Savings Planner under the Planning for College tab at **www.path2college529.com.** You may also download our free phone apps to keep track of your college savings goals wherever you are. Use the Planner at least annually to see if your college savings goals are on track.

Path2College 529 Plan: Smart Points

Where Can I Use Path2College 529 Funds?

Virtually any type of higher education including: community college, trade school, college, and graduate school, as well as many overseas colleges and universities.

- **You control the money:** You designate the beneficiary and control the funds in the account before and during college.
- **Choice of schools:** Funds may be used at virtually any college or university in the U.S., and many colleges and universities abroad. Trade schools and continuing education are included. Your savings can be applied to tuition as well as other approved higher education expenses, including fees, books, and certain room and board costs.
- **Complements Georgia's HOPE Scholarship:** It's an excellent complement to Georgia's HOPE Scholarship since funds may be used for certain room and board costs not covered under the HOPE Scholarship.
- **Anyone can open an account:** A friend or relative at any income level, who has a Social Security Number or Taxpayer Identification Number, can open an account for anyone – even themselves!
- **It's transferable:** If your child decides not to attend college, or wins a scholarship, you can change the beneficiary to another eligible member of the family.
- **Range of investment options:** You have seven different investment options to choose from. You can select one or any combination of options that best meets your savings objectives.
- **Low fees:** To put more of your investment to work, there are no sign-up or maintenance fees, just a total annual asset-based fee of less than 1%. In other words, you have the opportunity to put more of your money toward future college expenses.
- **Power of Compounding:** When you add the power of compounding to the Path2College 529 Plan's tax-deferred earnings, tax-free qualified withdrawals and low fees, you'll see that your investments have a stronger chance to grow and help meet your higher education savings goals.
- **Professional fund management by TIAA-CREF Tuition Financing, Inc.:** TIAA-CREF Tuition Financing, Inc. (TFI), part of the TIAA-CREF group of companies, is a leader in 529 college savings programs management. TFI provides investment management and administration for the Path2College 529 Plan. With more then $7 billion in 529 plan assets across eight other states (as of March 31, 2011), TFI has been managing college savings plans for more than 10 years. Well-known as a leading retirement plan provider, TIAA-CREF has been serving the academic, research, medical and cultural fields through retirement plans for over 90 years.

Webcast

Take five minutes to watch our Path2College 529 Plan webcast which is a recorded video on the features and benefits of the Path2College 529 Plan.

Visit www.path2college529.com
and click on the Watch & Learn button.

Download Smartphone Application

Download one of our free College Savings Planner phone applications to help you keep track of your college savings goals wherever you are.

You can choose from a variety of investment options

Building a 529 plan account that is right for you takes planning. The Path2College 529 Plan offers you a choice of seven Investment Options. Select one or any combination that best meets your savings objectives.

Risk level shifts from Aggressive to Conservative

Managed Allocation Option

Seeks to match the investment objective and level of risk to the investment horizon, by taking into account the Beneficiary's current age and the number of years before he or she turns 18 and enters college. Depending on the Beneficiary's age, money allocated to this Option will go to one of six Age Bands, each having a different investment objective and strategy. Age Bands for younger Beneficiaries seek a favorable long-term return by investing primarily in Mutual Funds that invest in equities or real estate securities, both having a high level of risk but greater potential for returns than more conservative investments. As a Beneficiary nears college age, the Age Bands allocate less to equities and real estate securities and more to fixed-income and money market Mutual Funds --which helps preserve capital.

This option helps maximize earning potential considering the child's age and how much time you have to save. These plans become more conservative as the beneficiary gets older, helping to reduce risk as the beneficiary approaches college age.

Risk level shifts from Aggressive to Conservative

Aggressive Managed Allocation Option

Like the Managed Allocation Option described above, the Aggressive Managed Allocation Option, works the same way and invests in the same Mutual Funds. The Age Bands for younger beneficiaries seek a favorable long-term return by investing primarily in Mutual Funds that invest in equities or real estate securities, each of which has a high level of risk, but greater potential for returns than more conservative investments. As a Beneficiary nears college age, Age Bands allocate less to equities and real estate securities and to fixed-income and money market Mutual Funds to preserve capital. However, Age Bands in the Aggressive Managed Allocation Option, even for older Beneficiaries, will always be more heavily weighted toward Mutual Funds that invest in equities and real estate securities than Age Bands under the Managed Allocation Option.

Risk Level: Aggressive

100% Equity Option

Seeks to provide a favorable long-term total return, mainly from capital appreciation, by investing in the TIAA-CREF Institutional Equity Index Fund. Because of the high exposure to equities and the corresponding high degree of risk, this option may be appropriate for you if you already have substantial college savings from less volatile investments (e.g., fixed income) or you have a long investment horizon and can tolerate a higher level of risk.

Risk Level: Moderate

Balanced Fund Option

Seeks to provide favorable returns that reflect the broad investment performance of the financial markets through a diversified portfolio of Mutual Funds that includes index funds (equity, small cap blend, and large cap value), international equity, fixed-income funds and a real estate securities fund. This option may be appropriate for you if you have a medium to long investment horizon and can tolerate a moderate level of risk.

100% Fixed-Income Option

Seeks to provide preservation of capital along with a moderate rate of return through a diversified mix of fixed-income investments. This Investment Option may be appropriate if you have a medium to short investment horizon and can tolerate a moderate level of risk.

Risk Level: Conservative

Money Market Option*

Seeks to provide high current income consistent with preserving capital and may be appropriate if you have a short investment horizon and are looking for a conservative investment with a low level of risk. This Investment Option invests in the TIAA-CREF Institutional Money Market Fund.

Guaranteed Option

Seeks to preserve capital and provide a stable return. It may be appropriate for you if you have a short investment horizon and want a conservative investment with a low level of risk. Contributions directed to this investment Option are allocated to a Funding Agreement issued by TIAA-CREF Life to the Board, which is the policyholder under the agreement. The Funding Agreement provides for a return of principal plus a guaranteed rate of interest and allows for the possibility that additional interest may be credited as declared periodically by TIAA-CREF Life. The interest rate guarantee is made to the Board only. The rate of any additional interest is declared in advance for a period of up to 12 months and is not guaranteed for any future periods. The term of the Funding Agreement is intended to coincide with the term of the Management Agreement.

Transfers from the Guaranteed Option to the Money Market Option are not permitted. If this restriction changes, you will be notified before the effective date of the change.

Once you invest in a particular option, you can transfer contributions and any earnings to another investment option once per calendar year or upon a transfer of funds to a Path2College 529 Plan account for a different beneficiary.

* The Money Market Option, invested solely in the TIAA-CREF Institutional Money Market Fund, is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the Fund seeks to preserve the value of your investment at $1 per share, it is possible to lose money investing in the Fund. During low interest rate conditions money market investments may not provide any income.

When investing future contributions, it is a good idea to revisit your investment strategy periodically. You should reexamine your Path2College 529 Plan account as your goals, time period for college investing and personal financial situation change. You should also re-examine your Path2College 529 Plan account when your personal financial situation changes. You should also re-examine your Path2College 529 Plan account when there are long-term changes in the economy that will affect how you save or invest, or when the balance in your account changes significantly (due to varying performances if different options over time). The investment approaches described are not recommendations and do not take into consideration personal goals or preferences. After evaluating information you consider important in making an investment choice, the ultimate decision is up to you.

Your Questions Answered

Can more than one person contribute to the same account?

Anyone can contribute to an Account as long as the total contributions don't exceed $235,000 per beneficiary. The Account owner has sole control over the assets and decides when to withdraw them.

Can I change the beneficiary?

You can change your beneficiary at any time or transfer a portion of your investment to a different beneficiary. The new beneficiary must be an eligible member of the previous beneficiary's family.

How do I withdraw money to pay for college?

Go to your account online to request a withdrawal. It will be sent to your bank account typically within three business days. You may also request a withdrawal by completing a Withdrawal Form (allow 7-10 days for mail and processing time).

What if my child or loved one decides not to attend college?

You have three choices:

- Keep the funds in the account, and the investments will be available in future years if the beneficiary changes his or her mind about school.
- Change beneficiaries, but the new beneficiary must be an eligible family member. See the Disclosure Booklet for details and consult your tax advisor about whether this may create a taxable gift.
- Make a non-qualified withdrawal. Earnings will be subject to federal income tax and any applicable state income tax, as well as an additional 10% federal tax (except in the event of a beneficiary's death, disability, scholarship or attendance at a military academy.)

Will having a Path2College 529 Plan account hurt my child or loved one's chances for financial aid?

- If the parent is the account owner, the account assets will be treated as belonging to the parent, for federal financial aid purposes.
- If a dependent child is the account owner or is the beneficiary of an account holding UGMA/UTMA assets, Path2College 529 Plan account assets are treated as a parent's asset for financial aid purposes.
- Financial aid policies vary across post-secondary institutions, so check with the institution directly for more information.

What if my child or loved one gets a full or partial scholarship?

If a child receives a scholarship that covers the cost of all qualified expenses, you can withdraw up to the scholarship amount free of the 10% additional federal tax. You will owe federal and Georgia income taxes on the earnings portion of any additional money you withdraw. Of course, you could transfer the extra money to an Account for another eligible child or for yourself, if you decide to continue your own education.

If I leave Georgia, what will happen to my account?

If you move to another state, you can still keep your money invested in your Path2College 529 Account, and you can continue contributing to it. Before making additional investments to your Path2College 529 Plan account, consider whether the state in which you or your designated beneficiary now reside has a 529 plan that offers favorable state income tax or other benefits that are available only if you invest in that state's 529 plan.

Can I roll over funds from another 529 plan into the Path2College529 Plan?

You can transfer funds for the same beneficiary once per 12–month period without incurring federal or state income tax. The 529 college savings plan from which you transfer funds may be subject to differences in features, costs and surrender charges. Consult your tax advisor or the other two college savings plan providers before requesting a rollover. (Transfer of funds from another state's 529 plan is not eligible for the Georgia income tax deduction.)

Consider Saving for Your Child's College Education

Open a Path2College 529 Plan Account Today!

The enrollment kit contains everything you need to open a Path2College 529 Plan account. Please review the program details carefully, select your investment option(s) and open your account in either of the following ways:

- Enroll online at **path2college529.com**.
- Call us at **877 424-4377**. We can answer your questions and help you open your account.

TIAA CREF
Financial Services

Path2College 529 Plan
Save for the future. Today.®
Offered by the State of Georgia

Consider the investment objectives, risks, charges and expenses before investing in the Path2College 529 Plan. Please visit www.path2college529.com for a Disclosure Booklet containing this and other information. Please read it carefully.

Before investing in a 529 plan, you should consider whether the state in which you or your designated Beneficiary reside or have taxable income has a 529 plan that offers favorable state income tax or other benefits that are available only if you invest in that state's 529 plan.

We are required to notify you that the tax information contained herein is not intended to be used, and cannot be used by any taxpayer for the purpose of avoiding tax penalties that may be imposed on the taxpayer. Taxpayers should seek advice based on their own particular circumstances from an independent tax advisor.

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