SUPPLEMENT DATED APRIL 2014 TO THE SSgA UPROMISE 529 PLAN PLAN DESCRIPTION AND PARTICIPATION AGREEMENT DATED APRIL 16, 2012

This Supplement describes important changes affecting the SSgA Upromise 529 Plan. Unless otherwise indicated, capitalized terms have the same meaning as those in the Plan Description.

Clarification of Requirements for Silver State Matching Grant Program

The following replaces the first paragraph in the section entitled "Silver State Matching Grant Program" on page 16 of the Plan Description:

The Board will be awarding a matching grant for eligible Nevada residents who have opened a Plan account for a designated beneficiary who is also a Nevada resident. The designated beneficiary must be 13 years old or younger as of December 31 of the year in which the Account Owner first applies for a matching grant. Matching grant funds must be used before the designated beneficiary's 26th birthday. To be eligible for this grant, Account Owners must meet the following requirements:

The following replaces the similar information in the section entitled "Silver State Matching Grant Program" on page 17 of the Plan Description:

Under certain circumstances, the matching grant and any earnings may be fully or partially forfeited and the matching grant account could be closed. These circumstances include:

- Assets that remain in the matching grant account at the designated beneficiary's 26th birthday will be forfeited;
- Change of designated beneficiary and the new designated beneficiary has previously received a matching grant or is not a Member of the Family (See *"Member of the Family"*);
- The designated beneficiary dies or becomes disabled and cannot attend school, unless the Account Owner changes the designated beneficiary to a Member of the Family (See *"Member of the Family"*); and
- Non-qualified withdrawal or Rollover from your Plan account and your remaining Plan account balance falls below the balance in the Matching Grant account unless the balance in your Plan account is increased as described below.

Updates to Ugift®

The following replaces the section entitled "Ugift – Give College Savings" beginning on page 8 of the Plan Description:

Ugift® – Give College Savings

Account Owners may invite family and friends to contribute to their accounts through Ugift either in connection with a special event or to just provide a gift to the Account Owner's account for the designated beneficiary. Family and friends can either contribute on line through an electronic bank transfer or by mailing in a gift contribution coupon with a check made payable to *Ugift – SSgA Upromise 529 Plan*. The minimum Ugift contribution is $15.

Gift contributions will be held by Upromise Investments upon receipt and transferred 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 gift contribution will be held for approximately five (5) business days before being transferred into an Account Owner's account. Gift contributions will be invested according to the Portfolio allocation on file for the account at the time the gift contribution is transferred. There may be potential tax consequences of gift contributions invested in a Plan account. You and the gift giver should consult your tax advisor for more information. For more information about Ugift, visit www.ssga.upromise529.com or call the Plan at 1-800-587-7305.

Upromise Investments Acquired by Ascensus, Inc.

Effective December 2, 2013, Upromise Investments, Inc. and Upromise Investment Advisors, LLC have been acquired by Ascensus, Inc. and are no longer affiliated with Upromise, Inc., which offers the Upromise Service, or with Sallie Mae Bank, which manages the Savings Portfolio. Upromise Investments, Inc. will continue to serve as Program Manager for the Plan and Upromise Investment Advisors, LLC will continue to provide services for the Plan. Sallie Mae Bank will continue to manage the Savings Portfolio.

Upromise, Inc. will continue to offer the Upromise Service and you may continue to participate in the Upromise Service and link your Upromise Service account to your Plan account as described below in more detail under the heading "Upromise Service".

The following replaces the second the paragraph under the heading "Privacy of Upromise® Service" on page v of the Plan Description:

Upromise, Inc. offers a loyalty program (the "**Upromise Service**"), which enables participants in the Upromise Service to earn rebates and other cash awards from participating merchants. The Upromise Service is a separate service from the Plan and Upromise, Inc. has its own separate privacy policy. Upromise, Inc. is not affiliated with Upromise Investments, Inc. or Upromise Investment Advisors, LLC. If you choose to enroll in the Upromise Service, the privacy policy for Upromise, Inc. may be found at www.upromise.com.

The following replaces the section entitled "Upromise Service" on page 4 of the Plan Description:

Upromise Service

Upromise, Inc., manages a loyalty program (the "**Upromise Service**"), which enables participants in the Upromise Service to earn rebates and other cash awards from participating merchants. These rebates can be used to make contributions to an account under the Plan. The Upromise Service is offered by Upromise, Inc., is a separate service from the Plan and is not affiliated with the State of Nevada. Upromise, Inc. is not affiliated with Upromise Investments, Inc. or Upromise Investment Advisors, LLC. This Plan Description provides information concerning the Plan, but is not intended to provide detailed information concerning the Upromise Service. The Upromise Service is administered in accordance with the terms and conditions set forth in the Upromise Member Agreement (as amended from time to time), which is available on the Upromise website at www.upromise.com. Participating companies, contribution levels and terms and conditions are subject to change at any time without notice. Once Account Owners enroll in the Plan, their Upromise Service account and their Plan account can be linked so that their rewards dollars are automatically transferred to their Plan account on a periodic basis. The minimum amount for an automatic transfer from a Upromise Service account to an account with the Plan is $25. For more information about the Upromise Service, please visit www.upromise.com.

The following replaces the fifth paragraph under the heading "Investment Options" on page 5 of the Plan Description:

The Savings Portfolio invests all of its assets in the Sallie Mae High-Yield Savings Account ("**HYSA**"), which is not a mutual fund and does not issue shares. The HYSA is held in an omnibus savings account insured by the Federal Deposit Insurance Corporation ("**FDIC**"), which is held in trust by the Board at Sallie Mae Bank. (See "**APPENDIX A:** Investment Options – Portfolio Profiles").

The following replaces the first paragraph under the heading "The Savings Portfolio option" on page A-3 of the Plan Description:

The Savings Portfolio invests all of its assets in the HYSA, which is held in trust by the Board at Sallie Mae Bank in an omnibus savings account insured by the FDIC.

The following replaces the similar information on the back cover of the Plan Description:

The SSgA Upromise 529 Plan (Plan) is administered by the Board of Trustees of the College Savings Plans of Nevada (Board), chaired by Nevada State Treasurer Kate Marshall. Upromise Investments, Inc. (UII) serves as the Program Manager. UII has overall responsibility for the day-to-day operations including distribution of the Plan and provision of certain marketing services for the Plan. State Street Global Advisors (SSgA) serves as Investment Manager for the Plan except for the Savings Portfolio, which is managed by Sallie Mae Bank, and also provides or arranges for certain marketing services for the Plan. The Plan's Portfolios invest in either (i) Exchange Traded Funds and mutual funds offered or managed by SSgA or its affiliates; or (ii) a Federal Deposit Insurance Corporation (FDIC)-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. Except for the Savings Portfolio, investments in the Plan are not insured by the FDIC. Units of the Portfolios are municipal securities and the value of units will vary with market conditions.

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 the Plan, depending on market conditions. Account Owners assume all investment risks as well as responsibility for any federal and state tax consequences.

Upromise and the Upromise logo are registered service marks of Upromise, Inc. Ugift is a registered service mark of Upromise Investments, Inc.

State Street Global Advisors and SSgA are registered trademarks of State Street Corporation.

All other marks are the exclusive property of their respective owners.

SUPPLEMENT DATED OCTOBER 2013 TO THE SSgA UPROMISE 529 PLAN PLAN DESCRIPTION AND PARTICIPATION AGREEMENT DATED APRIL 16, 2012, as supplemented

This Supplement describes important changes affecting the SSgA Upromise 529 Plan. Unless otherwise indicated, capitalized terms have the same meaning as those in the Plan Description.

The minimum initial lump sum contribution to establish an account is lowered from $250 to $15. Accordingly, all references to the $250 initial contribution throughout the Plan Description and Participation are hereby replaced with $15 to reflect this change. All other minimum contribution requirements remain unchanged.

The following replaces the third bullet in the section entitled "Silver State Matching Grant Program" on page 16 of the Plan Description, as supplemented April 2013:

- Account Owners submitting a Silver State Matching Grant Application during the enrollment period, between April 1 and July 31, which is approved by the Board, are eligible to receive matching funds for contributions to a Plan account made in the same calendar year. For example, Account Owners submitting a Silver State Matching Grant application between April 1 and July 31, 2013 are eligible to receive matching funds for contributions to a Plan account made from January 1 through December 31, 2013. Contributions that are sent in by U.S. mail will be treated as having been made in a particular year if the envelopes in which they are sent are postmarked on or before December 31 of that year. Contributions made by EFT will be treated as having been made in a particular year if the EFT request is submitted by 11:59 p.m. Eastern time, on the last calendar day of that year. Note that the enrollment period may change from year to year and you should review a Silver State Matching Grant Application and Instructions or call 1-800-587-7305 to confirm the enrollment period;

The following replaces the fee tables on page 21 and 22 and the information under the heading "Example of Investment Costs in Each Investment Option" on page 23:

	ANNUAL ASSET-BASED PLAN FEE					ADDITIONAL INVESTOR EXPENSE
Portfolios	**Investment Services Fee[1]**	**Program Management Fee**	**Tactical Asset Allocation Fee**	**State Fee**	**Annual Asset-Based Plan Fee[2]**	**Annual Account Maintenance Fee[3]**
Risk-Based Portfolios						
SSgA Aggressive Portfolio	0.24%	0.22%	0.09%	0.02%	0.57%	$20
SSgA Moderate Portfolio	0.19%	0.22%	0.09%	0.02%	0.52%	$20
SSgA Conservative Portfolio	0.13%	0.22%	0.09%	0.02%	0.46%	$20
College Date Portfolios						
SSgA College 2030 Portfolio	0.22%	0.22%	0.09%	0.02%	0.55%	$20
SSgA College 2027 Portfolio	0.22%	0.22%	0.09%	0.02%	0.55%	$20
SSgA College 2024 Portfolio	0.20%	0.22%	0.09%	0.02%	0.53%	$20
SSgA College 2021 Portfolio	0.18%	0.22%	0.09%	0.02%	0.51%	$20
SSgA College 2018 Portfolio	0.16%	0.22%	0.09%	0.02%	0.49%	$20
SSgA College 2015 Portfolio	0.14%	0.22%	0.09%	0.02%	0.47%	$20
SSgA College Today Portfolio	0.12%	0.22%	0.09%	0.02%	0.45%	$20

[1] Underlying Investment Expenses as of June 30, 2013.

[2] Includes Investment Services Fee, Program Management Fee, Tactical Asset Allocation Fee (if applicable), and State Fee. This total is assessed against assets over the course of the year and does not include the $20 Annual Account Maintenance Fee. The following "Example of Investment Costs" table shows the approximate cost of investing in each of the Plan's Portfolios over 1-,3-,5-, and 10-year periods and the effect of paying the $20 Annual Account Maintenance Fee.

[3] The Annual Account Maintenance Fee is charged annually to an account during the month in which the anniversary date of the opening of the account occurs; beginning 12 months after an account is opened. The Annual Account Maintenance Fee will be waived if: (i) either the Account Owner or the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan; or (ii) the Account Owner is invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed.

	ANNUAL ASSET-BASED PLAN FEE				ADDITIONAL INVESTOR EXPENSE
Portfolios	**Investment Services Fee[1]**	**Program Management Fee**	**State Fee**	**Annual Asset-Based Plan Fee[2]**	**Annual Account Maintenance Fee[3]**
Static Portfolios					
SPDR S&P 500 ETF Trust Portfolio	0.09%	0.22%	0.02%	0.33%	$20
SPDR S&P MidCap 400 ETF Trust Portfolio	0.25%	0.22%	0.02%	0.49%	$20
SPDR S&P 600 Small Cap ETF Portfolio	0.20%	0.22%	0.02%	0.44%	$20
SPDR S&P World ex-US ETF Portfolio	0.34%	0.22%	0.02%	0.58%	$20
SPDR S&P International Small Cap ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR S&P Emerging Markets ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR S&P Emerging Markets Small Cap ETF Portfolio	0.65%	0.22%	0.02%	0.89%	$20
SPDR Dow Jones REIT ETF Portfolio	0.25%	0.22%	0.02%	0.49%	$20
SPDR Dow Jones International Real Estate ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR Barclays Aggregate Bond ETF Portfolio	0.17%	0.22%	0.02%	0.41%	$20
SPDR Barclays TIPS ETF Portfolio	0.18%	0.22%	0.02%	0.42%	$20
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	0.50%	0.22%	0.02%	0.74%	$20
SPDR Barclays High Yield Bond ETF Portfolio	0.40%	0.22%	0.02%	0.64%	$20
SPDR Barclays Short Term Corporate Bond ETF Portfolio	0.12%	0.22%	0.02%	0.36%	$20
SPDR Barclays 1-3 Month T-Bill ETF Portfolio	0.13%	0.22%	0.02%	0.37%	$20
Savings Portfolio					
Savings Portfolio	0.00%	0.27%[4]	0.02%	0.29%	$20

[1] Underlying Investment Expenses as of June 30, 2013.

[2] Includes Investment Services Fee, Program Management Fee, and State Fee. This total is assessed against assets over the course of the year and does not include the $20 Annual Account Maintenance Fee. The following "Example of Investment Costs" table shows the approximate cost of investing in each of the Plan's Portfolios over 1-,3-,5-, and 10-year periods and the effect of paying the $20 Annual Account Maintenance Fee.

[3] The Annual Account Maintenance Fee is charged annually to an account during the month in which the anniversary date of the opening of the account occurs; beginning 12 months after an account is opened. The Annual Account Maintenance Fee will be waived if: (i) either the Account Owner or the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan; or (ii) the Account Owner is invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed.

[4] The Savings Portfolio's Program Management Fee may be voluntarily waived in an effort to maintain a net yield of 0.00%.

	Expense with $20 Annual Account Fee				Expense without $20 Annual Account Fee			
	1 Year	3 Year	5 Year	10 Year	1 Year	3 Year	5 Year	10 Year
Portfolio								
SSgA Aggressive Portfolio	$78	$242	$417	$908	$58	$183	$318	$714
SSgA Moderate Portfolio	$73	$226	$390	$847	$53	$167	$291	$653
SSgA Conservative Portfolio	$67	$207	$357	$774	$47	$148	$258	$579
SSgA College 2030 Portfolio	$76	$236	$406	$884	$56	$176	$307	$689
SSgA College 2027 Portfolio	$76	$236	$406	$884	$56	$176	$307	$689
SSgA College 2024 Portfolio	$74	$230	$395	$859	$54	$170	$296	$665
SSgA College 2021 Portfolio	$72	$223	$384	$835	$52	$164	$285	$640
SSgA College 2018 Portfolio	$70	$217	$373	$811	$50	$157	$274	$616
SSgA College 2015 Portfolio	$68	$211	$362	$787	$48	$151	$263	$591
SSgA College Today Portfolio	$66	$204	$351	$762	$46	$144	$252	$567
SPDR S&P 500 ETF Trust Portfolio	$54	$166	$285	$615	$34	$106	$185	$418
SPDR S&P MidCap 400 ETF Trust Portfolio	$70	$217	$373	$811	$50	$157	$274	$616
SPDR S&P 600 Small Cap ETF Portfolio	$65	$201	$346	$750	$45	$141	$246	$555
SPDR S&P World Ex-US ETF Portfolio	$79	$245	$423	$920	$59	$186	$324	$726
SPDR S&P International Small Cap ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR S&P Emerging Markets ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR S&P Emerging Markets Small Cap ETF Portfolio	$111	$343	$591	$1,287	$91	$284	$493	$1,096
SPDR Dow Jones REIT ETF Portfolio	$70	$217	$373	$811	$50	$157	$274	$616
SPDR Dow Jones International Real Estate ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR Barclays Aggregate Bond ETF Portfolio	$62	$191	$329	$713	$42	$132	$230	$518
SPDR Barclays TIPS ETF Portfolio	$63	$195	$335	$726	$43	$135	$235	$530
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	$96	$296	$510	$1,111	$76	$237	$411	$918
SPDR Barclays High Yield Bond ETF Portfolio	$85	$264	$455	$992	$65	$205	$357	$798
SPDR Barclays Short Term Corporate Bond ETF Portfolio	$57	$175	$301	$652	$37	$116	$202	$456
SPDR Barclays 1-3 Month T-Bill ETF Portfolio	$58	$179	$307	$664	$38	$119	$208	$468
Savings Portfolio	$50	$153	$262	$565	$30	$93	$163	$368

The following replaces the section entitled "Historical Investment Performance" on page A-6 of the Plan Description as supplemented April 2013:

The following table presents the Average Annual Total Returns for each Portfolio as of June 30, 2013. The Plan's fiscal year runs from July 1 to June 30, which also is the Program's fiscal year. The following Average Annual Total Returns reflect past performance net of the Annual-Based Plan Fee, but do not reflect the deduction of the $20 Annual Account Maintenance Fee.

The Portfolio performance information represents past performance and is no guarantee of future results. Investment returns and principal value will fluctuate, so investors' Trust interests, when sold, may be worth more or less than their original cost.

For performance data current to the most recent month-end, which may be higher or lower than that cited, visit the Plan's website at www.ssga.upromise529.com or call the Plan at 1-800-587-7305.

Performance information for the Portfolios should not be viewed as a prediction of future performance of any particular Portfolio. Moreover, in view of anticipated periodic revisions of allocations and possible changes in the Underlying Investments, the future investment results of any Portfolio cannot be expected, for any period, to be similar to the past performance of any Underlying Investment. You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, other than the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

AVERAGE ANNUAL TOTAL RETURNS AS OF JUNE 30, 2013

NAME	1 YEAR	SINCE INCEPTION	INCEPTION DATE
SSgA Aggressive Portfolio	15.43%	11.24%	4/16/2012
SSgA Moderate Portfolio	7.50%	6.18%	4/16/2012
SSgA Conservative Portfolio	0.60%	0.66%	4/16/2012
SSgA College 2030 Portfolio	12.49%	9.61%	4/16/2012
SSgA College 2027 Portfolio	11.68%	8.96%	4/16/2012
SSgA College 2024 Portfolio	9.12%	7.33%	4/16/2012
SSgA College 2021 Portfolio	6.59%	5.53%	4/16/2012
SSgA College 2018 Portfolio	4.18%	3.80%	4/16/2012
SSgA College 2015 Portfolio	0.30%	0.66%	4/16/2012
SSgA College Today Portfolio	0.90%	0.75%	4/16/2012
SPDR S&P 500 ETF Trust Portfolio	19.23%	15.04%	4/16/2012
SPDR S&P MidCap 400 ETF Trust Portfolio	23.29%	15.60%	4/16/2012
SPDR S&P 600 Small Cap ETF Portfolio	23.61%	17.93%	4/16/2012
SPDR S&P World ex-US ETF Portfolio	14.24%	6.84%	4/16/2012
SPDR S&P International Small Cap ETF Portfolio	13.17%	3.97%	4/16/2012
SPDR S&P Emerging Markets ETF Portfolio	1.18%	-4.84%	4/16/2012
SPDR S&P Emerging Markets Small Cap ETF Portfolio	7.12%	0.66%	4/16/2012
SPDR Dow Jones REIT ETF Portfolio	6.99%	8.39%	4/16/2012
SPDR Dow Jones International Real Estate ETF Portfolio	15.05%	12.62%	4/16/2012
SPDR Barclays Aggregate Bond ETF Portfolio	-1.19%	-0.33%	4/16/2012
SPDR Barclays TIPS ETF Portfolio	-5.73%	-3.76%	4/16/2012
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	0.82%	-1.66%	4/16/2012
SPDR Barclays High Yield Bond ETF Portfolio	6.03%	6.02%	4/16/2012
SPDR Barclays Short Term Corporate Bond ETF Portfolio	1.40%	0.91%	4/16/2012
SPDR Barclays 1-3 Month T-Bill ETF Portfolio	-0.50%	-0.58%	4/16/2012
Savings Portfolio	0.69%	0.70%	10/18/2010

Performance data source is SSgA for applicable separately managed accounts or underlying ETFs.

**The performance data shown represents past performance. Past performance—especially short-term past performance—is not a guarantee of future results. Investment returns and principal value will fluctuate, so investors' units, when sold, may be worth more or less than their original cost. Current performance may be higher.

The following replaces the paragraphs entitled "Childhood Years:" and "Pre-Teen Years:" on page A-2:

Childhood Years:

In general, a long time horizon will indicate the opportunity to focus on capital appreciation and shifting the risk to a more moderate level. As a result, it will allow for a higher allocation to stock and real estate investments. For example, for designated beneficiaries with approximately 17 years until college, the SSgA College 2030 Portfolio may be a good fit given its combined allocation to stock and real estate investments of approximately 79% and an allocation to bond investments of approximately 21%.

Pre-Teen Years:

As the designated beneficiary ages and his or her investment horizon becomes shorter, the Portfolio still maintains the capital appreciation focus in order to seek to grow the assets, while shifting to a more moderate level. As a result, the allocation to stocks and real estate investments declines while the allocation to bonds investments increases to reflect the more conservative risk stance. For example, the SSgA College 2021 Portfolio currently has an allocation to stock and real estate investments of approximately 43% and an allocation to bond and money market investments of approximately 57%.

The following replaces the tables under the heading "Current Strategic Allocations For Each College Date and Risk-Based Portfolio" on pages A-4 and A-5:

The below table provides the approximate current allocations of the Underlying Investments for each College Date Portfolio.
*As of June 30, 2013

Underlying Investment (Underlying Investment Ticker)	**SSgA College 2030 Portfolio**	**SSgA College 2027 Portfolio**	**SSgA College 2024 Portfolio**	**SSgA College 2021 Portfolio**	**SSgA College 2018 Portfolio**	**SSgA College 2015 Portfolio**	**SSgA College Today Portfolio**
SPDR S&P 500 ETF Trust (SPY)	37.00%	34.95%	29.84%	22.80%	14.14%	N/A	N/A
SPDR S&P MidCap 400 ETF Trust (MDY)	3.92%	3.34%	2.38%	1.63%	0.84%	N/A	N/A
SPDR S&P 600 Small Cap ETF (SLY)	3.92%	3.34%	2.38%	1.63%	0.84%	N/A	N/A
Total US Equity	**44.84%**	**41.63%**	**34.60%**	**26.06%**	**15.82%**	**0.00%**	**0.00%**
SPDR Dow Jones REIT ETF (RWR)	7.00%	6.84%	5.86%	5.13%	3.76%	N/A	N/A
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%	0.00%	0.00%	0.00%	0.00%	N/A	N/A
Total Real Estate	**7.00%**	**6.84%**	**5.86%**	**5.13%**	**3.76%**	**0.00%**	**0.00%**
SPDR S&P World ex-US ETF (GWL)	18.66%	16.32%	12.34%	8.34%	4.16%	N/A	N/A
SPDR S&P International Small Cap ETF (GWX)	0.75%	0.71%	0.50%	0.46%	0.21%	N/A	N/A
SPDR S&P Emerging Markets ETF (GMM)	7.92%	7.00%	4.22%	2.51%	1.05%	N/A	N/A
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%	0.00%	0.00%	0.00%	0.00%	N/A	N/A
Total International & EM Equity	**27.33%**	**24.03%**	**17.06%**	**11.31%**	**5.42%**	**0.00%**	**0.00%**
Total Equity & Real Estate	**79.17%**	**72.50%**	**57.52%**	**42.50%**	**25.00%**	**0.00%**	**0.00%**
SPDR Barclays Aggregate Bond ETF (LAG)	14.33%	20.50%	31.92%	39.17%	41.13%	43.34%	0.00%
SPDR Barclays TIPS ETF (IPE)	5.00%	5.58%	8.74%	10.00%	9.18%	4.16%	0.00%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	1.50%	1.42%	0.96%	0.67%	0.21%	0.00%	0.00%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	0.00%	0.00%	0.00%	1.66%	13.90%	33.74%	40.00%
Total Fixed Income	**20.83%**	**27.50%**	**41.62%**	**51.50%**	**64.42%**	**81.24%**	**40.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%	0.00%	0.86%	6.00%	10.58%	18.76%	60.00%
Total Money Market	**0.00%**	**0.00%**	**0.86%**	**6.00%**	**10.58%**	**18.76%**	**60.00%**
Total Portfolio	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

The below table provides the approximate current allocations of the Underlying Investments for each Risk-Based Portfolio.
*As of June 30, 2013

Underlying Investment (Underlying Investment Ticker)	**SSgA Conservative Portfolio**	**SSgA Moderate Portfolio**	**SSgA Aggressive Portfolio**
SPDR S&P 500 ETF Trust (SPY)	N/A	25.50%	45.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	N/A	2.00%	5.00%
SPDR S&P 600 Small Cap ETF (SLY)	N/A	2.00%	5.00%
Total US Equity	**0.00%**	**29.50%**	**55.00%**
SPDR Dow Jones REIT ETF (RWR)	N/A	5.50%	8.00%
SPDR Dow Jones International Real Estate ETF (RWX)	N/A	0.00%	0.00%
Total Real Estate	**0.00%**	**5.50%**	**8.00%**
SPDR S&P World ex-US ETF (GWL)	N/A	11.00%	24.00%
SPDR S&P International Small Cap ETF (GWX)	N/A	0.50%	1.00%
SPDR S&P Emerging Markets ETF (GMM)	N/A	3.50%	12.00%
SPDR S&P Emerging Markets Small Cap (EWX)	N/A	0.00%	0.00%
Total International & EM Equity	**0.00%**	**15.00%**	**37.00%**
Total Equity & Real Estate	**0.00%**	**50.00%**	**100.00%**
SPDR Barclays Aggregate Bond ETF (LAG)	20.00%	35.25%	0.00%
SPDR Barclays TIPS ETF (IPE)	0.00%	10.00%	0.00%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%	0.00%	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	0.00%	0.75%	0.00%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	35.00%	0.00%	0.00%
Total Fixed Income	**55.00%**	**46.00%**	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	45.00%	4.00%	0.00%
Total Money Market	**45.00%**	**4.00%**	**0.00%**
Total Portfolio	**100.00%**	**100.00%**	**100.00%**

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2015 Portfolio on page A-7:

Investment Strategy

The assets of the College 2015 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 81.24% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 18.76% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	Normal Weights
Global Fixed Income	**81.24%**
SPDR Barclays Aggregate Bond ETF (LAG)	43.34%
SPDR Barclays TIPS ETF (IPE)	4.16%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	0.00%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	33.74%
Cash	**18.76%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	18.76%

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2018 Portfolio on page A-8:

Investment Strategy

The assets of the College 2018 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed income securities, and money market securities. The Portfolio typically allocates approximately 21.24% of its assets to Underlying Investments investing primarily in equity securities, approximately 3.76% of its assets to Underlying Investments investing primarily in real estate securities, approximately 64.42% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 10.58% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	Normal Weights
Global Equity	**21.24%**
SPDR S&P 500 ETF Trust (SPY)	14.14%
SPDR S&P MidCap 400 ETF Trust (MDY)	0.84%
SPDR S&P 600 Small Cap ETF (SLY)	0.84%
SPDR S&P World ex-US ETF (GWL)	4.16%
SPDR S&P International Small Cap ETF (GWX)	0.21%
SPDR S&P Emerging Markets ETF (GMM)	1.05%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**3.76%**
SPDR Dow Jones REIT ETF (RWR)	3.76%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**64.42%**
SPDR Barclays Aggregate Bond ETF (LAG)	41.13%
SPDR Barclays TIPS ETF (IPE)	9.18%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	0.21%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	13.90%
Cash	**10.58%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	10.58%

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2021 Portfolio on page A-9:

Investment Strategy

The assets of the College 2021 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed income securities, and money market securities. The Portfolio typically allocates approximately 37.37% of its assets to Underlying Investments investing primarily in equity securities, approximately 5.13% of its assets to Underlying Investments investing primarily in real estate securities, approximately 51.5% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 6.0% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**37.37%**
SPDR S&P 500 ETF Trust (SPY)	22.80%
SPDR S&P MidCap 400 ETF Trust (MDY)	1.63%
SPDR S&P 600 Small Cap ETF (SLY)	1.63%
SPDR S&P World ex-US ETF (GWL)	8.34%
SPDR S&P International Small Cap ETF (GWX)	0.46%
SPDR S&P Emerging Markets ETF (GMM)	2.51%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**5.13%**
SPDR Dow Jones REIT ETF (RWR)	5.13%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**51.50%**
SPDR Barclays Aggregate Bond ETF (LAG)	39.17%
SPDR Barclays TIPS ETF (IPE)	10.00%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	0.67%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	1.66%
Cash	**6.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	6.00%

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2024 Portfolio on page A-10:

Investment Strategy

The assets of the College 2024 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed income securities, and money market securities. The Portfolio typically allocates approximately 51.66% of its assets to Underlying Investments investing primarily in equity securities, approximately 5.86% of its assets to Underlying Investments investing primarily in real estate securities, approximately 41.62% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 0.86% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**51.66%**
SPDR S&P 500 ETF Trust (SPY)	29.84%
SPDR S&P MidCap 400 ETF Trust (MDY)	2.38%
SPDR S&P 600 Small Cap ETF (SLY)	2.38%
SPDR S&P World ex-US ETF (GWL)	12.34%
SPDR S&P International Small Cap ETF (GWX)	0.50%
SPDR S&P Emerging Markets ETF (GMM)	4.22%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**5.86%**
SPDR Dow Jones REIT ETF (RWR)	5.86%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**41.62%**
SPDR Barclays Aggregate Bond ETF (LAG)	31.92%
SPDR Barclays TIPS ETF (IPE)	8.74%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	0.96%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	0.00%
Cash	**0.86%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.86%

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2027 Portfolio on page A-11:

Investment Strategy

The assets of the College 2027 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed income securities, and money market securities. The Portfolio typically allocates approximately 65.66% of its assets to Underlying Investments investing primarily in equity securities, approximately 6.84% of its assets to Underlying Investments investing primarily in real estate securities, and approximately 27.5% of its assets to Underlying Investments investing primarily in fixed-income securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**65.66%**
SPDR S&P 500 ETF Trust (SPY)	34.95%
SPDR S&P MidCap 400 ETF Trust (MDY)	3.34%
SPDR S&P 600 Small Cap ETF (SLY)	3.34%
SPDR S&P World ex-US ETF (GWL)	16.32%
SPDR S&P International Small Cap ETF (GWX)	0.71%
SPDR S&P Emerging Markets ETF (GMM)	7.00%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**6.84%**
SPDR Dow Jones REIT ETF (RWR)	6.84%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**27.50%**
SPDR Barclays Aggregate Bond ETF (LAG)	20.50%
SPDR Barclays TIPS ETF (IPE)	5.58%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	1.42%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	0.00%
Cash	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%

The following replaces the first paragraph and the table under the heading "Investment Strategy" for the SSgA College 2030 Portfolio on page A-12:

Investment Strategy

The assets of the College 2030 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 71.43% of its assets to Underlying Investments investing primarily in equity securities, approximately 7.0% of its assets to Underlying Investments investing primarily in real estate securities, and approximately 20.83% of its assets to Underlying Investments investing primarily in fixed-income securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**71.43%**
SPDR S&P 500 ETF Trust (SPY)	37.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	3.92%
SPDR S&P 600 Small Cap ETF (SLY)	3.92%
SPDR S&P World ex-US ETF (GWL)	18.66%
SPDR S&P International Small Cap ETF (GWX)	0.75%
SPDR S&P Emerging Markets ETF (GMM)	7.92%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**7.00%**
SPDR Dow Jones REIT ETF (RWR)	7.00%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**20.83%**
SPDR Barclays Aggregate Bond ETF (LAG)	14.33%
SPDR Barclays TIPS ETF (IPE)	5.00%
SPDR DB International Government Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays High Yield Bond ETF (JNK)	1.50%
SPDR Barclays Short Term Corporate Bond ETF (SCPB)	0.00%
Cash	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%

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SUPPLEMENT DATED APRIL 2013 TO THE SSgA UPROMISE 529 PLAN PLAN DESCRIPTION AND PARTICIPATION AGREEMENT DATED APRIL 16, 2012

This Supplement describes important changes affecting the SSgA Upromise 529 Plan. Unless otherwise indicated, capitalized terms have the same meaning as those in the Plan Description. You should review this information carefully and keep it with your current copy of the Plan Description and Participation Agreement.

Changes to Silver State Matching Grant Program

The following replaces the first and third bullets in the section entitled "Silver State Matching Grant Program" on page 16 of the Plan Description:

- An Account Owner's adjusted gross income for their household in the year prior to applying for a Silver State Matching Grant must not exceed $74,999 to be eligible for a match rate of $1 for every $1 contributed, up to a maximum annual grant of $300, with a lifetime maximum grant per Account Owner of $1,500. An Account Owner may only receive a matching grant over five (5) years.
- Account Owners submitting a Silver State Matching Grant Application during the enrollment period, between April 1 and July 31, which is approved by the Board, are eligible to receive matching funds for contributions to a Plan account made in the same calendar year. For example, Account Owners submitting a Silver State Matching Grant application between April 1 and July 31, 2013 are eligible to receive matching funds for contributions to a Plan account made from January 1 through December 31, 2013. Note that the enrollment period may change from year to year and you should review a Silver State Matching Grant Application and Instructions or call 1-800-587-7305 to confirm the enrollment period.

IRS Increases Annual Federal Gift Tax Exclusion

As of January 1, 2013, the federal annual gift tax exclusion increased to $14,000 if filing single, $28,000 if married filing jointly (assuming spouses consent to gift-splitting). For 529 Plans, contributions of up to $70,000 ($140,000 if married filing jointly and spouses consent to gift-splitting) can be made in a single year and averaged over five (5) years for gift tax purposes. Accordingly, all references to the exclusion of contributions from federal gift tax found in the Plan Highlights section on page 2 and the Federal Gift and Estate Taxes section on page 19 should be updated to reflect the year 2013 and these increased amounts.

Withdrawal Hold Time Changes

The following bullets replace the bullets under the section entitled "Special Considerations" on page vi of the Plan Description:

- Refuse, change, discontinue, or temporarily suspend account services, including accepting contributions and processing withdrawal requests, for any reason.
- Delay sending out the proceeds of a withdrawal request for up to ten (10) calendar days (this generally applies only to very large withdrawal requests without advance notice or during unusual market conditions).
- Delay sending out the proceeds of a withdrawal request for up to nine (9) business days when a mailing address has changed and if the proceeds are requested to be sent by check to either the Account Owner or the beneficiary.
- Following the receipt of any contributions made by check, AIP, or EFT, hold withdrawal requests for up to seven (7) business days.
- Delay sending out the proceeds of a withdrawal request for up to fifteen (15) calendar days after bank information has been added or edited.
- Suspend the processing of withdrawal requests or postpone sending out the proceeds of a withdrawal request when the New York Stock Exchange is closed for any reason other than its usual weekend or holiday closings, when trading is restricted by the Securities and Exchange Commission, or under any emergency circumstances.

The following replaces the first sentence of the section entitled "Contribution Policies and Fees" on page 11 of the Plan Description:

Contributions made by check, AIP or EFT will not be available for withdrawal for seven (7) business days.

The following replaces the first sentence of the fourth paragraph in the Withdrawals section under the heading entitled "Procedures for Withdrawals" on page 13 of the Plan Description:

Upon a mailing address change, withdrawals will be held for 9 business days if proceeds are requested by check to the Account Owner or to the beneficiary.

Updated Performance

The following replaces the section entitled "Historical Investment Performance" on page A-6 of the Plan Description:

The following table presents the Average Annual Total Returns for each Portfolio as of December 31, 2012. The Plan's fiscal year runs from July 1 to June 30, which also is the Program's fiscal year. The following Average Annual Total Returns reflect past performance net of the Annual-Based Plan Fee, but do not reflect the deduction of the $20 Annual Account Maintenance Fee. **The Portfolio performance information represents past performance and is no guarantee of future results. Investment returns and principal value will fluctuate, so investors' Trust interests, when sold, may be worth more or less than their original cost.** For performance data current to the most recent month-end, which may be higher or lower than that cited, visit the Plan's website at www.ssga.upromise529.com or call the Plan at 1-800-587-7305.

Performance information for the Portfolios should not be viewed as a prediction of future performance of any particular Portfolio. Moreover, in view of anticipated periodic revisions of allocations and possible changes in the Underlying Investments, the future investment results of any Portfolio cannot be expected, for any period, to be similar to the past performance of any Underlying Investment.

You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, other than the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

AVERAGE ANNUAL TOTAL RETURNS AS OF DECEMBER 31, 2012

NAME	1 YEAR			SINCE INCEPTION	INCEPTION DATE
SSgA Aggressive Portfolio	--			6.80%	4/16/2012
SSgA Moderate Portfolio	--			5.10%	4/16/2012
SSgA Conservative Portfolio	--			1.20%	4/16/2012
SSgA College 2030 Portfolio	--			6.50%	4/16/2012
SSgA College 2027 Portfolio	--			6.30%	4/16/2012
SSgA College 2024 Portfolio	--			5.60%	4/16/2012
SSgA College 2021 Portfolio	--			4.80%	4/16/2012
SSgA College 2018 Portfolio	--			3.90%	4/16/2012
SSgA College 2015 Portfolio	--			2.20%	4/16/2012
SSgA College Today Portfolio	--			0.90%	4/16/2012
SPDR S&P 500 ETF Trust Portfolio	--			4.90%	4/16/2012
SPDR S&P MidCap 400 ETF Trust Portfolio	--			5.00%	4/16/2012
SPDR S&P 600 Small Cap ETF Portfolio	--			5.80%	4/16/2012
SPDR S&P World ex-US ETF Portfolio	--			7.70%	4/16/2012
SPDR S&P International Small Cap ETF Portfolio	--			3.10%	4/16/2012
SPDR S&P Emerging Markets ETF Portfolio	--			4.80%	4/16/2012
SPDR S&P Emerging Markets Small Cap ETF Portfolio	--			6.10%	4/16/2012
SPDR Dow Jones REIT ETF Portfolio	--			4.80%	4/16/2012
SPDR Dow Jones International Real Estate ETF Portfolio	--			17.40%	4/16/2012
SPDR Barclays Aggregate Bond ETF Portfolio	--			2.30%	4/16/2012
SPDR Barclays TIPS ETF Portfolio	--			3.80%	4/16/2012
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	--			6.90%	4/16/2012
SPDR Barclays High Yield Bond ETF Portfolio	--			8.10%	4/16/2012
SPDR Barclays Short Term Corporate Bond ETF Portfolio	--			1.20%	4/16/2012
SPDR Barclays 1-3 Month T-Bill ETF Portfolio	--			-0.40%	4/16/2012
Savings Portfolio	0.66%			0.72%	10/18/2010

Performance data source is SSgA for applicable separately managed accounts or underlying ETFs.

**The performance data shown represents past performance. Past performance - especially short-term past performance - is not a guarantee of future results. Investment returns and principal value will fluctuate, so investors' units, when sold, may be worth more or less than their original cost. Current performance may be higher or lower than the performance data cited.

** Since Inception returns for less than one year are not annualized.

SSgA Upromise529
POWERED BY SPDR ETFs

SSgA Upromise 529 Plan

Plan Description and Participation Agreement

APRIL 16, 2012

Readers interested in learning about the investment options of this plan should refer to Appendix A.

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Plan Description and Participation Agreement

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Readers interested in learning about the investment options of this plan should refer to Appendix A.

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SSgA UPROMISE 529 PLAN

Readers interested in learning about the investment options of this plan should refer to Appendix A.

PRIVACY STATEMENT

THE BOARD OF TRUSTEES OF THE COLLEGE SAVINGS PLANS OF NEVADA PRIVACY STATEMENT

The Board of Trustees (the "**Board**") considers the privacy and security of the nonpublic, personal information it holds concerning each account owner and designated beneficiary of the SSgA Upromise 529 Plan (the "**Plan**") a top priority. The Board has also received an assurance from Upromise Investments, Inc. (the "**Program Manager**") that it is also a top priority for the Program Manager. Specifically, the Board and the Program Manager adhere to the following privacy policy for the benefit of current and past account owners and designated beneficiaries:

The types of nonpublic, personal information collected by the Board and the Program Manager may include:

- Information the account owner or designated beneficiary provides to the Plan on the application or otherwise, such as name, address, and Social Security number;
- Information the Board and the Program Manager may acquire as a result of administering an account, such as transactions (contributions or distributions) or account balances; and
- Information from third parties, such as credit agencies.

Neither the Board nor the Program Manager will disclose such nonpublic, personal information to anyone except as permitted by law. The account owner should also carefully review the privacy policy of Upromise Investments, which is referenced above and more fully described in the account opening materials and below. Privacy policies may be modified or supplemented at anytime.

Security

The Board and the Program Manager maintain appropriate physical, electronic, and procedural safeguards to protect this nonpublic, personal information about account owners and beneficiaries.

UPROMISE INVESTMENTS PRIVACY STATEMENT

Protecting your privacy is a top priority at Upromise Investments. We want you to understand how we handle the personal information about you that we may obtain and the high standards we employ to safeguard this information. Upromise Investments, Inc. and its affiliate, Upromise Investment Advisors, LLC (collectively, "**Upromise Investments**"), collect personal information on 529 plan web sites in our capacity as service providers on behalf of state administrators of 529 plans (each, a "**State Administrator**"), as well as through other web sites that we maintain. This statement covers all of the information handling practices for Upromise Investments, Inc. and Upromise Investment Advisors, LLC (referred to in the privacy statement collectively as "we" or "us").

Information We May Obtain

We may obtain your personal information from the following sources:

- **Information you provide to us** on applications and other forms, that you otherwise enter on a 529 plan web site or other web sites that we maintain, or that you provide to us in writing or by telephone, such as when you contact a 529 plan's customer service center. This information may include items such as your name, address, telephone number and social security number. In addition, please see **Use of Cookies and other Technologies** below for information we receive automatically when you visit a 529 plan web site or other web sites that we maintain.
- **Information from your transactions** with us, our affiliates or nonaffiliated third parties.
- **Information from third parties**, including public sources, such as verification services and consumer reporting agencies (to comply with regulatory requirements, help ensure the accuracy of data and prevent fraud, for example), or from other sources (such as from other institutions like a bank or broker you use to transfer funds into a 529 plan account, or public sources).

We use the information we obtain primarily to process transactions in your accounts, and to fulfill legal and regulatory requirements. With a State Administrator's consent, we may also use this information to offer products and services related to your 529 plan account.

Unless prohibited by law, you have the right to view any personally identifiable information collected from you through your visits to or use of a 529 plan web site or other web sites that we maintain, to make corrections to such information if necessary, or to request that such information be removed from our systems. You may do so by contacting us at the address indicated at the end of this policy or, with respect to information submitted through your use of a 529 plan web site, by contacting a customer service representative for the applicable 529 plan.

Security of Your Personal Information

Upromise Investments is committed to earning and keeping your trust. We understand the need for your personal information to remain secure and private, and we have implemented policies and procedures designed to safeguard your information. We restrict access to nonpublic personal information about you to those employees who need that information in order to provide products or services to you. We maintain physical, electronic, and procedural safeguards to guard your nonpublic personal information.

Please remember that you also play a valuable part in data security. You should never share your 529 plan account information, user name or passwords with anyone. If you feel your password has been compromised, you should change it immediately. After you have finished using a 529 plan web site, you should log out of your 529 plan account and exit your browser so that no unauthorized persons can use the 529 plan web site under your name and account information.

How We Handle Your Personal Information

We do not sell your information to any affiliated or unaffiliated third parties to enable them to market their products and services directly to you, nor do we share your information with affiliated or unaffiliated third parties other than under the following circumstances:

- **Service Providers.** We may share personal information about you with unaffiliated third-party agents and service providers to perform functions on our behalf, such as printing and mailing 529 plan account statements and servicing 529 plan accounts. Before we disclose any of your personal information to these service providers, we require them by legal agreement to keep this information confidential and to use it only as authorized. They are not authorized to use this information for their own purposes or to sell this information to any other person.
- **Other Individuals or Organizations.** We may share personal information about you with other individuals or organizations, at your direction or as directed by your representative in order to service your 529 plan account (for example, if you authorize a financial advisor to submit transactions on your behalf or if you request to enroll in the Upromise Service).
- **Legal Requirements.** We may disclose personal information about you to affiliated and unaffiliated third parties when we believe such disclosure is appropriate to comply with a legal requirement, such as a law, regulation, court order, subpoena or search warrant, or in the course of a legal proceeding or to protect the rights, property, or safety of Upromise Investments and you, including exchanging information for fraud protection.
- **Affiliates.** We may also disclose personal information about you, as necessary, to our affiliates, to satisfy contractual obligations with a State Administrator or to enforce our rights thereunder, or to protect the rights, property or safety of Upromise Investments and you, including exchanging information for fraud protection.

Use of Cookies and other Technologies

Our web servers place and read “cookies” on the 529 plan web sites and other web sites that we maintain for a variety of purposes. Cookies are small data files that are stored on an Internet user’s web browser by a web server. One important use of cookies is to help identify you while you are logged onto a 529 plan web site or other web sites that we maintain. Consequently, if your browser does not accept cookies, you may be unable to enroll or log onto the 529 plan web sites and other web sites that we maintain. You will, however, be able to browse the 529 plan web sites and other web sites that we maintain as a visitor. The information Upromise Investments collects from cookies and web server logs is used to administer your account and customize information you receive when visiting a 529 plan web site or other web sites we maintain. Upromise Investments may also use and share aggregate information from cookies and web server logs to analyze and improve our web service offerings. This information does not identify individual visitors or customers.

As is true of most web sites, we gather certain information automatically and store it in log files. This information may include the internet protocol (IP) addresses, browser type, internet service provider (ISP), referring/exit pages, operating system, date/time stamp, and clickstream data. We use this information to analyze trends, to administer the 529 plan web sites and other web sites that we maintain, to track users’ movements around the web sites and to gather demographic information about our user base as a whole.

We employ cookies and/or small pieces of code known as “web beacons” or “clear gifs” that, on an anonymous basis, count users that have visited a page that contains these web beacons. We use web beacons to help us better manage content on the 529 plan web sites and other web sites that we maintain and to determine which content is effective. Web beacons on the 529 plan web sites and other web sites that we maintain are not used to collect personally identifiable information about you. Finally, we may use web beacons in our HTML-based emails to let us know which emails have been opened by recipients so that we may gauge the effectiveness of our communications. If you would like to opt-out of these emails, please see the instructions in the email regarding how to opt-out.

If you have not opted-out of receiving marketing messages, we may use information from our log files, cookies or web beacons to help us make those communications more useful or interesting to you.

As a result of your accessing the 529 plan web sites and other web sites that we maintain, we may collect information about your web site usage. We utilize this data in conjunction

with data from the rest of our online visitor population to determine how to provide better products or services. The reports which are created from web site usage information contain aggregate visitor statistics and will not personally identify you.

Choices Regarding the Receipt of Marketing Messages

You may choose whether and to what extent you receive marketing messages from us related to a 529 plan. If you do not wish to receive marketing messages, you may opt out by following the instructions in the email regarding how to opt-out. We reserve the right to send you specific administrative notices that are required by law, regulation, or as needed to service your 529 plan account.

Collection of Information from Children

None of the 529 plan products or services we offer or maintain is intended for purchase by children. Accordingly, we do not knowingly collect, either online or offline, personally identifiable information from children under the age of 13.

Changes to This Privacy Statement

If we materially change this statement or our information-handling practices as described in this statement, we will notify you by email and/or through a notice on the 529 plan web sites, as applicable, and the other web sites that we maintain prior to the implementation of any such change.

Additional Rights

In addition to the rights described in this policy, please note that you may have additional rights under state law.

STATE STREET GLOBAL ADVISORS PRIVACY STATEMENT

Under the terms of the agreement among the Board, SSgA, Upromise Investments, Inc. and Upromise Investment Advisors, LLC, SSgA is required to treat all Account Owner and Beneficiary information confidentially. SSgA is prohibited from using or disclosing such information, except as may be necessary to perform its obligations under the terms of the agreement, or if required by applicable law, by court order, or other order.

PRIVACY OF UPROMISE® SERVICE

Upromise, Inc., an affiliate of the Program Manager, offers a loyalty program (the "**Upromise Service**"), which enables participants in the Upromise Service to earn rebates and other cash awards from participating merchants. The Upromise Service is a separate service from the Plan and Upromise, Inc. has its own separate privacy policy. If you choose to enroll in the Upromise Service, the privacy policy for Upromise, Inc. may be found at www.upromise.com.

IMPORTANT NOTICES

Before you make contributions to the SSgA Upromise 529 Plan (the "**Plan**"), please read and understand this Plan Description and the attached Participation Agreement. Please keep both this Plan Description and Participation Agreement for future reference. These documents together give you important information about the Plan, including information about the investment risks associated with, and the terms under which you agree to participate in, the Plan. See "*PLAN RISKS AND PORTFOLIO RISKS*" for more information about the risks of investing in the Plan. See "***APPENDIX A***" for more information about the risks of investing in the Portfolios.

Qualified tuition programs, also known as 529 college savings plans ("**529 Plans**"), are intended to be used only to save for Qualified Higher Education Expenses (see "*WITHDRAWALS* – Qualified Higher Education Expenses" for the definition of "Qualified Higher Education Expenses"). 529 Plans 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. Taxpayers may wish to seek tax advice from an independent tax advisor based on their own particular circumstances.

Investment Risk; No Guarantee

Interests in the Plan are municipal fund securities issued by the Nevada College Savings Trust Fund (the "**Trust**") administered by the Board of Trustees of the College Savings Plans of Nevada (the "**Board**"), which is chaired by Nevada State Treasurer Kate Marshall. The Plan, which is within the Trust, is administered by the Board and is managed by Upromise Investments, Inc. State Street Global Advisors ("**SSgA**") serves as the investment manager of the Plan and provides or arranges for certain marketing services for the Plan.

An investment in the Plan is not a bank deposit. Generally, the Plan is not insured or guaranteed. However, the Savings Portfolio offers Federal Deposit Insurance Corporation ("**FDIC**") insurance on a pass-through basis to Account Owners as described in this Plan Description. Except to the extent of FDIC insurance available for the Savings Portfolio, none of your account, the principal you invest, nor any investment return is insured or guaranteed by Upromise, Inc., Upromise Investments, Inc., Upromise Investment Advisors, LLC (collectively, "**Upromise Investments**"), or any of their affiliates, SSgA or any of its affiliates, Sallie Mae Bank, the Board, the State of Nevada or any instrumentality thereof, the federal government, the FDIC, or any other governmental agency.

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 (subject to the limits described in the section entitled "*SAVINGS PORTFOLIO - FDIC Insurance*" on page A-28), depending on market conditions, you could lose all or a portion of your investment.

Interests in the Plan have not been registered with the Securities and Exchange Commission (the "**SEC**") in reliance on an exemption from registration available for obligations issued by a public instrumentality or state. In addition, interests in the Plan have not been registered with any state in reliance on an exemption from registration available for obligations issued by an instrumentality of a state.

Tax Considerations

Note: If you are not a Nevada taxpayer, consider before investing whether your or the designated beneficiary's home state offers a 529 Plan that provides its taxpayers with favorable state tax and other benefits that may only be available through investment in the home state's 529 Plan, and which are not available through investment in the Plan. Since different states have different tax provisions, this Plan Description contains limited information about the state tax consequences of investing 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. You also may wish to contact your home state's 529 Plan(s), or any other 529 Plan, to learn more about those plans' features, benefits and limitations. Keep in mind that state-based benefits should be one of many appropriately weighted factors to be considered when making an investment decision.

Tax Disclaimer. In order to comply with Treasury Department regulations, we advise you that this Plan Description is not intended to constitute, nor does it constitute, legal or tax advice. This Plan Description was developed to support the marketing of the SSgA Upromise 529 Plan and cannot be relied upon for purposes of avoiding the payment of federal tax penalties. You should consult your legal or tax advisor about the impact of these rules on your individual situation.

The Plan is offered to residents of all states. However, this Plan Description does not address the state tax implications of the Plan.

Account Owner's Interest

Account Owners and designated beneficiaries do not have access or rights to any assets of the Trust other than assets credited to the account of such Account Owner or designated beneficiary.

Individual Advice

No investment recommendation or advice received by the Account Owner from Upromise Investments or any other person is provided by, or on behalf of, the State of Nevada, the Board, the Plan, or affiliates of Upromise Investments.

Plan Description Information

The information contained in this Plan Description is believed to be accurate as of the date hereof and is subject to change without notice. Account Owners should rely only on the information contained in this Plan Description. No one is authorized to provide information that is different from the information contained in this Plan Description.

This Plan Description does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of a security in the Plan by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Plan Description is for information purposes only. In the event of any conflicts, the Nevada statutes and the Internal Revenue Code of 1986, as amended from time to time, shall prevail over this Plan Description.

Read this Plan Description carefully before you invest or send money.

Representations

Statements contained in this Plan Description that involve estimates, forecasts, or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of facts.

Special Considerations

The Board reserves the right to:

- Refuse, change, discontinue, or temporarily suspend account services, including accepting contributions and processing withdrawal requests, for any reason.
- Delay sending out the proceeds of a withdrawal request for up to ten (10) calendar days (this generally applies only to very large withdrawal requests without advance notice or during unusual market conditions).
- Delay sending out the proceeds of a withdrawal request for up to 15 calendar days from a mailing address change if the proceeds are requested by check to the Account Owner or for a beneficiary address change if the proceeds are requested by check to the beneficiary. Withdrawals by electronic funds transfer ("**EFT**") will not be available for 15 calendar days after bank information has been added or edited.
- Refuse, following receipt of any contributions, withdrawal requests for up to ten (10) calendar days.
- Suspend the processing of withdrawal requests or postpone sending out the proceeds of a withdrawal request when the New York Stock Exchange (the "**NYSE**") is closed for any reason other than its usual weekend or holiday closings, when trading is restricted by the SEC, or under any emergency circumstances.

This Plan Description contains important information concerning the following topics:

(i) fees and costs (See "*FEES AND EXPENSES*");

(ii) investment options and investment managers and how and when the Board may change these (See "*INVESTMENT OPTIONS*" and "*PLAN RISKS AND PORTFOLIO RISKS – Potential Changes to the Plan*");

(iii) portfolio investment performance (See "*Appendix A: Historical Investment Performance*");

(iv) federal and state tax considerations (See "*FEDERAL AND STATE TAX TREATMENT*");

(v) risk factors (See "*PLAN RISKS AND PORTFOLIO RISKS*"); and

(vi) limitations or penalties imposed by the Plan upon transfers between investment options, transfers to other Nevada sponsored plans, transfers to other Section 529 Plans or non-qualified distributions generally (See "*FEDERAL AND STATE TAX TREATMENT*").

SSgA UPROMISE 529 PLAN

PLAN HIGHLIGHTS

Purpose of the SSgA Upromise 529 Plan	To help individuals and families save for college expenses through a tax-advantaged investment plan sponsored by the State of Nevada.
Who's Who in the SSgA Upromise 529 Plan	The State of Nevada sponsors the SSgA Upromise 529 Plan (the "**Plan**"), which is offered by the Nevada College Savings Trust (the "**Trust**"). The Trust is administered by the Board of Trustees of the College Savings Plans of Nevada (the "**Board**"), which is chaired by Nevada State Treasurer Kate Marshall. Upromise Investments, Inc. serves as the program manager ("**Program Manager**") and has overall responsibility for the day-to-day operations. The Direct Program Management Agreement between Upromise Investments and the Board expires in 2032. The SSgA Upromise 529 Operational Agreement among the Board, State Street Global Advisors ("**SSgA**"), Upromise Investments, Inc. and Upromise Investment Advisors, LLC, expires in April 2022. SSgA serves as investment manager except for the Savings Portfolio, which is managed by Sallie Mae Bank, and also provides or arranges for certain marketing services for the Plan. See "*INTRODUCTION*"
Maximum Contribution Limit	An Account Owner may continue to make contributions to an account for a designated beneficiary so long as the aggregate balance of all college savings plan accounts for the same designated beneficiary under all college savings programs sponsored by the State of Nevada does not exceed $370,000. See "*METHODS OF CONTRIBUTION – Maximum Contribution Limit*"
Minimum Contribution	Initial Contribution: $250 lump sum contribution, or $50 per month or $150 per quarter with an automatic investment plan. Subsequent Contributions: $50 minimum for contributions by check, electronic funds transfer, or automatic investment plan. $15 per paycheck minimum for payroll direct deposit or for transfers from a Ugift® – Give College Savings ("**Ugift**") account. $25 minimum for transfers from the Upromise Service. See "*CONTRIBUTIONS*"
Investment Options and Performance	Account Owners can choose from College Date Portfolios, Risk-Based Portfolios, and Static Portfolios managed by SSgA, a global leader in asset management, or a Savings Portfolio option, managed by Sallie Mae Bank. Additional investment choices may be available in the future. See "***APPENDIX A*** – *Investment Options*" and "***APPENDIX A*** – *Historical Investment Performance*"
Risk Factors of the Plan	Investing in the SSgA Upromise 529 Plan involves certain risks, including: (i) the possibility that you may lose money over short or even long periods of time; (ii) the risk of changes in applicable federal and state tax laws and regulations; (iii) the risk of Plan changes including changes in fees; and (iv) the risk that contributions to the Plan may adversely affect the eligibility of the designated beneficiary or the Account Owner for financial aid or other benefits. See "*PLAN RISKS AND PORTFOLIO RISKS – Risks of Investing in the Plan*"

Tax Advantages	• Federal tax-deferred growth. • No federal income tax on qualified withdrawals. • No federal gift tax on contributions up to $65,000 ($130,000 for spouses electing to split gifts) in 2012 prorated over five years. • No federal generation skipping transfer ("**GST**") tax on contributions up to $65,000 ($130,000 for spouses electing to split gifts) in 2012 – prorated over five years. • Contributions are considered completed gifts for federal gift and estate tax purposes. • No annual adjusted gross income ("**AGI**") limits on Account Owners. This Plan Description does not contain tax advice. You should consult your tax advisor for more information. See "*FEDERAL AND STATE TAX TREATMENT*"
School Eligibility	Investments may be used at any eligible post-secondary school in the United States or abroad.
Qualified Withdrawals	Use your account balance to pay for tuition, certain room and board expenses, books, supplies, fees, and equipment required for enrollment or attendance at any eligible post-secondary school in the United States or abroad (including expenses for special needs services for a special needs beneficiary incurred in connection with such attendance). See "*FEDERAL AND STATE TAX TREATMENT*"
Nevada Residency Requirement	None – the Account Owner must simply be a U.S. citizen or resident alien.
Beneficiary Age Limits	None – the designated beneficiary may be any age, from newborn to adult.
Control of the Account	• Account Owner retains control of how and when money is used. • Account Owner can change the designated beneficiary to a qualifying "Member of the Family" (as defined in "MEMBER OF THE FAMILY") of the existing designated beneficiary without federal income tax penalty at any time. • Account Owner can withdraw money from the account, subject to applicable federal and state income tax on earnings and a possible additional federal tax of 10% on earnings. • Account Owner can change the investment allocation of the account once per calendar year, and upon a change in designated beneficiary. See "*WITHDRAWALS – Other Withdrawals – Transfers Among Other College Savings Plans Sponsored by the State of Nevada*," "*FEDERAL AND STATE TAX TREATMENT*," and "*PLAN RISKS AND PORTFOLIO RISKS*"

Fees and Expenses	The Total Annual Asset-Based Plan Fee (including Program Management Fee, Investment Services Fee, Tactical Asset Allocation Fee (if applicable) and State Fee) varies from 0.29% to 0.89% depending upon the Portfolio you choose. Accounts are also charged a $20 Annual Account Maintenance Fee if (i) neither the Account Owner nor the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan; or (ii) the Account Owner is not invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed. See "*FEES AND EXPENSES*"
Online Applications and Account Information	• Account Owners may complete an application online at www.ssga.upromise529.com, or by mail. • Account Owners may choose to receive periodic account statements, transaction confirmations, and other personal correspondence online, rather than in paper format.
Contact Information	**Regular Mail:** SSgA Upromise 529 Plan P.O. Box 55578 Boston, MA 02205-5578 **Overnight Delivery:** SSgA Upromise 529 Plan 95 Wells Avenue, Suite 155 Newton, MA 02459-3204 www.ssga.upromise529.com 1-800-587-7305 (8:00 a.m.– 8:00 p.m. Eastern time) (Mon. - Fri.)

INTRODUCTION

Section 529 of the Internal Revenue Code of 1986, as amended, (the "**Code**") permits states and state agencies to sponsor qualified tuition programs ("**529 Plans**"), which are tax-advantaged programs intended to help individuals and families pay the costs of higher education. The SSgA Upromise 529 Plan (the "**Plan**") is a 529 Plan sponsored by the State of Nevada. Even if you do not live in Nevada, you may invest in the Plan.

The Plan

The Nevada College Savings Trust (the "**Trust**") is a trust created under Chapter 353B of the Nevada Revised Statutes, as amended (the "**Act**"), which includes the Plan.

Program Management and Administration

The Trust is administered by the Board of Trustees of the College Savings Plans of Nevada (the "**Board**"), which is chaired by Nevada State Treasurer Kate Marshall. The Plan is also administered by the Board, and is designed to satisfy the requirements of the Code, and any regulations and other guidance issued thereunder (collectively referred to as "**Section 529**").

The Plan is designed as a savings vehicle for Qualified Higher Education Expenses. Account Owners purchase interests issued by the Trust ("**Trust Interests**") in exchange for contributions. Trust Interests are municipal fund securities. The Trust includes (a) the Plan described in this Plan Description and (b) other Nevada sponsored 529 Plans that have different investment advisors, investment options, fees and sales commissions and may be marketed differently from the Plan. Please go to www.nevadatreasurer.gov/college for information and materials that describe other 529 Plans sponsored by Nevada. This Plan Description addresses only the Plan and not any other plan within the Trust.

As Program Manager for the Plan, Upromise Investments, Inc. provides certain marketing services, and also provides distribution, administration and recordkeeping services for the Plan. Upromise Investments, Inc. is a registered broker-dealer and a member of the Financial Industry Regulatory Authority ("**FINRA**"). Upromise Investment Advisors, LLC provides investment advisory and certain administrative services for the Plan. Upromise Investment Advisors, LLC is registered as an investment adviser with the Securities and Exchange Commission (the "**SEC**"). Under the Direct Program Management Agreement between Upromise Investments and the Board (which expires in 2032 and may be terminated sooner under certain circumstances, including in response to a material breach of the contract by either Upromise Investments or the Board, after providing notice and an opportunity to cure, or the Board is no longer authorized to administer 529 Plans including the SSgA Upromise 529 Plan as a result of any legislation or regulation changes), the Board may hire new or additional entities in the future to manage all or part of the Plan's assets.

SSgA, Investment Manager for the Portfolios (other than the Savings Portfolio) is a global leader in asset management, entrusted with $1.86 trillion* in assets as of December 31, 2011, from corporations, endowments and foundations, third party asset gatherers, pension funds and sovereign wealth funds. These sophisticated institutions rely on SSgA's disciplined, precise investment process, combined with a powerful global investment platform, to give them access to every major asset class, capitalization range and style. As the asset management business of State Street Corporation, one of the world's leading providers of financial services to institutional investors, SSgA's global reach extends to 10 global investment centers and offices in 29 cities worldwide. SSgA combines a depth of expertise with advanced research capabilities to manage client-focused solutions, including broad based to highly specialized passive and active strategies. SSgA has also attained ETF industry leadership, with SPDR®, including first-to-market launches with gold, international real estate, fixed income and sector ETFs.

*Assets Under Management (AUM) includes the assets of the SPDR Gold Trust (approx. $63.5 billion as of December 31, 2011), for which State Street Global Markets, LLC, an affiliate of State Street Global Advisors, serves as the marketing agent. Please note that AUM totals are unaudited.

529 Plans are intended to be used only to save for Qualified Higher Education Expenses. 529 Plans 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. Taxpayers may wish to seek tax advice from an independent tax advisor based on their own particular circumstances.

Upromise Service

Upromise, Inc., an affiliate of the Program Manager, manages a loyalty program (the "**Upromise Service**"), which enables participants in the Upromise Service to earn rebates and other cash awards from participating merchants. These rebates can be used to make contributions to an account under the Plan. The Upromise Service is offered by Upromise, Inc., is a separate service from the Plan and is not affiliated with the State of Nevada. This Plan Description provides information concerning the Plan, but is not intended to provide detailed information concerning the Upromise Service. The Upromise Service is administered in accordance with the terms and conditions set forth in the Upromise Member Agreement (as amended from time to time), which is available on the Upromise website at www.upromise.com. Participating companies, contribution levels and terms and conditions are subject to change at any time without notice. Once Account Owners enroll in the Plan, their Upromise Service account and their Plan account can be linked so that their rewards dollars are automatically transferred to their Plan account on a periodic basis. The minimum amount for an automatic transfer from a Upromise Service account to an account with the Plan is $25. For more information about the Upromise Service, please visit www.upromise.com.

Accounts

Account owners ("**Account Owners**") open accounts and make contributions to those accounts pursuant to the terms and guidelines governing the Plan as set forth in this Plan Description, the Participation Agreement, the Account Application, Section 529, the Act and the Nevada Regulations. Account Owners may choose to open an account on-line at www.ssga.upromise529.com or by mail.

Investment Options

For more detailed information about the investment options, please see **APPENDIX A**.

Account assets and contributions are invested in one or more portfolios ("**Portfolios**") based on an election on the Account Application (or any change to such election) made by the Account Owner. There can be no assurance that any Portfolio's strategy will be successful. The Board may modify, add, or cancel investment options and Portfolios at any time without prior notice.

The Plan's investment options consist of Portfolios. The Portfolios generally invest in one or more investments (the "**Underlying Investments**") managed by SSgA except for the Savings Portfolio, managed by Sallie Mae Bank, which invests all of its assets in the Sallie Mae High-Yield Savings Account ("**HYSA**"). The investment alternatives currently consist of the College Date Portfolio options, the Risk-Based Portfolio options, the Static Portfolio options, and the Savings Portfolio option. With the College Date Portfolio options, the Portfolio's investment track is automatically adjusted from more aggressive to more conservative as the designated beneficiary grows older (and closer to the college date you select).

Except for the Savings Portfolio, the Portfolios' Underlying Investments are primarily Exchange Traded Funds ("**ETFs**"). A portion of the assets of the College Date Portfolios and the Risk-Based Portfolios may be invested in the State Street Institutional Liquid Reserves Mutual Fund (See "***APPENDIX A:*** *Investment Options – Portfolio Profiles*").

The Savings Portfolio invests all of its assets in the Sallie Mae High-Yield Savings Account ("**HYSA**"), which is not a mutual fund and does not issue shares. The HYSA is held in an omnibus savings account insured by the Federal Deposit Insurance Corporation ("**FDIC**"), which is held in trust by the Board at Sallie Mae Bank. Sallie Mae Bank is an affiliate of the Program Manager. (See "***APPENDIX A:*** *Investment Options – Portfolio Profiles*").

Investors should consider the structure of the Plan and the different investment strategies and risks of each College Date Portfolio option, Risk-Based Portfolio option, Static Portfolio option, and the Savings Portfolio option before opening an account. Account Owners should consider which investment options are most appropriate given the other resources expected to be available to fund the designated beneficiary's Qualified Higher Education Expenses, the age of the designated beneficiary, and the anticipated date of first use of funds in the account by the designated beneficiary. As required by the Act and Section 529, Account Owners are only permitted to change the existing investments in the accounts for a particular designated beneficiary once per calendar year or upon a change of the designated beneficiary. If you reallocate your money within the Plan, you may be deemed to have used up your "once per calendar year" reallocation of assets and, therefore, you may be prohibited under federal regulations from reallocating your investments in another 529 Plan sponsored by the State of Nevada during that year.

College–Date Portfolio options	Invest contributions in one of the College Date Portfolios based on the year in which the designated beneficiary is expected to start college. The Portfolio's investment track is automatically adjusted from more aggressive to more conservative as the designated beneficiary grows older (and closer to the college date you select).
Risk-Based Portfolio options	You can select an aggressive, moderate, or conservative track, depending on your risk tolerance and time horizon.
Static Portfolio options	Choose from fifteen investment options to create your own personalized investment mix. Each Static Portfolio is invested in a single Underlying Exchange Traded Fund (ETF) giving you options featuring different investment styles or asset classes, from equity to fixed income. You invest as you see fit.
Savings Portfolio option	Invest contributions in the HYSA, which is an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank.

The minimum allocation per selected Portfolio is 5% of the contribution amount.

Important Tax Information

The U.S. Treasury Department has issued proposed regulations under Section 529. The Plan is designed to comply with those proposed regulations (except to the extent that provisions in the proposed regulations have been superseded by legislative and/or administrative changes), as well as with certain other guidance issued by the Internal Revenue Service ("**IRS**") under Section 529. However, there is no assurance that the proposed regulations will become the final regulations or that the IRS will not issue other guidance interpreting Section 529. In any event, Account Owners should consult with a qualified tax advisor as to the effect any change in the law could have on their account.

In order to comply with Treasury Department regulations, we advise you that this Plan Description is not intended to constitute, nor does it constitute, legal or tax advice. This Plan Description was developed to support the marketing of the SSgA Upromise 529 Plan and cannot be relied upon for purposes of avoiding the payment of federal tax penalties. You should consult your legal or tax advisor about the impact of these rules on your individual situation.

THE APPLICATION PROCESS

General

To participate in the Plan, an Account Owner must either be (i) a natural person of legal age who is a U.S. citizen or resident alien and has a valid Social Security number (or taxpayer identification number), with the authority to open an individual account, (ii) a natural person of legal age with the authority to act as a custodian for a UGMA/UTMA account or as trustee for a trust, or (iii) a legal entity that is permitted to open an account. An Account Owner, who is a natural person, must complete and sign an Account Application, and any other documents required by the Board or the Program Manager for an account to be established. If you are opening an account as a trust, you must include copies of the pages of the trust agreement containing the name of the trust, the date of the trust, and a listing of all trustees and their signatures. There are no state residency requirements or income level restrictions to open an account. There is no enrollment fee or charge to establish an account. Prospective Account Owners may complete the Account Application online at www.ssga.upromise529.com or may obtain an Account Application by visiting www.ssga.upromise529.com or by calling 1-800-587-7305.

Account Application

At the time of enrollment, the Account Owner must designate a beneficiary whose Qualified Higher Education Expenses are expected to be paid from the account. Accounts will not be established until the Program Manager accepts a signed and properly completed Application. There may only be one Account Owner and one designated beneficiary per account. An Account Owner may establish only one Plan account for a particular designated beneficiary. The designated beneficiary is not required to be related to the Account Owner. One Account Owner may have multiple accounts for different designated beneficiaries. Also, different Account Owners may have accounts for the same designated beneficiary within the Plan. An Account Owner may name a successor Account Owner to assume control of the account in the event of the original Account Owner's death or legal incompetence. A valid Social Security number (or taxpayer identification number) and date of birth must be provided for the Account Owner, if applicable, and the date of birth must be provided for the designated beneficiary. Account Owners can choose to open an account online at www.ssga.upromise529.com.

At the time of enrollment, the Account Owner must select an investment option and Portfolio allocation(s), which will serve as the standing investment allocation for the account. All additional contributions that do not cause the balance of the account (plus the balance of any other 529 Plan account for the same designated beneficiary under other 529 Plans sponsored by the State of Nevada) to exceed the maximum contribution limit (the "**Maximum Contribution Limit**"), which is currently $370,000 (See "*METHODS OF CONTRIBUTION – Maximum Contribution Limit*"), will be invested according to this standing allocation, unless the Account Owner instructs otherwise, and different allocations are permissible. The Account Owner may reallocate assets to different Portfolios once per calendar year, and with a permissible change in the designated beneficiary. The Account Owner maintains control over the account and is responsible for directing any withdrawals. The designated beneficiary has no control over the assets of the account and may not direct withdrawals from the account, unless he or she is also the Account Owner.

The custodian for a minor under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act ("**UGMA/UTMA**") may open an account that is subject to additional limitations, such as the inability to change the designated beneficiary and certain restrictions on withdrawals (See "*UGMA/UTMA CUSTODIAL ACCOUNTS*"). A custodian should consult his or her tax advisor for additional information concerning these restrictions before opening an account.

Personal Information

The Program Manager acts in accordance with a customer identification program and obtains certain information from the Account Owner in order to verify his or her identity. If the Account Owner does not provide the following information as requested on the Account Application — full name; date of birth of the Account Owner, any successor Account Owner and the designated beneficiary; taxpayer identification number of the Account Owner (for example, Social Security number or taxpayer identification number); and street address — the Program Manager may refuse to open an account. If reasonable efforts to verify this information are unsuccessful, the Program Manager may take certain actions regarding the account without prior notice to the Account

Owner, including among others, rejecting contribution and transfer requests, suspending account services, or closing the account. Trust Interests redeemed as a result of closing an account will be valued at the net asset value next calculated after the Program Manager decides to close the account, and the risk of market loss, tax implications, and any other expenses, as a result of the liquidation, will be solely the Account Owner's responsibility.

CONTRIBUTIONS

The Board establishes, and may change, the minimum initial contribution limits as it deems appropriate. There is no specific deadline for the use of assets in an account to pay for Qualified Higher Education Expenses. However, the Board may establish a maximum duration for the account. The minimum initial investment in the Plan is $250 for a lump sum contribution by check or electronic funds transfer ("**EFT**"). Any additional contributions by check or EFT must be at least $50. However, Account Owners who are members of the Upromise Service may also make additional contributions through the Upromise Service with a minimum transfer amount of $25. An Account Owner may also elect to sign up for an Automatic Investment Plan ("**AIP**") with a minimum contribution of $50 per month or $150 per quarter, or sign up for payroll direct deposit with a minimum contribution of $15 per paycheck. Account Owners may receive a minimum gift contribution of $15 through Ugift® – Give College Savings ("**Ugift**"). Subsequent contributions to an account can be made to different investment options and Portfolio allocation(s) than the selection on the Account Application.

Contributions may be made by check, AIP, EFT, payroll deduction, direct deposit, Upromise Service contributions, and any other methods deemed appropriate by the Plan.

Contributions may not be made by cash, money order, travelers checks, foreign checks, checks dated over 180 days, post-dated checks, checks with unclear instructions, starter or counter checks, credit card or bank courtesy checks, third-party checks over $10,000, instant loan checks, or any other check the Plan deems unacceptable. The initial contribution may not be made by third-party check. No stocks, securities, or other non-cash assets will be accepted as contributions. The minimum allocation per selected Portfolio is 5% of the contribution amount. Subsequent contributions to an account can be made to different investment options and Portfolio allocation(s) than the selection on the Account Application.

The investment of any money contributed by check to the Plan shall be made to the investment option selected by the Account Owner on the same business day as received in good order if the contribution is received prior to the close of the NYSE, normally 4:00 p.m. Eastern time, and on the next succeeding business day if the contribution is received after the close of the NYSE. The contribution must not exceed the Maximum Contribution Limit allowed for the designated beneficiary, and must be made in acceptable form. If a contribution is made to an account that exceeds the Maximum Contribution Limit all or a portion of the contribution amount will be returned to you, the contributor or, if made by an Account Owner enrolled in an AIP, the AIP may be discontinued.

Contributions you direct into an investment option managed by the Plan's former investment manager, The Vanguard Group, Inc., (including contributions made through the use of a form containing the names of the Vanguard investment option(s) will be automatically directed to the corresponding Portfolio in the Plan, as directed by the Board.

METHODS OF CONTRIBUTION

Contributions by Check

Account Owners making an initial contribution by check must send an initial minimum contribution of $250 with their Account Application. Additional contributions by check must be in an amount of at least $50. Account Owners will receive statements confirming the investment of their contributions. Checks must be made payable to the SSgA Upromise 529 Plan.

Automatic Investment Plan ("AIP")[1]

Account Owners may contribute to their accounts by authorizing the Program Manager 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. To initiate an AIP during enrollment, an Account Owner must complete the Automatic Investment Plan section of the Account Application. An Account Owner may also establish an AIP after an account has been established, either online, over the phone, or in writing by submitting the appropriate form. Automated deposits must be in an amount equal to at least $50 per month or $150 per quarter.

Authorization to perform automated periodic deposits will remain in effect until the Program Manager has received notification of its termination. An Account Owner or the Program Manager may terminate the Account Owner's enrollment in the Plan's automatic investment option at any time. Account Owner initiated changes to, or termination of, an AIP must occur at least five (5) business days before an AIP debit is scheduled to be deducted from your bank account and will become effective as soon as the Program

[1] A program of regular investment cannot assure a profit or protect against a loss in a declining market.

Manager has had a reasonable amount of time to act on it. The Plan does not assess a charge for enrolling in an AIP. The Plan will request AIP debits from your bank account to 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 AIP debit will be requested to occur on the next business day. Quarterly investments will be made on the day designated every three (3) months, not on a calendar quarter basis. If no date is designated, your AIP debit will be scheduled on the 20th of the month. You will receive a trade date of the same business day the bank debit is scheduled to occur. The start date for an AIP must be at least three (3) business days from the date of submission of the AIP request. If a start date for an AIP is less than three (3) business days from the date of the submission of the AIP request, the AIP will start on the requested day in the next succeeding month. If your AIP contribution cannot be processed because the bank account on which it is drawn contains insufficient funds, because of incomplete information or inaccurate information, or if the transaction would violate processing restrictions, the Plan reserves the right to suspend processing of future AIP contributions.

Direct Deposits From Payroll[2]

Account Owners may be eligible to make automatic, periodic contributions to their accounts by payroll deduction (if the Account Owner's employer offers such a service). The minimum payroll deduction contribution is an amount equal to $15 per paycheck. Contributions by payroll deduction will only be permitted from employers able to meet the Program Manager's operational and administrative requirements for Section 529 Plan payroll contributions. You may complete payroll deduction instructions by logging into your account at www.ssga.upromise529.com and visiting the payroll deduction section of your account. You will need to print these instructions and submit them to your employer. Account Owners may obtain an Authorization for Payroll Deduction and Direct Deposit Form by visiting www.ssga.upromise529.com or calling 1-800-587-7305.

Electronic Funds Transfer ("EFT")

Account Owners making an initial contribution by EFT must make such contributions in an amount of at least $250, with subsequent EFT contributions in an amount of at least $50. Account Owners may authorize the Program Manager to withdraw funds by EFT from a checking or savings account, subject to certain processing restrictions, for both initial and/or additional contributions to Plan accounts; provided, you have submitted 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 on the Account Application; and (ii) by submitting EFT instructions after enrollment, online at www.ssga.upromise529.com or by calling 1-800-587-7305 to initiate an EFT over the phone. Please note, you may only contribute up to $65,000 per account per day by EFT. EFT contributions in excess of $65,000 per account, per day will be returned in total. EFT purchase requests that are received in good order by the Plan before 10 p.m. Eastern time, will be given a trade date of the second business day after the date of receipt and will be effected at that day's closing price for Units of the applicable Portfolio. In such cases, the Plan will request the EFT debit from your bank account to occur on the second business day after the request is received. EFT purchase requests that are received in good order by the Plan after 10 p.m. Eastern time, will be given a trade date of the third business day after the date the request is received, and will be effected at that day's closing price for Units of the applicable Portfolio. In such cases, the Plan will request the EFT debit to occur on the third business day after the request is received. If your EFT contribution cannot be processed because the bank account on which it is drawn contains insufficient funds, because of incomplete information or inaccurate information, or if the transaction would violate processing restrictions, the Plan reserves the right to suspend processing of future EFT contributions.

Upromise Service

An Account Owner enrolled in the Upromise Service may link his or her Plan account so that rebates are automatically transferred to their Plan account on a periodic basis. The minimum amount for an automatic transfer from a Upromise Service account to a Plan account is $25. An Account Owner cannot use the transfer of funds from a Upromise Service account as the initial funding source of the Plan. The Upromise Service is offered by Upromise, Inc. and is separate from the Plan. This Plan Description provides information concerning the Plan, but is not intended to provide detailed information concerning the Upromise Service. The Upromise Service is administered in accordance with the terms and procedures set forth in the Upromise Member Agreement (as amended from time to time), which is available on the Upromise, Inc. website at www.upromise.com.

Ugift® – Give College Savings

Account Owners may invite family and friends to contribute to their accounts through Ugift by either sending an email invitation or providing a gift contribution coupon to family and friends, either in connection with a special event or to just provide a gift to the Account Owner's account for the designated beneficiary. Family and friends fill in their name and gift contribution amount on the contribution coupon provided and mail a check for that amount along with the

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[2] A program of regular investment cannot assure a profit or protect against a loss in a declining market.

contribution coupon to the address provided. The minimum Ugift contribution is $15 by check made payable to *Ugift – SSgA Upromise 529 Plan*. An optional gift certificate may be completed by the gift giver and presented to let them know a gift contribution has been made to the Account Owner's account.

Gift contributions will be held by Upromise Investments upon receipt and transferred approximately five (5) 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 gift contribution will be held for approximately seven (7) business days before being transferred into an Account Owner's account. Gift contributions will be invested according to the Portfolio allocation on file for the account at the time the gift contribution is transferred. There may be potential tax consequences of gift contributions invested in a Plan account. You and the gift giver should consult your tax advisor for more information.

Rollover Contributions and Other Transfers

Account Owners may make contributions to the Plan account with:

- Proceeds from the withdrawal of assets held in another state's Section 529 Plan (a "**Rollover**"),
- Proceeds from the withdrawal of assets held in an account in the Plan (a "**Plan Transfer**") for the benefit of a different designated beneficiary,
- Proceeds from the withdrawal of assets held in an account in another plan within the Trust (i.e., another Section 529 Plan offered by the State of Nevada) for the benefit of a different designated beneficiary,
- Proceeds from a withdrawal of assets held in a Coverdell Education Savings Account (a "Coverdell ESA"),
- Proceeds from the redemption of Series EE and Series I bonds.

Rollovers

An Account Owner may make a Rollover contribution without imposition of federal income tax or the additional 10% federal tax, if such Rollover is made within 60 days of distribution from the originating account into an account for a new designated beneficiary who is a Member of the Family (See "*CHANGING THE DESIGNATED BENEFICIARY*") of the original designated beneficiary. A Rollover contribution to the Plan for the benefit of the same designated beneficiary may be effected without adverse tax consequences only if no other such Rollovers have occurred with respect to such designated beneficiary within the prior twelve (12) months and if the Rollover contribution is made within 60 days of distribution from the originating account.

Incoming rollovers can be direct or indirect. Direct rollovers involve the transfer of money from one 529 Plan directly to another. Indirect rollovers involve the transfer of money from an account in another state's 529 Plan to the Account Owner, who then contributes the money to an account in the Plan. To avoid penalties and federal income tax consequences, money received by an Account Owner in an indirect rollover must be contributed to the Plan within 60 days of the distribution. You should be aware that not all states permit direct rollovers from 529 Plans. 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 529 Plan.

Plan Transfers for the Account of a New Designated Beneficiary

An Account Owner may make a Plan Transfer to a Plan account for the benefit of a new designated beneficiary without imposition of federal income tax or the additional 10% federal tax, if such Plan Transfer is made within 60 days of distribution from the originating account into an account for a new designated beneficiary who is a Member of the Family (See "*CHANGING THE DESIGNATED BENEFICIARY*") of the original designated beneficiary.

Plan Transfers for the Same Designated Beneficiary

An Account Owner may make a transfer within the Plan for the benefit of the same designated beneficiary. If the funds are transferred directly between Plan accounts, the transfer will be treated as a nontaxable investment reallocation allowable only once per calendar year rather than as a tax-free Rollover or transfer. If an Account Owner takes a distribution (i.e., receives a withdrawal check from the transferring account), the withdrawal will be treated as a nonqualified withdrawal subject to federal and applicable state income tax and the additional 10% federal tax on earnings.

Transfer into a Plan Account from Another Plan within the Trust for the Benefit of a New Designated Beneficiary

An Account Owner may make a transfer to a Plan account with funds from an account in another plan within the Trust (i.e., another Section 529 Plan offered by the State of Nevada) for the benefit of a new designated beneficiary without imposition of federal income tax or the additional 10% federal tax, if such transfer is made within 60 days of distribution from the originating account into an account for a new designated beneficiary who is a Member of the Family (See "CHANGING THE DESIGNATED BENEFICIARY") of the original designated beneficiary.

Transfer into a Plan Account from Another Plan within the Trust for the Benefit of the Same Designated Beneficiary

A transfer into a SSgA Upromise 529 Plan account from an account in another plan within the Trust (i.e., another Section 529 Plan offered by the State of Nevada) for the benefit of the

same designated beneficiary will be treated as a nontaxable investment reallocation allowable only once per calendar year rather than as a tax-free Rollover or transfer. If an Account Owner takes a distribution (i.e., receives a withdrawal check from the transferring account), the withdrawal will be treated as a nonqualified withdrawal subject to federal and applicable state income tax and the additional 10% federal tax on earnings.

Transfers from a Coverdell Education Savings Account ("Coverdell ESA")

An Account Owner may make a withdrawal from a Coverdell ESA and contribute the proceeds to a Plan account without imposition of federal income tax or penalty. (See "*FEDERAL AND STATE TAX TREATMENT – Coverdell Education Savings Account*").

Transfers from Series EE or Series I Bonds

An Account Owner may make a contribution to a Plan account with proceeds from a redemption of Series EE or Series I bonds. (See "*FEDERAL AND STATE TAX TREATMENT – Series EE and Series I Bonds*").

Rollover contributions and other transfers to an account must be accompanied by an Incoming Rollover Form as well as any other information required by the Plan, including the information required for certain contributions described below.

When making a contribution to the Plan using assets previously invested in a Coverdell ESA, a redemption of Series EE and Series I bonds or a Rollover, the contributor must indicate the source of the contribution and provide the Program Manager with the following documentation, as applicable:

- In the case of a contribution from a Coverdell ESA, an account statement issued by the financial institution that acted as custodian of the Coverdell ESA that shows basis and earnings in the Coverdell ESA.
- In the case of a contribution from the redemption of Series EE or Series I U.S. Savings Bonds, an account statement or Form 1099-INT issued by the financial institution that redeemed the bond showing interest from the redemption of the bond.
- In the case of a Rollover, a statement issued by the distributing program that shows the earnings portion of the distribution. In the case of any direct transfer between Section 529 Plans, the distributing program must provide the receiving program a statement setting forth this information.

Until the Program Manager receives the documentation described above, as applicable, the Plan will treat the entire amount of the contribution as earnings in the account receiving the distribution. If a contribution is not a Rollover or does not consist of assets previously invested in a Coverdell ESA, a Series EE or Series I bond, such documentation is not required.

Maximum Contribution Limit[3]

An Account Owner may continue to make contributions to an account for a designated beneficiary so long as the aggregate balance of all Section 529 Plan accounts for the same designated beneficiary under all Section 529 Plans sponsored by the State of Nevada under the Act does not exceed the Maximum Contribution Limit, which is currently $370,000[3]. Accounts that have reached the Maximum Contribution Limit will continue to accrue earnings, although future contributions may not be made to such accounts. The Maximum Contribution Limit is based on the aggregate market value of the account(s) for a designated beneficiary, and not solely on the aggregate contributions made to the account(s). If, however, the market value of such account(s) falls below the Maximum Contribution Limit due to market fluctuations and not as a result of withdrawals from such account(s), additional contributions will be accepted. The Plan may, in its discretion, refuse to accept a contribution, upon determination that acceptance of such contribution would not comply with federal or State requirements. None of the Plan officials will be responsible for any loss, damage, or expense incurred with a rejected or returned contribution.

The Board is required to set the Maximum Contribution Limit for all accounts for a designated beneficiary. The Board expects to evaluate the Maximum Contribution Limit annually, but reserves the right to make adjustments more or less frequently. Information concerning the current Maximum Contribution Limit may be obtained through the Program Manager. It is possible that federal law might impose different limits on maximum allowable contributions in the future.

Excess Contributions

The Plan will not accept any contribution to the extent it would cause the account balance to exceed the Maximum Contribution Limit ("**Excess Contributions**"). Excess Contributions, all or a portion of, will be rejected and returned to the contributor. If a contribution is applied to an account and later determined by the Plan to have caused the aggregate market value of the account(s) for a designated beneficiary to exceed the Maximum Contribution Limit, the Plan will refund such Excess Contribution, and any earnings thereon, to the contributor. Any refund of an Excess Contribution may be treated as a non-qualified withdrawal.

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[3] For purposes of the Maximum Contribution Limit, balances for all accounts for the same designated beneficiary under all Section 529 Plans sponsored by the State of Nevada (excluding those in the Nevada Prepaid Tuition Plan) are aggregated.

Contribution Policies and Fees

Following receipt of any contributions by check, AIP, or EFT, the Plan reserves the right, subject to applicable law, not to allow withdrawals of those funds (or their equivalent) for up to ten (10) calendar days. The Program Manager may impose a fee on any check, automatic investment, or purchase via EFT returned unpaid by the financial institution upon which it is drawn, which fee may be deducted from the Account Owner's Plan account. (See "*FEES AND EXPENSES*.") The Program Manager reserves the right not to reimburse fees charged by financial institutions for contributions made either via AIP or EFT that are cancelled due to insufficient funds in the bank account from which the money is withdrawn.

A confirmation statement verifying the amount of a contribution and a description of the Portfolio(s) in which Trust Interests were purchased will be sent to the Account Owner following each transaction, except for contributions made by AIP, payroll deduction, or an automatic transfer from a Upromise Service account to your account. If an error has been made in the amount of the contribution or the investment option in which a particular contribution is invested is not the investment option that the Account Owner selected on the Account Application, the Account Owner has 60 days from the date of the confirmation statement to notify the Program Manager of the error. If an Account Owner does not write to the Program Manager to object to a confirmation within such time period, such Account Owner will be considered to have approved it and to have released the Plan, the Board, and the Program Manager from all responsibility for matters covered by the confirmation. Each Account Owner agrees to provide all information that the Board or the Program Manager may need to comply with any legal reporting requirements.

The Program Manager uses reasonable procedures to confirm that transaction requests are genuine. The Account Owner may be responsible for losses resulting from fraudulent or unauthorized instructions received by the Program Manager, provided the Program Manager reasonably believes the instructions were genuine. To safeguard your account, please keep your information confidential. Contact the Program Manager immediately at 1-800-587-7305 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 may be refused if they appear to be an abuse of the Plan. Contributions to Portfolios are invested in accordance with the investment policy established by the Board. The Board reserves the right to change the investment policy for the Plan at any time, without prior notice.

CONTROL OVER THE ACCOUNT

Although any individual or entity may make contributions to an account, the Account Owner retains control of all contributions made to an account as well as all earnings credited to the account up to the date they are directed for withdrawal. A designated beneficiary who is not the Account Owner has no control over any of the account assets. Only the Account Owner will receive confirmation of account transactions, unless the Account Owner elects to have confirmation statements sent to a designated third party (interested party); individuals or entities other than the Account Owner that contribute funds to an account will have no subsequent control over the contributions; the Account Owner controls all contributions made to an account as well as all earnings credited to the account. Individuals or entities other than the Account Owner that contribute funds to an account will have no subsequent control over the contributions. Only the Account Owner may direct transfers, rollovers, investment changes (as permitted under federal law), withdrawals and changes in the designated beneficiary.

ACCOUNT RESTRICTIONS

In addition to rights expressly stated elsewhere in this Plan Description, the Plan reserves the right to (i) freeze an account and/or suspend account services when the Plan has received reasonable notice of a dispute regarding the assets in an account, including notice of a dispute in account ownership or when the Plan reasonably believes a fraudulent transaction may occur or has occurred; (ii) freeze an account and/or suspend account services upon the notification to the Plan of the death of an Account Owner until the Plan receives required documentation in good order and reasonably believes that it is lawful to transfer Account ownership to the successor Account Owner; (iii) redeem an account, without the Account Owner's permission, in cases of threatening conduct or suspicious, fraudulent or illegal activity; and (iv) reject a contribution for any reason, including contributions for the Plan that the Program Manager or the Board believe are not in the best interests of the Plan, a Portfolio or the Account Owners. The risk of market loss, tax implications, penalties, and any other expenses, as a result of such an account freeze or redemption will be solely the Account Owner's responsibility.

NO ASSIGNMENTS OR PLEDGES

Neither an account nor any portion thereof may be assigned, transferred or pledged as security for a loan (including, but not limited to, a loan used to make contributions to the account) or otherwise either by the Account Owner or by the designated beneficiary, except for changes of designated beneficiary, qualified rollovers, as described herein, and the transfer of Account Ownership to a successor Account Owner. Any pledge of an interest in an account will be of no force and effect.

LIFETIME TRANSFERS

Account Owners may transfer ownership of an account, without penalty, to another individual or entity to be the Account Owner in the Plan. A transfer of ownership of an account does not require a change of the designated beneficiary. A transfer of ownership of an account will only be effective if it is irrevocable and transfers all rights, title, interest and power over the account. A change in ownership of an account may have negative income or gift tax consequences; contact your tax advisor before transferring ownership of an account. To transfer ownership of an account, contact the Program Manager at 1-800-587-7305.

DESIGNATION OF SUCCESSOR ACCOUNT OWNER

Account Owners, except for Account Owners who are trustees of a trust, may designate a successor Account Owner (to the extent permissible under applicable law) to succeed to all of the current Account Owner's rights, title, and interest in an account (including, without limitation, the right to change the designated beneficiary) upon the death or legal incompetence of the current Account Owner. Such designation must either be on the original Account Application or submitted separately online, over the phone, or in writing. A successor Account Owner designation is not effective until it is received and processed by the Program Manager. The designation of a successor Account Owner may be revoked or changed at any time by the Account Owner by submitting an Account Information Change Form to the Program Manager. All requests to transfer ownership to a successor Account Owner after the Account Owner's death must be submitted in writing. Please contact the Program Manager at 1-800-587-7305 for information needed to complete the change of ownership. Account Owners should consult a tax advisor regarding tax issues that might arise on a transfer of Account Ownership. An UGMA/UTMA custodian will not be permitted to change the Account Owner to anyone other than a successor custodian during the term of the custodial account under applicable UGMA/UTMA law.

CONFIRMATIONS AND STATEMENTS

Confirmations will be sent for any activity in your account, except for recurring AIP transactions, payroll deduction transactions, automatic transfers from a Upromise Service account to your account, and maintenance fees, which will only be confirmed on a quarterly basis. Account Owners will receive quarterly account statements indicating, for the applicable time period: contributions made to the account; withdrawals made from the account; the total value of the account at the end of that time period; and transaction and maintenance fees incurred by the account. Account Owners may direct duplicate copies of account statements to be provided to another party. Account Owners can choose to receive periodic account statements, transaction confirmations and other personal correspondence online at www.ssga.upromise529.com or in paper format. The Plan periodically matches and updates the addresses of record against a change of address database maintained by the U.S. Postal Service to reduce the possibility that items sent First-Class Mail, such as account statements, will be undeliverable.

CHANGING THE DESIGNATED BENEFICIARY

Section 529 of the Code generally allows for changes of the designated beneficiary without adverse federal income tax consequences, as long as the new designated beneficiary is a "Member of the Family" (as defined below) of the current designated beneficiary. In addition, the proposed regulations provide that no federal gift tax or generation-skipping transfer tax will result, provided the new designated beneficiary is also assigned to the same generation as the current designated beneficiary. Any change of the designated beneficiary to a person who is not a Member of the Family (as defined below) of the current designated beneficiary is treated as a non-qualified withdrawal subject to applicable federal and state income taxes as well as the additional 10% federal tax on earnings. An Account Owner who is an UGMA/UTMA custodian will not be able to change the designated beneficiary of the account, except as may be permitted under the applicable UGMA/UTMA law. (See "*FEDERAL AND STATE TAX TREATMENT*" and "*UGMA/UTMA CUSTODIAL ACCOUNTS*.")

To initiate a change of designated beneficiary, the Account Owner must complete and submit a Change of Beneficiary Form to the Program Manager (and an Account Application if the Account Owner does not already have an account for the new designated beneficiary). The change will be made upon the Program Manager's receipt and acceptance of the signed, properly completed form(s) in good order. The Plan reserves the right to suspend the processing of designated beneficiary transfers if it suspects that such transfers are intended to avoid the Plan's exchange and reallocation limits. There is no fee or charge for changing a designated beneficiary.

Assets are invested in accordance with the standing investment allocation for the new designated beneficiary's account. Assets may be transferred to a new investment option based on the Account Owner's election when changing the designated beneficiary for an account. The change may result in a loss in the value of the account depending on market fluctuations during the time of the change.

MEMBER OF THE FAMILY

For purposes of changing the designated beneficiary, a "**Member of the Family**" of the designated beneficiary is defined under Section 529 as:

- Son, daughter, step-child, foster child, adopted child, or a descendant of any of them.
- Brother, sister, step-brother, or step-sister.
- Father or mother or ancestor of either.
- Step-father or step-mother.
- Son or daughter of a brother or sister.
- Brother or sister of father or mother.
- Son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law, or sister-in-law.
- The spouse of the designated beneficiary or any individual listed above.
- First cousin.

WITHDRAWALS

Each Account Owner may make withdrawals from his or her account(s) or terminate his or her account(s) in the Plan at any time by notifying the Program Manager; however, under federal law, the earnings portion of non-qualified withdrawals will be subject to an additional 10% federal tax on earnings (See "*FEDERAL AND STATE TAX TREATMENT*") in addition to federal and any applicable state taxes that may otherwise be due. In the event of a withdrawal or termination, the amount of the withdrawal is calculated at the net asset value next determined after the Program Manager's receipt and processing of the request in good order (as determined by the Program Manager).

Procedures for Withdrawals

Only the Account Owner of an account may direct withdrawals from the account. To make a withdrawal from an account, the Account Owner may either request a withdrawal online by phone or may submit a Withdrawal Request Form to the Program Manager in good order and provide such other information or documentation as the Plan may from time to time require. Qualified withdrawals made payable to the Account Owner, designated beneficiary, or an Eligible Educational Institution may also be requested by phone or online by providing verifying account information to the Program Manager upon request. The Program Manager generally will process the withdrawal from the account within three (3) business days of accepting the request. During periods of market volatility and at year-end, withdrawal requests may take up to five (5) business days to process. Please allow ten (10) business days for the proceeds to reach you. The frequency of withdrawals in a single month may be limited. A minimum withdrawal amount may also be established. A fee may be charged for withdrawals made by federal wire.

If you have been awarded a Silver State Matching Grant, any qualified withdrawals generally will be taken proportionately from your Plan account and the related Silver State Matching Grant account when the qualified withdrawal is requested to be sent to the Eligible Educational Institution. If the qualified withdrawal amount you request will cause your Silver State Matching Grant account to have a market value that falls below $10, the prorated amount of your qualified withdrawal will be adjusted so that your Silver State Matching Grant account is fully liquidated and the amount taken from your Plan account will be reduced. If the qualified withdrawal amount you request will result in a withdrawal from your Silver State Matching Grant account to be less than $10, the prorated amount of your qualified withdrawal will be adjusted so that $10 will be withdrawn from your matching grant account and the amount taken from your Plan account will decrease.

In the event you have been awarded a Silver State Matching Grant and request a qualified withdrawal other than to an Eligible Educational Institution, the qualified withdrawal will only be taken from your Plan account.

Upon a mailing address change, withdrawals will be held for 15 calendar days if proceeds are requested by check to the Account Owner or to the beneficiary. Withdrawals by EFT will not be available for 15 calendar days after bank information has been added or edited.

Withdrawals may be subject to federal and/or state tax withholding. For purposes of determining whether a withdrawal is taxable or subject to the 10% additional tax, the Account Owner must determine whether the withdrawal is made in connection with the payment of Qualified Higher Education Expenses, as defined under the Code and discussed below or fits within one of the exceptions to treatment as a nonqualified withdrawal as discussed below.

Qualified Withdrawals

In general, a qualified withdrawal is any distribution that is used to pay for the Qualified Higher Education Expenses (defined below) of a designated beneficiary.

Qualified Higher Education Expenses

Qualified Higher Education Expenses currently include tuition, fees, books, supplies, and equipment required for the enrollment or attendance of a designated beneficiary at an Eligible Institution of Higher Education (defined below). Qualified Higher Education Expenses also include expenses for special needs services in the case of a special needs designated beneficiary who incurs such expenses in connection with enrollment or attendance at an Eligible Institution of Higher Education.

Also included as a Qualified Higher Education Expense, is an amount for the room and board that the designated beneficiary may incur while attending an institution at least half-time. Half-time is defined as half the full-time academic workload for the course of study being pursued as

determined under the standards of the Eligible Institution of Higher Education where he or she is enrolled. A designated beneficiary need not be enrolled at least half-time to use a qualified withdrawal to pay for expenses relating to tuition, fees, books, supplies, equipment, and special needs services.

Eligible Institutions of Higher Education

Generally, Eligible Institutions of Higher Education include accredited post-secondary educational institutions in the United States or abroad offering credit toward an associate's degree, a bachelor's degree, a graduate level or professional degree, or another recognized post-secondary credential, and certain post-secondary vocational and proprietary institutions. Such Eligible Institutions of Higher Education must be eligible to participate in U.S. Department of Education student financial aid programs. For additional information, please visit www.fafsa.ed.gov.

Refunds

A refund to the Account Owner of all or part of a qualified withdrawal may be re-contributed to an account, and will be treated as a new contribution to such account. Any refund which is not:

- subsequently used to pay for Qualified Higher Education Expenses of the designated beneficiary within a reasonable amount of time,
- rolled over within the Plan to the account of another designated beneficiary,
- rolled over to another state's Section 529 Plan (See "*WITHDRAWALS – Other Withdrawals – Rollover Distributions*"), or
- related to a distribution that falls within any of the types of withdrawals exempt from the 10% additional federal tax on earnings, i.e., death, disability, receipt of a scholarship by the designated beneficiary, attendance at certain specified military academies (See "*WITHDRAWALS – Other Withdrawals*") or the use of American Opportunity, Hope Scholarship, and Lifetime Learning education tax credits ("**Education Credits**"),

will be considered a non-qualified withdrawal, subject to all applicable federal and state taxes including the additional 10% federal tax on earnings on nonqualified withdrawals.

Non-Qualified Withdrawals

A non-qualified withdrawal is any withdrawal from an account that is not:

- A qualified withdrawal,
- A withdrawal paid to a beneficiary of the designated beneficiary (or the estate of the designated beneficiary) on or after the death of the designated beneficiary (See "*WITHDRAWALS – Other Withdrawals – Death of Designated Beneficiary*"),
- A withdrawal by reason of the disability of the designated beneficiary (See "*WITHDRAWALS – Other Withdrawals – Disability of Designated Beneficiary*"),
- A withdrawal by reason of the receipt of a qualified scholarship by the designated beneficiary (to the extent the amount withdrawn does not exceed the amount of the scholarship) (See "*WITHDRAWALS – Other Withdrawals – Receipt of Scholarship*"),
- A withdrawal by reason of the designated beneficiary's attendance at certain specified military academies (See "*WITHDRAWALS – Other Withdrawals – Attendance at Certain Specified Military Academies*"),
- A withdrawal resulting from the use of Education Credits as allowed under federal income tax law (See "*WITHDRAWALS – Other Withdrawals – Use of Education Credits*"), or
- A distribution that is rolled into another Section 529 Plan that is not sponsored by the State of Nevada in accordance with Section 529, with appropriate documentation.

In accordance with Section 529, the earnings portion of a non-qualified withdrawal is treated as income to the distributee and is subject to federal and any applicable state income taxes as well as an additional 10% federal tax. Although the Program Manager will report the earnings portion of all distributions, it is the final responsibility of the Account Owner to calculate and report any tax liability and to substantiate any exemption from tax and/or penalty.

Other Withdrawals

Death of Designated Beneficiary

In the event of the death of the designated beneficiary, the Account Owner may authorize a change in the designated beneficiary for the account, authorize a payment to a beneficiary of the designated beneficiary, or the estate of the designated beneficiary, or request the return of the account balance. A distribution due to the death of the designated beneficiary if paid to a beneficiary of the designated beneficiary or the estate of the designated beneficiary will not be subject to the additional 10% federal tax on earnings, but earnings will be subject to federal and any applicable state income tax. A withdrawal of amounts in the account, if not paid to a beneficiary of the designated beneficiary or the designated beneficiary's estate, may constitute a non-qualified withdrawal, subject to federal and applicable state income taxes at the distributee's tax rate and the additional 10% federal tax on earnings. If the Account Owner selects a new designated beneficiary who is a "Member of the Family" (defined above) of the former designated beneficiary (See "*CHANGING THE DESIGNATED BENEFICIARY*"), the Account Owner will not owe federal income tax or a penalty.

Disability of Designated Beneficiary

If the designated beneficiary becomes disabled, the Account Owner may authorize a change in the designated beneficiary for the account or request the return of all or a portion of the account balance. A distribution due to the qualified disability of the designated beneficiary will not be subject to the additional 10% federal tax on earnings, but earnings will be subject to federal and any applicable state income tax at the Account Owner's tax rate. The Code defines a person as disabled if he or she is unable to engage in any substantial gainful activity by reason 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. If the Account Owner selects a new designated beneficiary who is a "Member of the Family" (defined above) of the former designated beneficiary (See "*CHANGING THE DESIGNATED BENEFICIARY*"), the Account Owner will not owe federal income tax or a penalty.

Receipt of Scholarship

If the designated beneficiary receives a qualified scholarship, account assets up to the amount of the scholarship may be returned to the Account Owner without imposition of the additional 10% federal tax on earnings. 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.

Rollover Distributions

An Account Owner may roll over all or part of the balance of an account to an account in another 529 Plan not sponsored by the State of Nevada without adverse federal tax consequences under certain circumstances. (For more information concerning this type of rollover distribution see "*METHODS OF CONTRIBUTION – Rollover Contributions and Other Transfers*".)

Transfers Among Other College Savings Plans Sponsored by the State of Nevada

Transfers of account balances among the various college savings plans sponsored by the State of Nevada are treated as investment changes subject to the once per calendar year limitation on the reallocation of prior contributions and not as tax-free rollovers. If you reallocate your money within the Plan, you may be deemed to have used up your "once per calendar year" reallocation of assets and, therefore, you may be prohibited under federal regulations from reallocating your investments in another 529 Plan sponsored by the State of Nevada during that year. (For more information concerning these types of transfers, see "*METHODS OF CONTRIBUTION – Rollover Contributions and Other Transfers*".)

Attendance at Certain Specified Military Academies

If the designated beneficiary attends the United States Military Academy, the United States Naval Academy, the United States Air Force Academy, the United States Coast Guard Academy, or the United States Merchant Marine Academy, the Account Owner may withdraw an amount up to an amount equal to the costs of advanced education attributable to the designated beneficiary's attendance at the institution without incurring the additional 10% federal tax on earnings. The earnings portion of the withdrawal will be subject to federal and any applicable state income tax at the distributee's tax rate.

Use of Education Credits

Taxpayers paying Qualified Higher Education Expenses from a Plan account will not be able to claim Education Credits for the same expenses. Furthermore, expenses used in determining the allowed Education Credits will reduce the amount of a designated beneficiary's Qualified Higher Education Expenses to be paid from an Account as a qualified withdrawal and may result in taxable withdrawals. Such withdrawals will not be subject to the additional 10% federal tax on earnings.

Records Retention

Under current federal tax law, Account Owners are responsible for obtaining and retaining records, invoices, or other documentation adequate to substantiate, among other things, the following: (i) expenses which the Account Owner claims are Qualified Higher Education Expenses, (ii) the death or qualified disability of the designated beneficiary, (iii) the receipt by the designated beneficiary of a qualified scholarship, (iv) the attendance by the designated beneficiary at certain specified military academies, or (v) the use of Education Credits.

RESIDUAL ACCOUNT BALANCES

If the designated beneficiary graduates from an institution of higher education or chooses not to pursue higher education and funds remain in the account, the Account Owner can choose from three options. First, if the Account Owner requests, the remaining funds (including earnings) will be returned to the Account Owner and treated as a non-qualified withdrawal. Earnings will be subject to federal and any applicable state income tax, including the additional 10% federal tax on earnings. Second, the Account Owner may authorize a change of designated beneficiary for the account to a Member of the Family of the current designated beneficiary. (See "*CHANGING THE DESIGNATED BENEFICIARY*") Third, the Account Owner may keep the funds in the account to pay future Qualified Higher Education Expenses (such as graduate or professional school expenses) of the current designated beneficiary. The last two options would not constitute a nonqualified withdrawal.

UGMA/UTMA CUSTODIAL ACCOUNTS

An Account Owner who is the custodian of an account established or being opened under a state's Uniform Gifts to Minors Act ("**UGMA**") or Uniform Transfers to Minors Act ("**UTMA**") may be able to open a Plan account in his or her custodial capacity, depending on the laws of that state. These types of accounts involve additional restrictions that do not apply to regular Section 529 accounts. A custodian using previously held UGMA/UTMA funds to establish an account must indicate that the account is custodial by designating it as such in the Account Ownership section of the Account Application. None of Upromise Investments, SSgA, Sallie Mae Bank, or any of their respective affiliates, the Board, the State of Nevada, the Trust, the Plan, or any instrumentality thereof (collectively, "**Plan Officials**") will be liable for any consequences related to a custodian's improper use, transfer, or characterization of custodial funds. An UGMA/UTMA custodian must establish a Plan account in his or her custodial capacity separate from any accounts he or she may hold in his or her individual capacity in order to contribute UGMA/UTMA assets to the account.

In general, UGMA/UTMA custodial accounts are subject to the following additional requirements and restrictions:

- The UGMA/UTMA custodian will be permitted to make withdrawals only in accordance with the rules applicable to withdrawals under UGMA/UTMA and the Plan;
- The custodian will not be able to change the designated beneficiary of the account (directly or by means of a rollover distribution), except as may be permitted by applicable UGMA/UTMA law;
- The custodian will not be permitted to change the Account Owner to anyone other than a successor custodian during the term of the custodial account under applicable UGMA/UTMA law;
- The custodian must notify the Plan when the custodianship terminates and the designated beneficiary is legally entitled to take control of the account. At that time, the designated beneficiary will become the Account Owner and will become subject to the provisions of the Plan applicable to non-UGMA/UTMA Account Owners. Also, custodians or designated beneficiaries will need to complete certain forms at that time to document the termination of the custodianship;
- Any tax consequences of a withdrawal from an account will be imposed on the designated beneficiary and not on the custodian; and
- An UGMA/UTMA custodian may be required by the Program Manager to provide documentation evidencing compliance with the applicable UGMA/UTMA law.

In addition, certain tax consequences described herein 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 the Plan, the liquidation of non-cash assets held by an UGMA/UTMA account would be required and would generally be a taxable event. Please consult a qualified advisor with respect to the transfer of UGMA/UTMA custodial assets, and the implications of such a transfer.

SILVER STATE MATCHING GRANT PROGRAM

The Board will be awarding a matching grant for eligible Nevada residents who have opened a Plan account for a designated beneficiary 13 years old or younger, upon initial application, who is also a Nevada resident. To be eligible for this grant, Account Owners must meet the following requirements:

- An Account Owner's adjusted gross income for their household in the year prior to applying for a Silver State Matching Grant must not exceed $41,300 to be eligible for a match rate of $1 for every $1 contributed, or between $41,301 and $61,950 to be eligible for a match rate of $1 for every $2 contributed, up to a maximum annual grant of $300, with a lifetime maximum grant per Account Owner of $1,500 over five (5) years;
- An Account Owner must have filed a federal income tax return as a Nevada resident in the year prior to applying for a Silver State Matching Grant, or if the Account Owner was not required to file a federal income tax return, provide other evidence of residency and household income acceptable to the Board;
- Account Owners submitting a Silver State Matching Grant Application during the enrollment period, between March 1 and June 30 of each year, which is approved by the Board, are eligible to receive matching funds for contributions to a Plan account made in the same calendar year. For example, Account Owners submitting a Silver State Matching Grant application between March 1 and June 30, 2012 are eligible to receive matching funds for contributions to a Plan account made from January 1 through December 31, 2012;
- Account Owners are required to enclose with the Silver State Matching Grant Application: (i) a copy of the portion(s) of their federal income tax return(s) showing their address and adjusted gross income for their household, and (ii) a completed Form 4506T-EZ which allows the Board to verify with the IRS that the Account Owner's prior year adjusted gross income for their household qualifies within the income limits established by the Board and that the Account Owner's federal tax return has been filed; and
- The designated beneficiary's Social Security number or taxpayer identification number on an Account Owner's Plan account must match the designated beneficiary's Social Security number or taxpayer identification number on the Silver State Matching Grant Application.

Only one matching grant account may be opened for any designated beneficiary. If an Account Owner qualifies for a Silver State Matching Grant, the award will be deposited into

a matching grant account and will be invested according to the standing investment allocation instructions on file for the designated beneficiary per the Account Owner's Plan account. The matching grant account will be linked to the Plan account and shall be governed by the terms and conditions of this Plan Description and the related Participation Agreement and Supplements thereto. The Board shall retain control of the assets in the matching grant account until the Account Owner submits a request in good order for a qualified withdrawal. To withdraw assets from a matching grant account, the withdrawal must be a qualified withdrawal that is made to an Eligible Educational Institution. Under certain circumstances, the matching grant and any earnings may be fully or partially forfeited and the matching grant account could be closed. These circumstances include:

- Change of designated beneficiary and the new designated beneficiary has previously received a matching grant or is not a Member of the Family (See "*Member of the Family*");
- The designated beneficiary dies or becomes disabled and cannot attend school, unless the Account Owner changes the designated beneficiary to a Member of the Family (See "*Member of the Family*"); and
- Non-qualified withdrawal or Rollover from your Plan account and your remaining Plan account balance falls below the balance in the Matching Grant account unless the balance in your Plan account is increased as described below.

In the event of a Rollover to another state's 529 Plan or non-qualified withdrawal resulting in the Account Owner having a lower balance in the Plan account than in the matching grant account, the Account Owner will have a period of eighteen (18) months to contribute to their Plan account to prevent forfeiture for that portion of the matching grant that does not have corresponding funds in their Plan account. The matching grant program is designed so that the grant, together with any earnings used for Qualified Higher Education Expenses, will not be subject to federal income tax. It is possible that future changes in law may cause a matching grant to be taxable, or that the IRS may take the position that a matching grant is taxable, in the year the grant is awarded or distributed. You should consult your tax advisor for more information. The Account Owner is responsible for determining the effect of the matching grant account on the Account Owner's or the designated beneficiary's eligibility for public assistance programs.

Please note, Silver State Matching Grants are dependent upon funding limitations as overseen by the Board. For more information about the Silver State Matching Grant Program, please call 1-800-587-7305 to request a Silver State Matching Grant Application and Instructions, which contain important information about eligibility requirements as well as limitations.

FEDERAL AND STATE TAX TREATMENT

This section summarizes key aspects of the federal and state tax treatment of contributions to, and withdrawals from, 529 Plan accounts. The information provided below is not exhaustive. It is based on our understanding of current law and regulatory interpretations relating to 529 Plans generally and is meant to provide 529 Plan participants with general background about the tax characteristics of these programs. Neither this Federal and State Tax Treatment section, nor any other information provided throughout this Plan Description is intended to constitute, nor does it constitute, legal or tax advice. This Plan Description was developed to support the marketing of the SSgA Upromise 529 Plan and cannot be relied upon for purposes of avoiding the payment of federal tax penalties. You should consult your legal or tax advisor about the impact of these rules on your individual situation.

The summary tax and legal description provided below is based on the Code and proposed regulations in effect as of the date of this Plan Description, as well as other administrative guidance and announcements issued by the IRS and the U.S. Department of Treasury. It is possible that Congress, the Treasury Department, the IRS, or federal or state courts may take action that will affect the tax treatment of 529 Plan contributions, earnings, or withdrawals or the availability of state tax deductions. Individual state legislation may also affect the state tax treatment of a 529 Plan for residents of that state.

We strongly encourage Account Owners and designated beneficiaries to consult with their tax advisors regarding the tax consequences of contributing money to, or withdrawing money from, a 529 Plan account.

If you are not a Nevada taxpayer, consider before investing whether your or the designated beneficiary's home state offers a 529 Plan that provides its taxpayers with favorable state tax and other benefits that may only be available through investment in the home state's 529 Plan, and which are not available through investment in the Plan. Since different states have different tax provisions, this Plan Description contains limited information about the state tax consequences of investing 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. You also may wish to contact your home state's 529 Plan(s), or any other 529 Plan, to learn more about those plans' features, benefits and limitations. Keep in mind that state-based benefits should be one of many appropriately weighted factors to be considered when making an investment decision.

529 Plans Generally

Among the most notable tax advantages of 529 Plans is that the earnings portion of a qualified withdrawal is exempt from federal taxes. To be eligible for these tax benefits, 529

Plan account assets must be used to pay the Qualified Higher Education Expenses of the designated beneficiary at an Eligible Educational Institution. The terms "**Qualified Higher Education Expenses**" and "**Eligible Educational Institution**" are defined in "WITHDRAWALS – Qualified Higher Education Expenses" and and "WITHDRAWALS – Eligible Institutions of Higher Education"

529 Plan Contributions and Withdrawals

Federal law does not allow a tax deduction for contributions to 529 Plans. Certain tax considerations apply to the method of contribution to an Account. (See "*METHODS OF CONTRIBUTION – Rollover Contributions and Other Transfers*.") The income earned on any such contributions may generally grow federal income tax–free until distributed. Qualified Withdrawals (i.e., withdrawals to pay for the Qualified Higher Education Expenses of a designated beneficiary) and qualified rollovers are not subject to federal income taxation. The earnings portion of Nonqualified Withdrawals, however, is subject to all applicable federal and state income taxes and, in most cases, an additional 10% federal tax on earnings.

As described in "WITHDRAWALS – Other Withdrawals," there are six (6) exceptions to the additional 10% federal tax on earnings required under Section 529 of the Code: (1) withdrawals made from the account in the event of the designated beneficiary's death (if paid to the beneficiary of the designated beneficiary or the designated beneficiary's estate), (2) withdrawals made from the account in the event of the designated beneficiary's disability, (3) withdrawals made from the account if a scholarship is received by the designated beneficiary (provided the withdrawal does not exceed the amount of the scholarship), (4) withdrawals on account of the designated beneficiary's attendance at certain specified military academies, (5) amounts not treated as qualified withdrawals due to the use of Education Tax Credits, and (6) qualified rollovers. (See "*WITHDRAWALS – Other Withdrawals*.")

All accounts in 529 Plans sponsored by the State of Nevada that have the same Account Owner and designated beneficiary (excluding those in the Nevada Prepaid Tuition Plan) will be aggregated for purposes of calculating the earnings portion of a particular withdrawal. This calculation will be made as of the date of such withdrawal.

Qualified Rollovers

An Account Owner may transfer all or part of the funds in a 529 Plan account to an account in another 529 Plan without adverse federal income tax consequences if, within 60 days of the withdrawal from the distributing account, such funds are transferred to or deposited into an account at another 529 Plan for the benefit of (1) an individual who is a "Member of the Family" (defined in "**Member of the Family**") of the original designated beneficiary; or (2) the same designated beneficiary, but only if no other such rollover distribution or transfer has been made for the benefit of such individual within the preceding 12 months. Transfers between 529 Plans sponsored by the State of Nevada are not subject to this rule. (See "*METHODS OF CONTRIBUTION – Transfer into a Plan Account from Another Plan within the Trust for the Benefit of the Same Designated Beneficiary*.")

Other Contributions and Transfers

An individual may generally transfer into a 529 Plan account, without adverse federal income tax consequences, all or part of: (i) money held in an account in the Plan for a "Member of the Family" of the designated beneficiary, if the money is transferred within 60 days of the withdrawal from the distributing account; (ii) money from a Coverdell ESA described in Section 530 of the Code; or (iii) the proceeds from the redemption of a Qualified U.S. Savings Bond described in Section 135 of the Code.

Series EE and Series I Bonds

Interest on Series EE bonds issued after December 31, 1989, as well as interest on all Series I bonds, may be completely or partially excluded from federal income tax if bond proceeds are used to pay certain higher education expenses at an Eligible Institution of Higher Education or are contributed to a Section 529 Plan or a Coverdell ESA in the same calendar year the bonds are redeemed. For this purpose, qualifying expenses do not include the cost of books, room and board. The amount of higher education expenses taken into account in calculating the interest excludable from income is reduced by any scholarships, fellowships, employer-provided educational assistance and other forms of tuition reduction, including a payment or reimbursement of Qualified Higher Education Expenses under a 529 Plan. Certain income limitations apply.

Coverdell Education Savings Account

An individual may contribute money to, or withdraw money from, both a 529 Plan account and a Coverdell ESA in the same year. However, to the extent the total withdrawals from both accounts exceed the amount of the Qualified Higher Education Expenses incurred that qualifies for tax-free treatment under Section 529, the recipient must allocate his or her Qualified Higher Education Expenses between both such withdrawals in order to determine how much may be treated as tax-free under each program.

Coordination With Other Higher Education Expense Benefit Programs

The federal tax benefits afforded to 529 Plans must be coordinated with other programs designed to provide tax benefits for meeting higher education expenses in order to avoid the duplication of such benefits. The coordinated programs include the Coverdell ESAs under Section 530 of the Code and the Education Credits under Section 25A of the Code.

Education Credits

The use of Education Credits by a qualifying Account Owner and designated beneficiary will not affect participation in or receipt of benefits from a 529 Plan account, so long as any withdrawal from the 529 Plan account is not used for the same expenses for which the credit was claimed.

Federal Gift and Estate Taxes

Contributions (including certain rollover contributions) to a 529 Plan account generally are considered completed gifts to the designated beneficiary and are eligible for the applicable annual exclusion from gift and generation-skipping transfer taxes (in 2012, $13,000 for a single individual or $26,000 for a married couple electing to split gifts). Except in the situations described in the following paragraph, if the contributor were to die while assets remain in a 529 Plan account, the value of the account would not be included in the contributor's estate. In cases where annual contributions to a 529 Plan account by a contributor exceed the applicable annual exclusion amount, the contributions are subject to federal gift tax and possibly the generation-skipping transfer tax in the year of contribution. However, in these cases, the contributor may elect to apply the contribution against the annual exclusion equally over a five-year period. This option is applicable only for contributions up to five times the available annual exclusion amount in the year of the contribution. For example, for 2012, the maximum contribution that may be made using this rule would be $65,000 (or $130,000 for a married couple electing to split gifts). Once this election is made, if the contributor makes any additional gifts to the same designated beneficiary in the same or the next four years, such gifts are subject to gift or generation-skipping transfer taxes in the calendar year of the gift. However, any excess gifts may be applied against the contributor's lifetime gift tax exemption.

If the contributor chooses to use the five-year forward election and dies before the end of the five-year period, the portion of the contribution allocable to the years remaining in the five-year period (beginning with the year after the contributor's death) would be included in the contributor's estate for federal estate tax purposes.

If the designated beneficiary of a 529 Plan account is changed or amounts in an account are rolled over to a new designated beneficiary of the same generation as the former designated beneficiary and the new designated beneficiary is a Member of the Family of the former designated beneficiary, there are no gift or generation-skipping transfer tax consequences. If the new designated beneficiary is of a younger generation than the former designated beneficiary or is not a Member of the Family of the former designated beneficiary, the former designated beneficiary will have made a taxable gift to the extent of the amount transferred. If the new designated beneficiary is two or more generations below the former designated beneficiary, the change or rollover will be subject to generation-skipping transfer tax. The five-year rule explained above may be applied here. The gross estate of a designated beneficiary may include the value of the 529 Plan account.

Estate, gift, and generation-skipping tax issues arising in conjunction with 529 Plans can be quite complicated. You should consult with your tax advisor if you have any questions about these issues.

State Taxes

Prospective Account Owners should consider many factors before deciding to invest in a 529 Plan such as the Plan, including the plan's investment options and its performance history, the plan's flexibility and features, the reputation and expertise of the plan's investment manager(s), the plan's contribution limits, the plan's fees and expenses, and federal and state tax benefits associated with an investment in the plan.

Nevada does not impose an income tax on individuals. Thus, there are no Nevada income tax consequences to either contributors to, or recipients of money withdrawn from, the Plan. It is possible, however, that a contributor to the Plan may be entitled to a deduction in computing the income tax imposed by a state where he or she lives or pays taxes. Likewise, it is possible that a recipient of money withdrawn from the Plan may be subject to income tax on those withdrawals by the state where he or she lives or pays taxes. It is also possible that amounts rolled over into the Plan from another state's 529 Plan may be subject to a state tax imposed on the rollover amount. You should consult with your tax advisor regarding the state tax consequences of participating in the Plan.

FEES AND EXPENSES

The Board, in its sole discretion, will establish fees and expenses as it deems appropriate and may change, or add new, fees and expenses at any time without prior notice. In the future, Plan expenses and fees could be higher or lower than those discussed below. Expenses and fees reduce the value of an account.

Annual Asset-Based Plan Fee

Each account is subject to the following annual asset-based fees: The Investment Services Fee, Program Management Fee, and State Fee are deducted from Portfolio assets, which means the Account Owner will pay them indirectly. Accounts invested in the College Date Portfolios and the Risk-Based Portfolios are also subject to a tactical asset allocation fee. Each account in each Portfolio will indirectly bear its pro-rata share of the Annual Asset-Based Plan Fee. The Trust may be charged the fees of independent public accountants for conducting annual audits and other fees and expenses the Board may from time to time impose. These fees and expenses reduce the return the Account Owner will receive from an investment in the Plan. The annual asset based plan fee of a Portfolio may fluctuate as a result of fluctuations in the Investment Services Fee. The Board may change or add new fees at any time, without prior notice.

Investment Services Fee

Except for the Savings Portfolio, each account in each Portfolio will indirectly bear its pro-rata share of certain expenses of the Portfolio ("Investment Services Fee"). The Investment Services Fee, which is paid to SSgA, includes the annual operating expenses associated with each Portfolio's investments in the Underlying Investments ("Underlying Investment Expenses"). Underlying Investment Expenses include an ETF's or other Underlying Investment's investment advisory fees, administrative and other expenses. The Investment Services Fee is subject to fluctuation based on changes in the Underlying Investment Expenses.

Program Management Fee

For providing administration and program management services for the Plan, the Program Manager receives an annual fee of 0.22%, except for the Savings Portfolio, for which the annual fee is 0.27% ("Program Management Fee").

Under the terms of the agreement among the Board, SSgA, the Program Manager, and Upromise Investment Advisors, LLC, SSgA pays Upromise Investment Advisors a fee for the provision of certain administrative services. This fee is not deducted from Plan accounts.

Tactical Asset Allocation Fee

SSgA receives a tactical asset allocation fee of 0.09% in respect of each College Date Portfolio and Risk-Based Portfolio.

State Fee

The Board collects an annual fee equal to 0.02% of assets under management ("State Fee") to pay for expenses related to oversight and administration of the Trust.

Annual Account Maintenance Fee

If neither the Account Owner nor the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan or the Account Owner is not invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed, a $20 account maintenance fee will be charged annually during the month in which the anniversary date of the opening of the account occurs, beginning 12 months after an account is opened. The account maintenance fee is not charged for matching grant accounts or accounts invested in the Savings Portfolio. If an Account Owner makes a full withdrawal from the account prior to that anniversary date in a given year, a prorated annual maintenance fee may be charged against the amount of the withdrawal.

The following table presents the Annual Asset-Based Plan Fees and Annual Account Maintenance Fee.

	ANNUAL ASSET-BASED PLAN FEE					ADDITIONAL INVESTOR EXPENSES
Portfolios	**Investment Services Fee[1]**	**Program Management Fee**	**Tactical Asset Allocation Fee**	**State Fee**	**Annual Asset-Based Plan Fee[2]**	**Annual Account Maintenance Fee[3]**
Risk-Based Portfolios						
SSgA Aggressive Portfolio	0.24%	0.22%	0.09%	0.02%	0.57%	$20
SSgA Moderate Portfolio	0.18%	0.22%	0.09%	0.02%	0.51%	$20
SSgA Conservative Portfolio	0.12%	0.22%	0.09%	0.02%	0.45%	$20
College Date Portfolios						
SSgA College 2030 Portfolio	0.22%	0.22%	0.09%	0.02%	0.55%	$20
SSgA College 2027 Portfolio	0.21%	0.22%	0.09%	0.02%	0.54%	$20
SSgA College 2024 Portfolio	0.19%	0.22%	0.09%	0.02%	0.52%	$20
SSgA College 2021 Portfolio	0.17%	0.22%	0.09%	0.02%	0.50%	$20
SSgA College 2018 Portfolio	0.15%	0.22%	0.09%	0.02%	0.48%	$20
SSgA College 2015 Portfolio	0.13%	0.22%	0.09%	0.02%	0.46%	$20
SSgA College Today Portfolio	0.12%	0.22%	0.09%	0.02%	0.45%	$20

[1] Underlying Investment Expenses, as of March 31, 2012.

[2] Includes Investment Services Fee, Program Management Fee, Tactical Asset Allocation Fee (if applicable) and State Fee. This total is assessed against assets over the course of the year and does not include the $20 Annual Account Maintenance Fee. The following "Example of Investment Costs" table shows the approximate cost of investing in each of the Plan's Portfolios over 1-, 3-, 5-, and 10-year periods and the effect of paying the $20 Annual Account Maintenance Fee.

[3] The Annual Account Maintenance Fee is charged annually to an account during the month in which the anniversary date of the opening of the account occurs, beginning 12 months after an account is opened. The Annual Account Maintenance Fee will be waived if: (i) either the Account Owner or the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan; or (ii) the Account Owner is invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed.

	ANNUAL ASSET-BASED PLAN FEE				ADDITIONAL INVESTOR EXPENSES
Portfolios	**Investment Services Fee[1]**	**Program Management Fee**	**State Fee**	**Annual Asset-Based Plan Fee[2]**	**Annual Account Maintenance Fee[3]**
Static Portfolios					
SPDR S&P 500 ETF Trust Portfolio	0.09%	0.22%	0.02%	0.33%	$20
SPDR S&P MidCap 400 ETF Trust Portfolio	0.25%	0.22%	0.02%	0.49%	$20
SPDR S&P 600 Small Cap ETF Portfolio	0.20%	0.22%	0.02%	0.44%	$20
SPDR S&P World ex-US ETF Portfolio	0.34%	0.22%	0.02%	0.58%	$20
SPDR S&P International Small Cap ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR S&P Emerging Markets ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR S&P Emerging Markets Small Cap ETF Portfolio	0.65%	0.22%	0.02%	0.89%	$20
SPDR Dow Jones REIT ETF Portfolio	0.25%	0.22%	0.02%	0.49%	$20
SPDR Dow Jones International Real Estate ETF Portfolio	0.59%	0.22%	0.02%	0.83%	$20
SPDR Barclays Capital Aggregate Bond ETF Portfolio	0.17%	0.22%	0.02%	0.41%	$20
SPDR Barclays Capital TIPS ETF Portfolio	0.18%	0.22%	0.02%	0.42%	$20
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	0.50%	0.22%	0.02%	0.74%	$20
SPDR Barclays Capital High Yield Bond ETF Portfolio	0.40%	0.22%	0.02%	0.64%	$20
SPDR Barclays Capital Short Term Corporate Bond ETF Portfolio	0.12%	0.22%	0.02%	0.36%	$20
SPDR Barclays Capital 1-3 Month T-Bill ETF Portfolio	0.13%	0.22%	0.02%	0.37%	$20
Savings Portfolio					
Savings Portfolio	0.00%	0.27%[4]	0.02%	0.29%	$ 0

[1] Underlying Investment Expenses, as of March 31, 2012.

[2] Includes Investment Services Fee, Program Management Fee, and State Fee. This total is assessed against assets over the course of the year and does not include the $20 Annual Account Maintenance Fee. The following "Example of Investment Costs" table shows the approximate cost of investing in each of the Plan's Portfolios over 1-, 3-, 5-, and 10-year periods and the effect of paying the $20 Annual Account Maintenance Fee.

[3] The Annual Account Maintenance Fee is charged annually to an account during the month in which the anniversary date of the opening of the account occurs, beginning 12 months after an account is opened. The Annual Account Maintenance Fee will be waived if: (i) either the Account Owner or the designated beneficiary has a Nevada permanent address or Nevada mailing address on file with the Plan; or (ii) the Account Owner is invested in the Savings Portfolio at the time the Annual Account Maintenance Fee is assessed.

[4] The Savings Portfolio's Program Management Fee may be voluntarily waived in an effort to maintain a net yield of 0.00%.

Example of Investment Costs in Each Investment Option

The following tables describe the approximate cost of investing in each of the Plan's Portfolios over different periods of time. They illustrate the hypothetical expenses that you would incur over various periods if you invest $10,000 in a Portfolio.

An Account Owner's actual cost may be higher or lower based on assumptions that are different from the following assumptions:

- A $10,000 investment for the time periods shown;
- A 5% annually compounded rate of return on the amount invested throughout the period;
- All Trust Interests are redeemed at the end of the period shown for Qualified Higher Educational Expenses (the examples do not consider the impact of any potential state or federal taxes on the redemption);
- The total Annual Asset-Based Plan Fee remains the same as shown in the tables on pages 21 and 22.

	Expense with $20 Annual Account Maintenance Fee				**Expense without $20 Annual Account Maintenance Fee**			
	1 Year	**3 Years**	**5 Years**	**10 Years**	**1 Year**	**3 Years**	**5 Years**	**10 Years**
Portfolio								
SSgA Aggressive Portfolio	$78	$242	$417	$908	$58	$183	$318	$714
SSgA Moderate Portfolio	$72	$223	$384	$835	$52	$164	$285	$640
SSgA Conservative Portfolio	$66	$204	$351	$762	$46	$144	$252	$567
SSgA College 2030 Portfolio	$76	$236	$406	$884	$56	$176	$307	$689
SSgA College 2027 Portfolio	$75	$233	$401	$871	$55	$173	$302	$677
SSgA College 2024 Portfolio	$73	$226	$390	$847	$53	$167	$291	$653
SSgA College 2021 Portfolio	$71	$220	$379	$823	$51	$160	$280	$628
SSgA College 2018 Portfolio	$69	$214	$368	$799	$49	$154	$269	$604
SSgA College 2015 Portfolio	$67	$207	$357	$774	$47	$148	$258	$579
SSgA College Today Portfolio	$66	$204	$351	$762	$46	$144	$252	$567
SPDR S&P 500 ETF Trust Portfolio	$54	$166	$285	$615	$34	$106	$185	$418
SPDR S&P MidCap 400 ETF Trust Portfolio	$70	$217	$373	$811	$50	$157	$274	$616
SPDR S&P 600 Small Cap ETF Portfolio	$65	$201	$346	$750	$45	$141	$246	$555
SPDR S&P World ex-US ETF Portfolio	$79	$245	$423	$920	$59	$186	$324	$726
SPDR S&P International Small Cap ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR S&P Emerging Markets ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR S&P Emerging Markets Small Cap ETF Portfolio	$111	$343	$591	$1,287	$91	$284	$493	$1,096
SPDR Dow Jones REIT ETF Portfolio	$70	$217	$373	$811	$50	$157	$274	$616
SPDR Dow Jones International Real Estate ETF Portfolio	$105	$324	$559	$1,217	$85	$265	$460	$1,025
SPDR Barclays Capital Aggregate Bond ETF Portfolio	$62	$191	$329	$713	$42	$132	$230	$518
SPDR Barclays Capital TIPS ETF Portfolio	$63	$195	$335	$726	$43	$135	$235	$530
SPDR DB International Government Inflation-Protected Bond ETF Portfolio	$96	$296	$510	$1,111	$76	$237	$411	$918
SPDR Barclays Capital High Yield Bond ETF Portfolio	$85	$264	$455	$992	$65	$205	$357	$798
SPDR Barclays Capital Short Term Corporate Bond ETF Portfolio	$57	$175	$301	$652	$37	$116	$202	$456
SPDR Barclays Capital 1-3 Month T-Bill ETF Portfolio	$58	$179	$307	$664	$38	$119	$208	$468
Savings Portfolio	$50	$153	$262	$565	$30	$93	$163	$368

Certain Transaction Fees

The Plan also may impose certain transaction fees for the transactions specified below:

Transaction	Fee Amount*
Returned Check	$30
Rejected AIP	$30
Rejected EFT	$30
Overnight Delivery	$15 weekday $25 Saturday
Request for Historical Statement	$10 per yearly statement $30 maximum per household
Rollover from the Plan	$20

*Subject to change without prior notice.

INVESTMENT OPTIONS

The Plan offers investment options managed by SSgA and Sallie Mae Bank. The investment alternatives currently consist of College Date Portfolio options, Risk-Based Portfolio options, Static Portfolio options, and a Savings Portfolio option. Portfolios, which reflect interests in the Trust, invest in Underlying Investments, which are primarily made up of ETFs and, for the College Date Portfolios and the Risk-Based Portfolios, also includes the State Street Institutional Liquid Reserves Mutual Fund. The Savings Portfolio invests in an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. For more detailed information about the investment options, please see **APPENDIX A.**

When opening an account, Account Owners can elect to make or allocate contributions among the following investment options:

College Date Portfolio options	The College Date Portfolios are designed so that you select the year in which the designated beneficiary is expected to start college. With a College Date investment option, the Portfolio's investment track is automatically adjusted from more aggressive to more conservative as your child grows older (and closer to the college date you select). Each Portfolio is powered by SPDR ETFs and features broad diversification, tactical asset allocation, and utilization of low cost passive exchange traded funds.
Risk-Based Portfolio options	If you prefer investing in strategies that are designed specifically to match the level of risk you are comfortable taking on in your account, then Risk-Based Portfolios may be a good fit for you. You can select an aggressive, moderate, or conservative track, depending on your risk tolerance and time horizon. Each Portfolio is powered by SPDR ETFs and features broad diversification, tactical asset allocation, and utilization of low cost passive exchange traded funds. The percentages of assets of each Risk-Based Portfolio targeted for Underlying Investments that invest in stocks, bonds and, for some Portfolios, money market investments, will not vary to reflect a change in the age of the designated beneficiary.
Static Portfolio options	Choose from fifteen investment options to create your own personalized investment mix. Each Static Portfolio is invested in a single Underlying Exchange Traded Fund (ETF) giving you options featuring different investment styles or asset classes, from equity to fixed income. You invest as you see fit.
Savings Portfolio option	Contributions to the Savings Portfolio are deposited into an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank.

None of the College Date Portfolio options, Risk-Based Portfolio options, Static Portfolio options, or the Savings Portfolio option has been designed to provide any particular total return over any particular time period or investment horizon.

The minimum allocation per selected Portfolio is 5% of the contribution amount.

The investment option and Portfolio allocation(s) that the Account Owner selects upon opening an account will serve as the standing investment allocation for the account. All additional contributions will be invested according to this standing allocation, unless the Account Owner instructs otherwise. Federal tax law permits the Account Owner to move existing account assets to a different mix of investment options once per calendar year, or whenever the Account Owner changes the account's designated beneficiary. (See "*FEDERAL AND STATE TAX TREATMENT*" for treatment of transfers between an account in the Plan and another plan sponsored by the State of Nevada.)

Additional investment choices may be available in the future. Account Owners should be aware that any Portfolios may merge, terminate, reorganize, or cease accepting new contributions. Any such action affecting a Portfolio may result in an Account Owner's contributions being reinvested in a Portfolio different from the Portfolio in which contributions were originally invested. The Board may at any time, without prior notice, change the investment options or the investment allocations in the College Date Portfolio options, the Risk-Based Portfolio options, the Static Portfolios, or the Savings Portfolio. In accordance with applicable agreements, the Board reserves the right to change the Program Manager and the investment manager to the Plan. There can be no assurance that any Portfolio's strategy will be successful.

More About the Portfolios

Each Portfolio invests in one or more Underlying Investments that are managed by SSgA except for the Savings Portfolio, which invests all of its assets in the HYSA. The HYSA is held in an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. The Underlying Investments consist primarily of SSgA ETFs or mutual funds that invest in one or more of the following types of instruments: domestic and international stocks, bonds, and money market investments. The Portfolio options offer different asset allocation mixes because investors have different needs, investment horizons and risk tolerances.

Except for the Savings Portfolio, the unit value of each Portfolio is normally calculated as of the close of the NYSE each business day. If securities held by an Underlying Investment are traded in other markets on days when the NYSE is closed, an Underlying Investment's value may fluctuate on days when Account Owners do not have access to the Portfolio to purchase or redeem units. Investments in the Savings Portfolio earn a varying rate of interest. Interest on the HYSA is compounded daily based on the actual number of days in a year (typically, 365/365 and 366/366 in leap years) and is credited to the HYSA account on a monthly basis. The interest rate is expressed as an APY. The HYSA APY will be reviewed by Sallie Mae Bank on a periodic basis and may be recalculated as needed at any given time.

Please keep in mind that you will not own shares of the Underlying Investments. You are purchasing units in the state Trust, which invests your money in the Underlying Investments. Contributions to the Portfolios are invested in accordance with the investment policy established by the Board. The Board may change the investment policy for the Portfolios at any time.

PLAN RISKS AND PORTFOLIO RISKS

Prospective Account Owners should carefully consider the information in this section, as well as the other information in this Plan Description and the enclosed Plan materials, before making any decisions concerning the establishment of an account or making any additional contributions. The contents of this Plan Description should not be construed as legal, financial, or tax advice. Prospective Account Owners should consult an attorney or a qualified financial or tax advisor with any legal, business, or tax questions they may have.

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. Account Owners should weigh such risks with the understanding that these risks could arise at any time during the life of an account.

Risks of Investing in the Plan

Investing in the Plan involves certain risks, including the possibility that you may lose money over short or even long periods of time. In addition to the investment risks of the Portfolios, described in **APPENDIX A**, there are certain risks relating to the Plan generally, as described more fully below.

No Guarantee of Principal or Earnings; No Insurance

The value of your account may increase or decrease over time based on the performance of the Portfolio(s) you select. It is possible that, at any given time, your account's value may be less than the total amount contributed. None of Upromise Investments, SSgA, Sallie Mae Bank, or any of their respective affiliates, the Board or the State of Nevada or any instrumentality thereof is an insurer of, makes any guarantee of, or has any legal obligations to ensure, a particular level of investment return. Except to the extent of FDIC insurance available for the Savings Portfolio (subject to the limits described in the section entitled "*SAVINGS PORTFOLIO - FDIC Insurance*" in **APPENDIX A**), you could lose all or a portion of your investment, depending on market conditions.

An investment in the Plan is not a bank deposit. Generally, the Plan is not insured or guaranteed. However, the Savings Portfolio offers FDIC insurance on a pass-through basis

to Account Owners as described in this Plan Description. Except to the extent of FDIC insurance available for the Savings Portfolio, none of your account, the principal you invest, nor any investment return is insured or guaranteed by Upromise Investments, SSgA, Sallie Mae Bank, the Board or the State of Nevada or any instrumentality thereof, the federal government, the FDIC, or any other governmental agency.

Relative to investing for retirement, the holding period for college investors is very short (i.e., 5-20 years versus 30-60 years). Also the need for liquidity during the withdrawal phase (to pay for Qualified Higher Education Expenses) generally is very important. Account Owners should strongly consider the level of risk they wish to assume and their investment time horizon prior to selecting an investment option.

Limited Investment Direction

An Account Owner or contributor may not direct the Underlying Investments of a Portfolio. The ongoing money management is the responsibility of the Board, Upromise Investments, and SSgA.

Liquidity

Investments in a Section 529 Plan 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 a Section 529 Plan account without a penalty or adverse tax consequences are significantly more limited.

Potential Changes to the Plan

The Board reserves the right, in its sole discretion, to discontinue the Plan or to change any aspect of the Plan. For example, the Board may change the Plan's fees and charges; add, subtract, or merge Portfolios; close a Portfolio to new investors; or change the Program Manager or the Underlying Investment(s) of a Portfolio. Depending on the nature of the change, Account Owners may be required to, or prohibited from, participating in the change with respect to accounts established before the change. Upromise Investments, Inc. may not necessarily continue as program manager and SSgA may not necessarily continue as investment manager indefinitely.

Account Owners who have established accounts prior to the time an enhancement is made available may be required to participate in such changes or may be prohibited (according to Section 529 regulations or other guidance issued by the IRS) from participating in such enhancements, unless they open a new account. Furthermore, the Board may terminate the Plan by giving written notice to the Account Owner, but the Plan may not thereby be diverted from the exclusive benefit of the Account Owner and the designated beneficiary.

During the transition from one Underlying Investment to another Underlying Investment, a Portfolio may be temporarily uninvested and lack market exposure to an asset class. During a transition period, a Portfolio may temporarily hold a basket of securities if the original Underlying Investment chooses to satisfy the Portfolio's redemption on an in-kind basis. In this case, the Program Manager will seek to liquidate the securities received from the Underlying Investment as soon as practicable so that the proceeds can be invested in the replacement Underlying Investment. The transaction costs associated with any 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 that Portfolio. The original Underlying Investment may also impose redemption fees. In this event, the Portfolio and Accounts invested in that Portfolio will bear those redemption fees.

Status of Federal and State Law and Regulations Governing the Plan

Federal and state law and regulations governing the administration of Section 529 Plans could change in the future. In addition, federal and state laws on related matters, such as the funding of higher education expenses, treatment of financial aid, and tax matters are subject to frequent change. It is unknown what effect these kinds of changes could have on an account. You should also consider the potential impact of any other state laws on your account. You should consult your tax advisor for more information.

No Indemnification

Neither the Plan nor the State, the Board, SSgA, Upromise Investments, Sallie Mae Bank, or any other person will indemnify any Account Owner or designated beneficiary against losses or other claims arising from the official or unofficial acts, negligent or otherwise, of Board members or State employees.

Limitations on Changes in Investment Selection

In general, an Account Owner or contributor may not direct the investment of a Portfolio. However, once a Portfolio selection has been made at the time of enrollment, an Account Owner may change the investment selection once per calendar year, and upon a permissible change in the designated beneficiary of the account. The ongoing money management is the responsibility of the Board. The Board has control over the Portfolio allocations and reserves the right to change them at its discretion. Any Portfolio at any time may be merged, terminated, reorganized or cease accepting new contributions. Any such action affecting a Portfolio may result in an Account Owner's contributions being reinvested in a Portfolio different from the Portfolio in which contributions were originally invested.

Eligibility for Financial Aid

The treatment of account assets may have a material adverse effect on the designated beneficiary's eligibility to receive assistance under various federal, state, and institutional financial aid programs.

- In making decisions about eligibility for financial aid programs offered by the U.S. government and the amount of such aid required, the U.S. Department of Education takes into consideration a variety of factors, including among other things the assets owned by the student (i.e., the designated beneficiary) and the assets owned by the student's parents. The U.S. Department of Education generally expects the student to spend a substantially larger portion of his or her own assets on educational expenses than the parents.
- For federal financial aid purposes, account assets will be considered (i) assets of a student's parent, if the student is a dependent student and the owner of the account is the parent or the student, or (ii) assets of the student, if the student is the owner of the account and not a dependent student.
- For purposes of financial aid programs offered by states, other non-federal sources, and educational institutions, the treatment of account assets may follow or differ from the treatment described above for federal financial aid purposes. Account Owners and designated beneficiaries are advised to consult a financial aid professional and/or the state or educational institution offering a particular financial aid program, to determine how assets held in an account may affect eligibility for financial aid.
- Under Nevada law, assets in an account are not taken into consideration in determining the eligibility of the designated beneficiary, parent or guardian of the account for a grant, scholarship or work opportunity that is based on need and offered or administered by a state agency, except as otherwise required by the source of the funding of the grant, scholarship or work opportunity.

The federal and non-federal financial aid program treatments of assets in a 529 Plan are subject to change at any time. You should therefore check and periodically monitor the applicable laws and other official guidance, as well as particular program and institutional rules and requirements, to determine the impact of 529 Plan assets on eligibility under particular financial aid programs.

No Guarantee That Investments Will Cover Education-Related Expenses

There is no guarantee that the money in your account will be sufficient to cover all of a designated beneficiary's higher education expenses, even if contributions are made in the maximum allowable amount for the designated beneficiary. The future rate of increase in higher education expenses is uncertain and could exceed the rate of investment return earned by any or all of the Portfolios over any relevant period.

Education Savings and Investment Alternatives

In addition to the Plan, there are many other 529 Plans, including programs designed to provide prepaid tuition and certain other educational expenses, as well as other education savings and investment alternatives. These alternative programs may offer different investment vehicles, and may result in different tax and other consequences. They may have different eligibility requirements and other features, as well as fees and expenses that may be more or less than those charged by the Plan. You should consider other investment alternatives before establishing an account in the Plan.

No Guarantee of Admittance

Participation in the Plan does not guarantee or otherwise provide a commitment that the designated beneficiary will be admitted to, allowed to continue to attend, or receive a degree from any educational institution. Participation in the Plan also does not guarantee that a designated beneficiary will be treated as a state resident of any state for tuition or any other purpose.

Medicaid and Other Federal and State Benefits

The effect of an account on eligibility for Medicaid or other state and federal benefits is uncertain. There can be no assurance that an account will not be viewed as a "countable resource" in determining an individual's financial eligibility for Medicaid. Withdrawals from an account during certain periods may also have the effect of delaying the disbursement of Medicaid payments. Account Owners should consult a qualified advisor to determine how an account may affect eligibility for Medicaid or other state and federal benefits.

Suitability and Education Savings Alternatives

Neither the Board nor the Program Manager makes any representations regarding the suitability or appropriateness of the Portfolios as an investment. Other types of investments may be more appropriate depending upon an individual's financial status, tax situation, risk tolerance, age, investment goals, savings needs, and investment time horizons of the Account Owner or the designated beneficiary. Anyone considering investing in the Plan should consult a tax or investment adviser 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. Anyone considering investing in the Plan may wish to consider these alternatives prior to opening an account.

Differences between Performance of Portfolios and Underlying Investments

The performance of the Portfolios will differ from the performance of the Underlying Investments. This is due primarily to differences in expense ratios and differences in the trade dates of Portfolio purchases. Because the Portfolios and the Underlying Investments have different expense ratios, over comparable periods of time, all other things being

equal, there will also be performance differences between the Portfolios and the Underlying Investments. Performance differences also are caused by differences in the trade dates of Portfolio purchases. When you invest money in a Portfolio, you will receive Trust Interests of the selected Portfolio as of the trade date. (See "*CONTRIBUTIONS*.") The Trust will use your money to purchase Underlying Investments, which may include shares of ETFs, mutual funds and/or funding agreements, to be held in the Portfolio you selected. However, the trade date for the Trust's purchase of the Underlying Investment typically will be one (1) business day after the trade date for your purchase of Trust Interests of the selected Portfolio. 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.

Inflation and Qualified Higher Education Expenses

Contributions to an account are limited and the balance in an account(s) maintained for a designated beneficiary may or may not be adequate to cover the Qualified Higher Education Expenses of that designated beneficiary even if contributions are made in the maximum allowable amount. The rate of future inflation in Qualified Higher Education Expenses is uncertain and could exceed the rate of investment return earned by any or all of the Plan's investment options over the corresponding periods.

Portfolio Investment Risk

Accounts are subject to a variety of investment risks that will vary depending upon the selected Portfolio and the Underlying Investments of that Portfolio. **APPENDIX A** includes a summary of the investment objective and principal risks of each Underlying Investment. With respect to Underlying Investments that are ETFs and mutual funds, please remember that the information is only a summary of the main risks of each Underlying Investment; please consult each Underlying Investment's prospectus and statement of additional information for additional risks that apply to each Underlying Investment. You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, except the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

OTHER INFORMATION

Arbitration

The Participation Agreement contains a mandatory pre-dispute arbitration clause, which is a condition to investing in the Plan. Any controversy or claim arising out of or relating to the Plan Description or Participation Agreement, or the breach, termination, or validity of the Plan or the Participation Agreement, shall be settled by arbitration administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules (except that if Upromise Investments or SSgA is a party to the arbitration, it may elect that arbitration will instead be subject to FINRA's Code of Arbitration Procedure), which are made part of the Participation Agreement, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

Disclosure Relating to Internet Access

Account Owners have the option to perform account-related transactions and activity electronically via the Internet, including opening an account and receiving documents. If an Account Owner elects to open an account electronically and chooses to receive documents electronically the following information pertains to the Account Owner's transactions.

An Account Owner can securely access and manage account information – including quarterly statements, transaction confirmations, and tax forms – 24 hours a day at www.ssga.upromise529.com (the "**Plan website**") once an Account Owner has created an online user name and password. If an Account Owner opens an account online, the Plan requires the Account Owner to select a user name and password right away. If an Account Owner opens an account by submitting a paper application, the Account Owner may establish a user name and password at www.ssga.upromise529.com.

Account Owners who choose to open an account electronically can also choose to access documents relating to their account on the Plan website. If an Account Owner elects to receive documents electronically, the only way to get paper copies of these documents will be to print them from a computer. Account Owners should not elect to conduct transactions electronically if they do not have regular and continuous Internet access.

This Plan Description, the Participation Agreement, information concerning the Portfolios, and all required reports for an account are available at the Plan website. Account Owners should regularly visit the Plan website. The Program Manager expects to post updated information concerning the Portfolios and Underlying Investments and a revised Plan Description at least annually. These materials and this information also may be supplemented throughout the year and will be available on the Plan website. The Program Manager may archive these documents and cease providing them on the Plan website when they become out of date and, therefore, Account Owners should consider printing any information posted on the Plan website before it is removed.

The Program Manager may, from time to time, notify an Account Owner by e-mail that documents, including account statements and transaction confirmations, have been delivered. However, this is no substitute for regularly checking the Plan website. The Program Manager currently intends to archive account statements and transaction confirmations for a rolling 18-month period, after which they will not be

available through the Plan website. Accordingly, Account Owners should consider printing any information that they may wish to retain before it is removed. Even after these documents are archived, Account Owners will still be able to obtain them by telephoning the Program Manager at 1-800-587-7305.

Account Owners can withdraw their consent to receiving documents electronically at any time and choose to receive paper documents from the Program Manager online or by telephoning the Program Manager at 1-800-587-7305.

Account Owners will be required to provide their user ID and password to access their account information and perform transactions at the Plan website. Account Owners should not share their password with anyone else. The Program Manager will honor instructions from any person who provides correct identifying information, and is not responsible for fraudulent transactions it believes to be genuine according to these procedures. Accordingly, Account Owners bear the risk of loss if unauthorized persons obtain their user ID and password and conduct any transaction on their behalf. Account Owners can reduce this risk by checking their account information regularly which will give them an opportunity to prevent multiple fraudulent transactions. Account Owners should avoid using passwords that can be guessed and should consider changing their password frequently. Program Manager employees or representatives will not ask Account Owners for their password. It is the Account Owner's responsibility to review their account information and to notify the Program Manager promptly of any unusual activity.

The Program Manager cannot guarantee the privacy or reliability of e-mail, so it will not honor requests for transfers or changes received by e-mail, nor will the Program Manager send account information through e-mail. All transfers or changes should be made through the Plan's secure website. The Plan website uses generally accepted and available encryption software and protocols, including Secure Socket Layer. This is to prevent unauthorized people from eavesdropping or intercepting information sent by or received from the Program Manger. This may require that Account Owners use certain readily available versions of web browsers. As new security software or other technology becomes available, the Program Manager may enhance its systems.

Continuing Disclosure

To comply with Rule 15c2-12(b)(5) of the Securities Exchange Act of 1934 (the "**Rule**"), Upromise Investments and the Board, as appropriate, will make appropriate arrangements for the benefit of Account Owners to produce and disseminate certain financial information and operating data (the "**Annual Information**") relating to the Plan and notices of the occurrence of certain enumerated events as required by the Rule. They will make provision for the filing of the Annual Information with the Municipal Securities Rulemaking Board's Electronic Municipal Market Access system ("**EMMA**"). They will also make appropriate arrangements to file notices of certain enumerated events with EMMA.

Creditor Protection Under U.S. and Nevada Law

Bankruptcy legislation excludes from property of the debtor's bankruptcy estate certain assets that have been contributed to a 529 Plan account. However, bankruptcy protection in this respect is limited and has certain conditions. For a 529 Plan account to be excluded from the debtor's estate, the designated beneficiary must be a child, stepchild, grandchild, or step-grandchild (including a legally adopted child or a foster child) of the individual who files for bankruptcy protection. In addition, contributions made to all 529 Plan accounts for the same designated beneficiary (i) less than 365 days before the bankruptcy filing, are included in the debtor's estate; (ii) between 365 and 720 days before the bankruptcy filing, are excluded from the debtor's estate to the extent that contributions do not exceed $5,850; and (iii) more than 720 days before the bankruptcy filing, are fully excluded from the debtor's estate.

Federal bankruptcy law permits a debtor to exempt certain specified assets from liability notwithstanding the assets being property of the debtor's estate. If the debtor is domiciled in Nevada (as defined under bankruptcy law), Nevada law provides that up to $500,000 of assets held in a 529 Plan account may be protected from creditors, depending on when such assets were contributed to the account and whether they are eventually used to pay qualifying higher educational expenses of the designated beneficiary. However, under federal bankruptcy law, assets held in a 529 Plan account which 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.

Independent Registered Public Accounting Firm

The Program Manager has contracted with Thomas & Thomas LLP ("**Thomas & Thomas**"), an independent registered public accounting firm, which is expert in accounting and auditing to prepare annual financial statements for the Plan. The Plan's financial statements for the most recent fiscal year-end have been audited by Thomas & Thomas and are available by calling 1-800-587-7305.

Custodial Arrangements

The Bank of New York Mellon Corporation ("**Bank of New York Mellon**"), is the Plan's custodian. As such, Bank of New York Mellon is responsible for maintaining the Plan's assets, except for the assets in the Savings Portfolio. Sallie Mae Bank is responsible for maintaining the Plan's assets in the Savings Portfolio and pools those assets into the FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank.

Tax Reporting

The Program Manager, on behalf of the Board, will report withdrawals and other matters to the IRS, Account Owners and other persons, if any, to the extent required pursuant to federal, state or local law, regulation or ruling.

Conflicts

In the event of any conflicts, the Nevada statutes and the Code shall prevail over this Plan Description.

Contact Information

If you have any questions regarding the Plan or the details contained in this Plan Description, please call us at 1-800-587-7305 (8:00 a.m. - 8:00 p.m. Eastern time (Mon.- Fri.)) or visit our website at www.ssga.upromise529.com.

If you have any questions, concerns or complaints regarding the Plan, please contact us at:

Regular Mail:

SSgA Upromise 529 Plan
P.O. Box 55578
Boston, MA 02205-5578

Overnight Delivery:

SSgA Upromise 529 Plan
95 Wells Avenue, Suite 155
Newton, MA 02459-3204

SSgA Upromise 529 Plan

APPENDIX A:

INVESTMENT OPTIONS

The Plan offers many investment options, including Portfolios that invest in one or more investments ("**Underlying Investments**") managed by SSgA as well as a Savings Portfolio, which invests all of its assets in a HYSA. The HYSA is held in an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. Please read **APPENDIX A**, as well as the entire Plan Description, carefully for more detailed information about the SSgA investment options and Sallie Mae Bank Savings Portfolio before you invest or send money.

With respect to Underlying Investments that are ETFs and mutual funds, please remember that the information is only a summary of the main strategies and risks of each Underlying Investment; please consult each Underlying Investment's prospectus and statement of additional information for additional strategies and risks that may apply to each Underlying Investment. You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, except the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

Account Owners may choose from the following investment options:

- **College Date Portfolio options:** Selecting the year in which the designated beneficiary is expected to start college. The Portfolio's investment track is automatically adjusted from more aggressive to more conservative as your child grows older (and closer to the college date you select).
- **Risk-Based Portfolio options:** Choose from an aggressive, moderate, or conservative track, depending on your risk tolerance and time horizon.
- **Static Portfolio options:** Choose from fifteen investment options to create your own personalized investment mix. Each Static Portfolio is invested in a single Underlying Investment.
- **Savings Portfolio option:** The Savings Portfolio invests all of its assets in the HYSA. The HYSA is held in an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank.

Account Owners should periodically assess, and if appropriate, adjust their investment choices with their time horizon, risk tolerance, and investment objectives in mind.

The College Date Portfolios, Risk-Based Portfolios and Static Portfolios invest primarily in index-based Exchange Traded Funds (ETFs).

An ETF is a collection of securities that tracks, and is intended to represent, the performance of a broad or specific segment of the market (e.g. US equities, small capitalization stocks or emerging markets). An ETF is similar to an index mutual fund but trades on an exchange throughout the day, like a stock.

The College Date Portfolio options

As the Account Owner, you may select one of the below seven (7) available College Date Portfolios, depending on your investment style, risk tolerance, and individual circumstances:

SSgA College Today Portfolio

SSgA College 2015 Portfolio

SSgA College 2018 Portfolio

SSgA College 2021 Portfolio

SSgA College 2024 Portfolio

SSgA College 2027 Portfolio

SSgA College 2030 Portfolio

College Date Portfolios are designed so that you select the year in which the designated beneficiary is expected to start college. With a College Date investment option, the Portfolio's investment track is automatically adjusted from more aggressive to more conservative as the beneficiary grows older (and closer to the college date you select). Each Portfolio is powered by SPDR ETFs and features broad diversification, tactical asset allocation, and utilization of low cost passive exchange traded funds.

The College Date Portfolios listed above are designed by taking into account the designated beneficiary's age and time horizon until matriculation in college. As a result, these Portfolios are designed to automatically rebalance over time to more conservative allocations. This is done on a quarterly basis and is in addition to the tactical decisions SSgA may make.

Age-Based Approach

Each College Date Portfolio (other than the SSgA College Today Portfolio) is managed to a specific college year included in its name.

Over time, the allocation to asset classes and Underlying Investments change according to a predetermined "glide path". (The glide path represents the shifting of asset classes over time and does not apply to the SSgA College Today Portfolio). Each Portfolio's asset allocation will become more conservative as it approaches its target college year. This reflects the need for reduced investment risk and for lower volatility of a Portfolio, which may be a primary source of income to fund the post-secondary educational expenses of a beneficiary. The allocations reflected in the glide path do not incorporate tactical asset allocation decisions made by SSgA to overweight or underweight a particular asset class, but rather management of each Portfolio's strategic

asset allocation according to its glide path and applicable custom benchmark. Once a Portfolio reaches the month of September in its target college year, it will transition over the course of the next 12 months to the same asset allocation as the College Today Portfolio. The transition will be complete on October 1st of the year following the target college year and the strategic asset allocations will be constant for the fixed-income securities and money market securities as described in the College Today Portfolio profile. Upon completion of the transition, the Portfolio will be closed to new Account Owners.

Childhood Years:

In general, a long time horizon will indicate the opportunity to focus on capital appreciation and as a result, it will allow for a higher allocation to stock and real estate investments. For example, for designated beneficiaries with 18 years until college, the College Date 2030 Portfolio may be a good fit given its combined allocation to stock and real estate investments of 80% and an allocation to bond investments of 20%.

Pre-Teen Years:

As the designated beneficiary ages and his or her investment horizon becomes shorter, the Portfolio still maintains the capital appreciation focus in order to seek to grow the assets, while shifting the risk to a more moderate level. As a result, the allocation to stocks and real estate investments declines while the allocation to bonds investments increases to reflect the more conservative risk stance. For example, the College Date 2021 Portfolio currently has an allocation to stock and real estate investments of 45% and an allocation to bond and money market investments of 55%.

Teen Years:

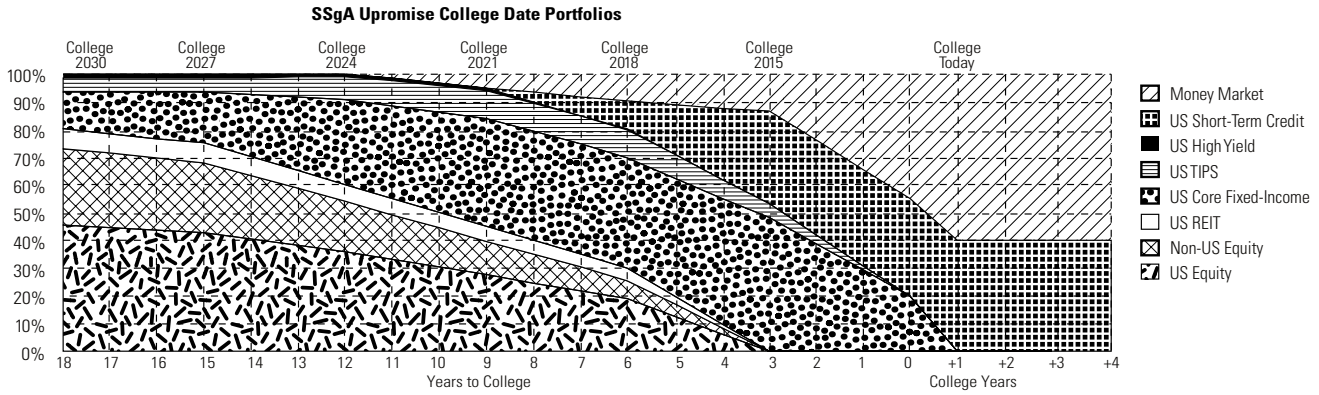
As the designated beneficiary reaches the final 3-year mark to college matriculation, the allocation becomes entirely composed of bond and money market investments (i.e., College Date 2015 Portfolio), which reflects the short time horizon and the resulting lower ability to take risk. The exclusion of stock and real estate investments seeks to prevent the possible destruction of capital given any downturn in equities and real estate prior to the funding of college. This is intended to help the portfolio achieve lower volatility and a more stable and modest return.

College Years:

Finally, during the college years when the withdrawals for tuition, fees, books and other qualified educational expenses are incurred, the College Today Portfolio will have a constant allocation to bond investments at 40% and money market investments at 60%, which is designed to provide a stable, liquid, and more reliable source of funds.

The Exhibit below depicts each of these stages.

Glide Path
Investments become more conservative over time



Source: SSgA Investment Solutions Group.

The Risk-Based Portfolio options

If you prefer investing in strategies that are designed specifically to match the level of risk you are comfortable taking on in your account, then these choices may be a good fit for you. You can select an aggressive, moderate, or conservative track, depending on your risk tolerance and time horizon. Each Portfolio is powered by SPDR ETFs and features broad diversification, tactical asset allocation, and utilization of low cost passive exchange traded funds.

SSgA Conservative Portfolio

The Portfolio seeks current income and capital preservation by investing its assets primarily in Underlying Investments that invest in bond and money market investments.

SSgA Moderate Portfolio

The Portfolio seeks a balance of growth of capital and income by investing its assets in Underlying Investments that invest in stock, real estate, bond and money market investments.

SSgA Aggressive Portfolio

The Portfolio seeks long-term capital appreciation by investing its assets primarily in Underlying Investments that invest in stock and real estate investments.

The Static Portfolio options

Choose from fifteen investment options to create your own personalized investment mix. Each Static Portfolio is invested in a single Underlying Investment giving you options featuring different investment styles or asset classes, from equity to fixed income. You invest as you see fit, taking advantage of the diversity of options and precision that SPDR ETFs offer.

If you choose to invest in Risk-Based or Static Portfolios that have a significant weighting to stock investments, you may want to consider changing over to a more conservative Portfolio as your designated beneficiary approaches college. Please note that under federal tax law, once a Portfolio selection has been made, the Account Owner may exchange assets to different Portfolios only once per calendar year or upon a permissible change in the designated beneficiary.

Information on SSgA Tactical Asset Allocation (applicable to the College Date Portfolios and the Risk-Based Portfolios)

Tactical Asset Allocation ("**TAA**") is a dynamic investment approach that provides an opportunity for the portfolio manager to add risk-adjusted returns by shifting the proportions of the asset classes within the Portfolio. The proportion of the Portfolio invested in each asset class will change within an allowable range (e.g.+/- 10%) to reflect the manager's favorable and unfavorable views on each asset class. Contrary to strategic asset allocation, which focuses on long-term exposures to asset classes, TAA focuses on short-term deviations from these allocations in an attempt to exploit opportunities in the market.

SSgA's TAA approach is a quantitatively driven process which uses its proprietary models to rank markets and asset classes by their expected returns. The models are driven by valuation, momentum and sentiment factors using inputs such as leading economic indicators, inflation rates, interest rates, volatility, stock and commodity prices, earnings expectations and valuation measures like P/E ratios. SSgA also applies a fundamental approach, which uses the expertise of over 50 portfolio managers spread around the globe in the TAA process. The portfolio managers may incorporate qualitative inputs and experience into the process and use their fundamental views to confirm, enhance or adjust the models' quantitative output during the scheduled TAA monthly meetings. SSgA's TAA approach can potentially provide benefits on both the return and risk side of the equation.

The Savings Portfolio option

The Savings Portfolio invests all of its assets in the HYSA, which is held in trust by the Board at Sallie Mae Bank in an omnibus savings account insured by the FDIC. Sallie Mae Bank is an affiliate of the Program Manager.

Investments in the Savings Portfolio earn a varying rate of interest. Interest on the Savings Portfolio will be compounded daily based on the actual number of days in a year (typically, 365/365 and 366/366 in leap years) and will be credited to the Savings Portfolio on a monthly basis. The interest rate is expressed as an Annual Percentage Yield ("**APY**"). The Savings Portfolio APY will be reviewed by Sallie Mae Bank on a periodic basis and may be recalculated as needed at any time. To see the current Savings Portfolio APY please visit www.ssga.upromise529.com or call 1-800-587-7305.

Investments in the Savings Portfolio are pooled into the FDIC-insured omnibus savings account held in trust by the Plan at Sallie Mae Bank. Subject to the application of Sallie Mae Bank and FDIC rules and regulations to each Account Owner, funds in the Savings Portfolio will retain their value as described below under "*SAVINGS PORTFOLIO - FDIC INSURANCE*" on page A-28.

CURRENT STRATEGIC ALLOCATIONS FOR EACH COLLEGE DATE AND RISK-BASED PORTFOLIO

The below table provides the approximate current allocations of the Underlying Investments for each College Date Portfolio.

*As of April 2012

Underlying Investment Ticker	Underlying Investment	SSgA College 2030 Portfolio	SSgA College 2027 Portfolio	SSgA College 2024 Portfolio	SSgA College 2021 Portfolio	SSgA College 2018 Portfolio	SSgA College 2015 Portfolio	SSgA College Today Portfolio
SPY	SPDR S&P 500 ETF Trust	37.00%	35.00%	29.75%	22.75%	14.00%	0.00%	0.00%
MDY	SPDR S&P Midcap 400 ETF Trust	4.00%	3.25%	2.50%	1.75%	1.00%	0.00%	0.00%
SLY	SPDR S&P 600 Small Cap ETF	4.00%	3.25%	2.50%	1.75%	1.00%	0.00%	0.00%
	Total US Equity	**45.00%**	**41.50%**	**34.75%**	**26.25%**	**16.00%**	**0.00%**	**0.00%**
RWR	SPDR Dow Jones REIT ETF	7.00%	6.75%	5.75%	5.00%	3.75%	0.00%	0.00%
RWX	SPDR Dow Jones International Real Estate ETF	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
	Total REIT	**7.00%**	**6.75%**	**5.75%**	**5.00%**	**3.75%**	**0.00%**	**0.00%**
GWL	SPDR S&P World ex-US ETF	18.50%	16.50%	12.25%	8.25%	4.00%	0.00%	0.00%
GWX	SPDR S&P International Small Cap ETF	0.75%	0.75%	0.50%	0.50%	0.25%	0.00%	0.00%
GMM	SPDR S&P Emerging Markets ETF	8.00%	7.00%	4.25%	2.50%	1.00%	0.00%	0.00%
EWX	SPDR S&P Emerging Markets Small Cap ETF	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
	Total International & EM Equity	**27.25%**	**24.25%**	**17.00%**	**11.25%**	**5.25%**	**0.00%**	**0.00%**
	Total Equity & Real Estate	**79.25%**	**72.50%**	**57.50%**	**42.50%**	**25.00%**	**0.00%**	**0.00%**
LAG	SPDR Barclays Capital Aggregate Bond ETF	14.25%	20.50%	32.00%	39.00%	41.00%	43.25%	0.00%
IPE	SPDR Barclays Capital TIPS ETF	5.00%	5.50%	8.75%	10.00%	9.25%	4.25%	0.00%
WIP	SPDR DB International Government Inflation-Protected Bond ETF	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
JNK	SPDR Barclays Capital High Yield Bond ETF	1.50%	1.50%	1.00%	0.75%	0.25%	0.00%	0.00%
SCPB	SPDR Barclays Capital Short Term Corporate Bond ETF	0.00%	0.00%	0.00%	1.75%	14.00%	33.75%	40.00%
	Total Fixed Income	**20.75%**	**27.50%**	**41.75%**	**51.50%**	**64.50%**	**81.25%**	**40.00%**
SSIXX	State Street Institutional Liquid Reserves Mutual Fund	0.00%	0.00%	0.75%	6.00%	10.50%	18.75%	60.00%
	Total Money Market	**0.00%**	**0.00%**	**0.75%**	**6.00%**	**10.50%**	**18.75%**	**60.00%**
	Total Portfolio	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

The below table provides the approximate current allocations of the Underlying Investments for each Risk-Based Portfolio.

Underlying Investment Ticker	Underlying Investment	SSgA Aggressive Portfolio	SSgA Moderate Portfolio	SSgA Conservative Portfolio
SPY	SPDR S&P 500 Trust ETF	45.00%	25.50%	0.00%
MDY	SPDR S&P Midcap 400 Trust ETF	5.00%	2.00%	0.00%
SLY	SPDR S&P 600 Small Cap ETF	5.00%	2.00%	0.00%
	Total US Equity	**55.00%**	**29.50%**	**0.00%**
RWR	SPDR Dow Jones REIT ETF	8.00%	5.50%	0.00%
RWX	SPDR Dow Jones International Real Estate ETF	0.00%	0.00%	0.00%
	Total REIT	**8.00%**	**5.50%**	**0.00%**
GWL	SPDR S&P World ex-US ETF	24.00%	11.00%	0.00%
GWX	SPDR S&P International Small Cap ETF	1.00%	0.50%	0.00%
GMM	SPDR S&P Emerging Markets ETF	12.00%	3.50%	0.00%
EWX	SPDR S&P Emerging Markets Small Cap ETF	0.00%	0.00%	0.00%
	Total International & EM Equity	**37.0%**	**15.00%**	**0.00%**
	Total Equity & Real Estate	**100.00%**	**50.00%**	**0.00%**
LAG	SPDR Barclays Capital Aggregate Bond ETF	0.00%	35.25%	20.00%
IPE	SPDR Barclays Capital TIPS ETF	0.00%	10.00%	0.00%
WIP	SPDR DB International Government Inflation-Protected Bond ETF	0.00%	0.00%	0.00%
JNK	SPDR Barclays Capital High Yield Bond ETF	0.00%	0.75%	0.00%
SCPB	SPDR Barclays Capital Short Term Corporate Bond ETF	0.00%	0.00%	35.00%
	Total Fixed Income	**0.00%**	**46.00%**	**55.00%**
SSIXX	State Street Institutional Liquid Reserves Mutual Fund	0.00%	4.00%	45.00%
	Total Money Market	**0.00%**	**4.00%**	**45.00%**
	Total Portfolio	**100.00%**	**100.00%**	**100.00%**

HISTORICAL INVESTMENT PERFORMANCE

The Portfolios (other than the Savings Portfolio) commenced operations in April 2012 and no performance information for the Portfolios (other than the Savings Portfolio) is available as of the date of this Plan Description. However, certain Portfolio price and performance information will be made available approximately 90 days after the Portfolios commence operations on www.ssga.upromise529.com or by calling the Plan at 1-800-587-7305. The following table presents the Average Annual Total Returns for the Savings Portfolio as of December 31, 2011. The Plan's fiscal year runs from July 1 to June 30, which also is the Program's fiscal year. The following Average Annual Total Returns reflect past performance net of the Annual Asset-Based Plan Fee. **The Portfolio performance information represents past performance and is no guarantee of future results. Investment returns and principal value will fluctuate, so investors' shares, when sold, may be worth more or less than their original cost.** For performance data current to the most recent month-end, which may be higher or lower than that cited, visit the Plan's website at www.ssga.upromise529.com or call 1-800-587-7305.

Performance information for the Portfolios should not be viewed as a prediction of future performance of any particular Portfolio. Moreover, in view of anticipated periodic revisions of allocations and possible changes in the Underlying Investments, the future investment results of any Portfolio cannot be expected, for any period, to be similar to the past performance of any Underlying Investment.

You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, other than the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

AS OF DECEMBER 31, 2011			
Portfolio	Inception Date	One Year	Average Annual Return Since Inception
Savings Portfolio	10/18/2010	0.90%	0.83%

PORTFOLIO PROFILES

Requesting Additional Information About the Underlying Investments. Your contributions to a Portfolio will be invested in one or more of the Underlying Investments. Please keep in mind that you will not own shares of the Underlying Investments. Instead, you will own interests in the Trust. Additional information about the investment strategies and risks of each Underlying Investment is available in its current prospectus and statement of additional information. You can request a copy of the current prospectus, statement of additional information, or the most recent semiannual or annual report of any Underlying Investment, other than the Sallie Mae HYSA, by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

Investments in the Savings Portfolio earn a varying rate of interest. Interest on the HYSA is compounded daily based on the actual number of days in a year (typically, 365/365 and 366/366 in leap years) and will be credited to your account on a monthly basis. The HYSA interest rate (i.e., APY) will be reviewed by Sallie Mae Bank on a periodic basis and may be recalculated as needed at any time. To see the current Savings Portfolio APY, please visit www.ssga.upromise529.com or call 1-800-587-7305.

Risk Information. The profiles that follow identify the risks of investing in each Portfolio. An explanation of these risks appears after the profiles in the section "RISK FACTORS ASSOCIATED WITH THE PORTFOLIOS."

SSGA COLLEGE TODAY PORTFOLIO

Investment Objective

The SSgA College Today Portfolio seeks to provide current income and capital preservation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College Today portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 40% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 60% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	Normal Weights
Global Fixed Income	**40.00%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	0.00%
SPDR Barclays Capital TIPS ETF (IPE)	0.00%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.00%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	40.00%
Money Market	**60.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	60.00%

SSgA periodically establishes specific percentage target asset allocations for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in fixed-income securities are constrained to +/-15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Barclays Capital US 1-3 year Corporate Bond Index and Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark is rebalanced monthly.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund 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 Portfolio may be exposed to: **ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Re-Balancing Policy Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.45%

SSGA COLLEGE 2015 PORTFOLIO

Investment Objective

The SSgA College 2015 Portfolio seeks to provide current income and capital preservation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2015 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 81.25% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 18.75% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	Normal Weights
Global Fixed Income	**81.25%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	43.25%
SPDR Barclays Capital TIPS ETF (IPE)	4.25%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.00%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	33.75%
Money Market	**18.75%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	18.75%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in fixed-income securities are constrained to +/-15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, Barclays Capital US 1-3 year Corporate Bond Index, and Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund 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 Portfolio may be exposed to: **ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Re-Balancing Policy Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.46%

SSgA COLLEGE 2018 PORTFOLIO

Investment Objective

The SSgA College 2018 Portfolio seeks to provide a balance of growth of capital and income. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2018 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 21.25% of its assets to Underlying Investments investing primarily in equity securities, approximately 3.75% of its assets to Underlying Investments investing primarily in real estate securities, approximately 64.5% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 10.5% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**21.25%**
SPDR S&P 500 ETF Trust (SPY)	14.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	1.00%
SPDR S&P 600 Small Cap ETF (SLY)	1.00%
SPDR S&P World ex-US ETF (GWL)	4.00%
SPDR S&P International Small Cap ETF (GWX)	0.25%
SPDR S&P Emerging Markets ETF (GMM)	1.00%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**3.75%**
SPDR Dow Jones REIT ETF (RWR)	3.75%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**64.50%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	41.00%
SPDR Barclays Capital TIPS ETF (IPE)	9.25%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.25%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	14.00%
Money Market	**10.50%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	10.50%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/-15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Standard & Poor's 500 Index, Standard & Poor's MidCap 400 Index, Standard & Poor's Small Cap 600 Index, Standard & Poor's Developed ex-US BMI Index, Standard & Poor's Developed ex-US Under $2 Billion Index, Standard & Poor's Emerging BMI Index, Dow Jones US REIT Index, Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, Barclays Capital US High Yield Very Liquid Index, Barclays Capital US 1-3 year Corporate Bond Index, and Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.48%

SSgA COLLEGE 2021 PORTFOLIO

Investment Objective

The SSgA College 2021 Portfolio seeks to provide a balance of growth of capital and income. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2021 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 37.50% of its assets to Underlying Investments investing primarily in equity securities, approximately 5.0% of its assets to Underlying Investments investing primarily in real estate securities, approximately 51.5% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 6.0% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**37.50%**
SPDR Trust ETF (SPY)	22.75%
SPDR S&P MidCap 400 ETF Trust (MDY)	1.75%
SPDR S&P 600 Small Cap ETF (SLY)	1.75%
SPDR S&P World ex-US ETF (GWL)	8.25%
SPDR S&P International Small Cap ETF (GWX)	0.50%
SPDR S&P Emerging Markets ETF (GMM)	2.50%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**5.00%**
SPDR Dow Jones REIT ETF (RWR)	5.00%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**51.50%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	39.00%
SPDR Barclays Capital TIPS ETF (IPE)	10.00%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.75%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	1.75%
Money Market	**6.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	6.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's

proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Standard & Poor's 500 Index, Standard & Poor's MidCap 400 Index, Standard & Poor's Small Cap 600 Index, Standard & Poor's Developed ex-US BMI Index, Standard & Poor's Developed ex-US Under $2 Billion Index, Standard & Poor's Emerging BMI Index, Dow Jones US REIT Index, Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, Barclays Capital US High Yield Very Liquid Index, and Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.50%

SSgA COLLEGE 2024 PORTFOLIO

Investment Objective

The SSgA College 2024 Portfolio seeks to provide long-term capital appreciation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2024 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 51.75% of its assets to Underlying Investments investing primarily in equity securities, approximately 5.75% of its assets to Underlying Investments investing primarily in real estate securities, approximately 41.75% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 0.75% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**51.75%**
SPDR S&P 500 ETF Trust (SPY)	29.75%
SPDR S&P MidCap 400 ETF Trust (MDY)	2.50%
SPDR S&P 600 Small Cap ETF (SLY)	2.50%
SPDR S&P World ex-US ETF (GWL)	12.25%
SPDR S&P International Small Cap ETF (GWX)	0.50%
SPDR S&P Emerging Markets ETF (GMM)	4.25%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**5.75%**
SPDR Dow Jones REIT ETF (RWR)	5.75%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**41.75%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	32.00%
SPDR Barclays Capital TIPS ETF (IPE)	8.75%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	1.00%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	0.00%
Money Market	**0.75%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.75%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Standard & Poor's 500 Index, Standard & Poor's MidCap 400 Index, Standard & Poor's Small Cap 600 Index, Standard & Poor's Developed ex-US BMI Index, Standard & Poor's Developed ex-US Under $2 Billion Index, Standard & Poor's Emerging BMI Index, Dow Jones US REIT Index, Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, and Barclays Capital US High Yield Very Liquid Index and Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.52%

SSgA COLLEGE 2027 PORTFOLIO

Investment Objective

The SSgA College 2027 Portfolio seeks to provide long-term capital appreciation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2027 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 65.75% of its assets to Underlying Investments investing primarily in equity securities, approximately 6.75% of its assets to Underlying Investments investing primarily in real estate securities, and approximately 27.5% of its assets to Underlying Investments investing primarily in fixed-income securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**65.75%**
SPDR S&P 500 ETF Trust (SPY)	35.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	3.25%
SPDR S&P 600 Small Cap ETF (SLY)	3.25%
SPDR S&P World ex-US ETF (GWL)	16.50%
SPDR S&P International Small Cap ETF (GWX)	0.75%
SPDR S&P Emerging Markets ETF (GMM)	7.00%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**6.75%**
SPDR Dow Jones REIT ETF (RWR)	6.75%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**27.50%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	20.50%
SPDR Barclays Capital TIPS ETF (IPE)	5.50%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	1.50%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	0.00%
Money Market	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Standard & Poor's 500 Index, Standard & Poor's MidCap 400 Index, Standard & Poor's Small Cap 600 Index, Standard & Poor's Developed ex-US BMI Index, Standard & Poor's Developed ex-US Under $2 Billion Index, Standard & Poor's Emerging BMI Index, Dow Jones US REIT Index, Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, and Barclays Capital US High Yield Very Liquid Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.54%

SSgA COLLEGE 2030 PORTFOLIO

Investment Objective

The SSgA College 2030 Portfolio seeks to provide long-term capital appreciation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the College 2030 portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 72.25% of its assets to Underlying Investments investing primarily in equity securities, approximately 7.0% of its assets to Underlying Investments investing primarily in real estate securities, and approximately 20.75% of its assets to Underlying Investments investing primarily in fixed-income securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**72.25%**
SPDR S&P 500 ETF Trust (SPY)	37.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	4.00%
SPDR S&P 600 Small Cap ETF (SLY)	4.00%
SPDR S&P World ex-US ETF (GWL)	18.50%
SPDR S&P International Small Cap ETF (GWX)	0.75%
SPDR S&P Emerging Markets ETF (GMM)	8.00%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**7.00%**
SPDR Dow Jones REIT ETF (RWR)	7.00%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**20.75%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	14.25%
SPDR Barclays Capital TIPS ETF (IPE)	5.00%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	1.50%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	0.00%
Money Market	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: Standard & Poor's 500 Index, Standard & Poor's MidCap 400 Index, Standard & Poor's Small Cap 600 Index, Standard & Poor's Developed ex-US BMI Index, Standard & Poor's Developed ex-US Under $2 Billion Index, Standard & Poor's Emerging BMI Index, Dow Jones US REIT Index, Barclays Capital US Aggregate Index, Barclays US Government Inflation-Linked Bond Index, and Barclays Capital US High Yield Very Liquid Index.

The custom benchmark's composition is adjusted quarterly according to the glide path.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.55%

SSgA AGGRESSIVE ASSET ALLOCATION PORTFOLIO

Investment Objective

The SSgA Aggressive Asset Allocation Portfolio seeks to provide long-term capital appreciation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the Portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 92% of its assets to Underlying Investments investing primarily in equity securities, and approximately 8% of its assets to Underlying Investments investing primarily in real estate securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**92.00%**
SPDR S&P 500 ETF Trust (SPY)	45.00%
SPDR S&P MidCap 400 ETF Trust (MDY)	5.00%
SPDR S&P 600 Small Cap ETF (SLY)	5.00%
SPDR S&P World ex-US ETF (GWL)	24.00%
SPDR S&P International Small Cap ETF (GWX)	1.00%
SPDR S&P Emerging Markets ETF (GMM)	12.00%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**8.00%**
SPDR Dow Jones REIT ETF (RWR)	8.00%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**0.00%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	0.00%
SPDR Barclays Capital TIPS ETF (IPE)	0.00%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.00%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	0.00%
Money Market	**0.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	0.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: 45% Standard & Poor's 500 Index, 5% Standard & Poor's MidCap 400 Index, 5% Standard & Poor's Small Cap 600 Index, 24% Standard & Poor's Developed ex-US BMI Index, 1% Standard & Poor's Developed ex-US Under $2 Billion Index, 12% Standard & Poor's Emerging BMI Index, and 8% Dow Jones US REIT Index.

The custom benchmark is rebalanced monthly.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.57%

SSgA MODERATE ASSET ALLOCATION PORTFOLIO

Investment Objective

The SSgA Moderate Asset Allocation Portfolio seeks to provide a balance of growth of capital and income. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the Portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international equity securities, domestic and international real estate investment trusts ("REIT"), domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 44.5% of its assets to Underlying Investments investing primarily in equity securities, approximately 5.5% of its assets to Underlying Investments investing primarily in real estate securities, approximately 46% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 4.0% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Equity	**44.50%**
SPDR S&P 500 ETF Trust (SPY)	25.50%
SPDR S&P MidCap 400 ETF Trust (MDY)	2.00%
SPDR S&P 600 Small Cap ETF (SLY)	2.00%
SPDR S&P World ex-US ETF (GWL)	11.00%
SPDR S&P International Small Cap ETF (GWX)	0.50%
SPDR S&P Emerging Markets ETF (GMM)	3.50%
SPDR S&P Emerging Markets Small Cap (EWX)	0.00%
Global REITs	**5.50%**
SPDR Dow Jones REIT ETF (RWR)	5.50%
SPDR Dow Jones International Real Estate ETF (RWX)	0.00%
Global Fixed Income	**46.00%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	35.25%
SPDR Barclays Capital TIPS ETF (IPE)	10.00%
SPDR DB International Government–Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.75%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	0.00%
Money Market	**4.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	4.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in equity securities are constrained to +/- 10%, real estate securities are constrained to +/- 5%, fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: 25.5% Standard & Poor's 500 Index, 2% Standard & Poor's MidCap 400 Index, 2% Standard & Poor's Small Cap 600 Index, 11% Standard & Poor's Developed ex-US BMI Index, 0.5% Standard & Poor's Developed ex-US Under $2 Billion Index, 3.5% Standard & Poor's Emerging BMI Index, 5.5% Dow Jones US REIT Index, 35.25% Barclays Capital US Aggregate Index, 10% Barclays US Government Inflation-Linked Bond Index, 0.75% Barclays Capital US High Yield Very Liquid Index, and 4% Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark is rebalanced monthly.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Risks Common to Funds Investing Principally in Equity Securities include but are not limited to: **Market, Industry, Style, Sector, and Liquidity Risk. In addition, the Portfolio may be exposed to: ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Emerging Markets Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Property Securities Risk, Re-Balancing Policy Risk, Real Estate Sector Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.51%

SSgA CONSERVATIVE ASSET ALLOCATION PORTFOLIO

Investment Objective

The SSgA Conservative Asset Allocation Portfolio seeks to provide current income and capital preservation. To achieve its objective, the Portfolio seeks to provide a total investment return in excess of the performance of its custom benchmark index over the long term.

Investment Strategy

The assets of the Portfolio are invested among underlying exchange traded funds and mutual funds ("Underlying Investments") that provide exposures to domestic and international nominal and inflation-protected fixed-income securities, and money market securities. The Portfolio typically allocates approximately 55% of its assets to Underlying Investments investing primarily in fixed-income securities, and approximately 45% of its assets to Underlying Investments investing primarily in money market securities, though these percentages can vary based on SSgA's tactical asset allocation decisions.

The percentage of the Portfolio's assets currently allocated to each Underlying Investment is as follows:

Exchange Traded Funds	**Normal Weights**
Global Fixed Income	**55.00%**
SPDR Barclays Capital Aggregate Bond ETF (LAG)	20.00%
SPDR Barclays Capital TIPS ETF (IPE)	0.00%
SPDR DB International Government-Inflation-Protected Bond ETF (WIP)	0.00%
SPDR Barclays Capital High Yield Bond ETF (JNK)	0.00%
SPDR Barclays Capital Short Term Corporate Bond ETF (SCPB)	35.00%
Money Market	**45.00%**
State Street Institutional Liquid Reserves Mutual Fund (SSIXX)	45.00%

SSgA periodically establishes specific percentage target asset allocation for each asset class based on SSgA's proprietary economic models, and outlook for the economy and the financial markets. Target asset allocations among Underlying Investments that invest primarily in fixed-income securities are constrained to +/- 15%, and money market securities are constrained to +/- 15% around the custom benchmark.

The Portfolio will not short sell securities.

Custom Benchmark

The custom benchmark is comprised of: 20% Barclays Capital US Aggregate Index, 35% Barclays Capital US 1-3 year Corporate Bond Index, and 45% Merrill Lynch 3-Month Treasury Bill Index.

The custom benchmark is rebalanced monthly.

Principal Risks

It is possible to lose money by investing in the fund. An investment in the fund 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 Portfolio may be exposed to: **ETF Risk, Asset Allocation Risk, Foreign Exchange Risk, Debt Securities Risk, Cash Position Risk, Conflict of Interest Risk, Credit Risk, Geographic Concentration Risk, Re-Balancing Policy Risk, Market Risk, Modeling Risk, Foreign Investment Risk, Interest Rate Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Master/Feeder Structure Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Banking Industry Risk, High Yield Debt Securities Investment Risk, Portfolio Turnover Risk, Issuer Risk, Market Disruption and Geopolitical Risk, Wealth Accumulation Shortfall Risk, and Inflation-Indexed Securities Risk.**

Annual Asset-Based Plan Fee

0.45%

With respect to the following Portfolio profiles of the Static Portfolios, all capitalized terms not defined herein shall have the meanings ascribed to them in the applicable Prospectus of the Underlying Investment(s) You can request a copy of the current prospectus of any Underlying Investment of a Static Portfolio by visiting SSgA's website at www.spdrs.com or by calling 866-967-2776.

SPDR S&P 500 ETF TRUST PORTFOLIO

Investment Objective

The investment objective of the Portfolio is to provide investment results that, before expenses, generally correspond to the price and yield performance of the S&P 500 Index.

Investment Strategy

The Portfolio invests in the SPDR S&P 500 ETF Trust (the "Fund") which seeks to provide investment results that, before expenses, generally correspond to the price and yield performance of the S&P 500 Index, the portfolio at any time will consist of as many of the Index Securities as is practicable. It is anticipated that cash or cash items (other than dividends held for distribution) normally would not be a substantial part of the Fund's net assets. Although the Fund may at any time fail to own certain Index Securities, the Fund generally will be substantially invested in Index Securities, which should result in a close correspondence between the performance of the S&P 500 Index and the performance of the Fund.

Investment Risks

The Portfolio principally is subject to the following investment risks: **Investment in the Fund involves the risks inherent in an investment in any equity security. The Fund is not actively managed. A liquid trading market for certain portfolio Securities may not exist. The Fund may not exactly replicate the performance of the S&P 500 Index. Investment in the Fund may have adverse tax consequences. NAV may not always correspond to market price. The Exchange may halt trading in Fund Units. An investment in Fund Units is not the same as a direct investment in the Index Securities or other equity securities. The regular settlement period for Creation Units may be reduced. Clearing and settlement of Creation Units may be delayed or fail. Buying or selling Fund Units incurs costs.**

Annual Asset-Based Plan Fee

0.33%

SPDR S&P MIDCAP 400 ETF TRUST PORTFOLIO

Investment Objective

The investment objective of the Portfolio is to provide investment results that, before expenses, generally correspond to the price and yield performance of the S&P MidCap 400 Index.

Investment Strategy

The Portfolio invests in the SPDR S&P MidCap 400 ETF Trust ("the Fund") which seeks to provide investment results that, before expenses, generally correspond to the price and yield performance of the S&P MidCap 400 Index. The portfolio at any time will consist of as many of the Index Securities as is practicable. It is anticipated that cash or cash items (other than dividends held for distribution) normally would not be a substantial part of the Fund's net assets. Although the Fund may at any time fail to own certain Index Securities, the Fund generally will be substantially invested in Index Securities, which should result in a close correspondence between the performance of the S&P MidCap 400 Index and the performance of the Fund.

Investment Risks

The Portfolio principally is subject to the following investment risks: **Investment in the Fund involves the risks inherent in an investment in any equity security. The Fund is not actively managed. A liquid trading market for certain**

portfolio securities may not exist. The Fund may not exactly replicate the performance of the S&P MidCap 400 Index. Investment in the Fund may have adverse tax consequences. NAV may not always correspond to market price. The Exchange may halt trading in Fund Units. An investment in Fund Units is not the same as a direct investment in the Index Securities or other equity securities. The regular settlement period for Creation Units may be reduced. Clearing and settlement of Creation Units may be delayed or fail. Buying or selling Fund Units incurs costs.

Annual Asset-Based Plan Fee

0.49%

SPDR S&P 600 SMALL CAP ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before expenses, correspond generally to the total return performance of an index that tracks the performance of small capitalization exchange traded U.S. equity securities.

Investment Strategy

The Portfolio invests in the SPDR S&P 600 Small Cap ETF (the "Fund") which seeks to track the performance of the S&P SmallCap 600 Index (the "Index"). The Fund employs a replication strategy, which means that the Fund typically invests in substantially all of the securities represented in the Index in approximately the same proportions as the Index.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund).

The Index measures the performance of the small-capitalization sector in the U.S. equity market. The selection universe for the Index includes all U.S. common equities listed on the NYSE, NASDAQ Global Select Market, NASDAQ Select Market and NASDAQ Capital Market with market capitalizations generally between $250 million and $1.2 billion at the time of inclusion. Capitalization ranges may be revised by the Index Provider (as defined below) at any time. To be included in the Index, a security should (i) have an annual dollar value traded to float adjusted market capitalization ratio of 1 or greater; (ii) trade a minimum of 250,000 shares for six consecutive months; (iii) have a public float of at least 50%; and (iv) have four consecutive quarters of positive as-reported earnings. The Index is float-adjusted, market capitalization weighted and changes to the Index are made on an as-needed basis. As of September 30, 2011, the Index was comprised of 600 stocks.

The Index is sponsored by Standard & Poor's Financial Services LLC (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Small Cap Risk, Equity Investing Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.44%

SPDR S&P WORLD EX-US ETF PORTFOLIO

Investment Objective

The Portfolio seeks to replicate as closely as possible, before fees and expenses, the total return performance of an equity index based upon the developed world (ex-US) equity markets.

Investment Strategy

The Portfolio invests in the SPDR S&P World ex-US ETF (the "Fund") which seeks to track the performance of the S&P Developed Ex-U.S. BMI Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs") based on securities comprising the Index. The Fund will

provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is a market capitalization weighted index designed to define and measure the investable universe of publicly traded companies domiciled in developed countries outside the United States. The Index component securities are a subset, based on region, of component securities included in the S&P Global BMI (Broad Market Index) ("Global Equity Index"). The Global Equity Index is a comprehensive, float-weighted, rules-based benchmark that is readily divisible and customizable. A country will be eligible for inclusion in the Global Equity Index if it has a float-adjusted market capitalization of $1 billion or more and its market capitalization constitutes at least 40 basis points in either a developed or emerging market. All publicly listed companies with float-adjusted market capitalization of a minimum of $100 million and at least $50 million annual trading volume are included for each country. All stocks are weighted proportionate to their float-adjusted market capitalization and the Index is rebalanced annually. The Index is "float-adjusted", meaning that only those shares publicly available to investors are included in the Index calculation. Countries covered in the Index have historically included, among others, Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Luxembourg, the Netherlands, New Zealand, Norway, Portugal, Singapore, South Korea, Spain, Sweden, Switzerland and the United Kingdom. As of December 31, 2011, the Index was comprised of 5,085 securities.

The Index is sponsored by Standard & Poor's Financial Services LLC (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Equity Investing Risk, Foreign Investment Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Continuous offering.**

Annual Asset-Based Plan Fee

0.58%

SPDR S&P INTERNATIONAL SMALL CAP ETF PORTFOLIO

Investment Objective

The Portfolio seeks to replicate as closely as possible, before fees and expenses, the total return performance of an equity index based upon the developed world (ex-US) small cap equity markets.

Investment Strategy

The Portfolio invests in the SPDR S&P International Small Cap ETF (the "Fund") which seeks to track the performance of the S&P Developed Ex-U.S. under USD2 Billion Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs") based on securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is a market capitalization weighted index designed to define and measure the investable universe of publicly traded small-cap companies domiciled in developed countries outside the United States. The Index component securities are a subset, based on market capitalization and region, of component securities included in the S&P Global BMI (Broad Market Index) ("Global Equity Index"). The Global Equity Index is a comprehensive, float-weighted, rules-based benchmark that is readily divisible and customizable. A country will be eligible for inclusion in the Global Equity Index if it has a float-adjusted market capitalization of $1 billion or more and its market capitalization constitutes at least 40 basis points in either a developed or emerging market. All publicly listed companies with float-adjusted market capitalization of a minimum of $100 million and at least $50 million annual trading volume are included for each country. All stocks are weighted proportionate to their float-adjusted market capitalization and the Index is rebalanced annually.

The Index is "float-adjusted", meaning that only those shares publicly available to investors are included in the Index calculation. To be included in the Index, a publicly listed company must have a total market capitalization between $100 million and $2 billion, and be located in a country that meets the BMI Developed World Series criteria. Countries covered in the Index have historically included, among others, Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Luxembourg, the Netherlands, New Zealand, Norway, Portugal, Singapore, South Korea, Spain, Sweden, Switzerland and the United Kingdom. As of December 31, 2011, the Index was comprised of 3,562 securities.

The Index is sponsored by Standard & Poor's Financial Services LLC (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Small Cap Risk, Equity Investing Risk, Foreign Investment Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Continuous offering.**

Annual Asset-Based Plan Fee

0.83%

SPDR S&P EMERGING MARKETS ETF PORTFOLIO

Investment Objective

The Portfolio seeks to replicate as closely as possible, before fees and expenses, the total return performance of an equity index based upon the emerging markets of the world.

Investment Strategy

The Portfolio invests in the SPDR S&P Emerging Markets ETF (the "Fund") which seeks to track the performance of the S&P Emerging BMI Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs") based on securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser). Swaps, options and futures contracts may be used by the Fund in seeking performance that corresponds to its Index and in managing cash flows.

The Index is a market capitalization weighted index designed to define and measure the investable universe of publicly traded companies domiciled in emerging markets. The Index component securities are a subset, based on region, of component securities included in the S&P Global BMI (Broad Market Index) ("Global Equity Index"). The Global Equity Index is a comprehensive, float-weighted, rules-based benchmark that is readily divisible and customizable. A country will be eligible for inclusion in the Global Equity Index if it has a float-adjusted market capitalization of $1 billion or more and its market capitalization constitutes at least 40 basis points in either a developed or emerging market. All publicly listed companies with float-adjusted market capitalization of a minimum of $100 million and at least $50 million annual trading volume are included for each country. All stocks are weighted proportionate to their float-adjusted market capitalization and the Index is rebalanced annually. The Index is "float-adjusted", meaning that only those shares publicly available to investors are included in the Index calculation. The Index is rebalanced quarterly. Countries covered in the Index have historically included, among others, Brazil, Chile, China, the Czech Republic, Egypt, Hungary, India, Indonesia, Malaysia, Mexico, Morocco, Peru, the Philippines, Poland, Russia, South Africa, Taiwan, Thailand and Turkey. As of December 31, 2011, the Index was comprised of 2,674 securities.

The Index is sponsored by Standard & Poor's Financial Services LLC (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Equity Investing Risk, Foreign Investment Risk, Emerging Markets Risk, Derivatives Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Continuous offering.**

Annual Asset-Based Plan Fee

0.83%

SPDR S&P EMERGING MARKETS SMALL CAP ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the total return performance of an index that tracks the small capitalization segment of global emerging market countries.

Investment Strategy

The Portfolio invests in the SPDR S&P Emerging Markets Small Cap ETF (the "Fund") which seeks to track the performance of the S&P® Emerging Markets Under USD2 Billion Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs") based on securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is a float-adjusted market capitalization weighted index designed to represent the small capitalization segment of emerging countries included in the S&P Global BMI (Broad Market Index) ("Global Equity Index"). The Global Equity Index is a comprehensive, float-weighted, rules-based benchmark that is readily divisible and customizable. The Index is reconstituted annually. A country will be eligible for inclusion in the Global Equity Index if it has a float-adjusted market capitalization of $1 billion or more and its market capitalization constitutes at least 40 basis points in either a developed or emerging market. All publicly listed companies with float-adjusted market capitalization of a minimum of $100 million and at least $50 million annual trading volume are included for each country. All stocks are weighted proportionate to their float-adjusted market capitalization and the Index is rebalanced annually. To be included in the Index, a publicly listed company must have a total market capitalization between $100 million and $2 billion, and be located in a country that does not meet the BMI Developed World Series criteria. The Index is "float-adjusted", meaning that only those shares publicly available to investors are included in the Index calculation. Countries covered in the Index have historically included, among others, Brazil, Chile, China, the Czech Republic, Egypt, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Morocco, Peru, the Philippines, Poland, Russia, South Africa, Taiwan, Thailand and Turkey. As of December 31, 2011, the Index was comprised of 1,877 securities.

The Index is sponsored by Standard & Poor's Financial Services LLC (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Small Cap Risk, Equity Investing Risk, Foreign Investment Risk, Emerging Markets Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Continuous offering.**

Annual Asset-Based Plan Fee

0.89%

SDPR DOW JONES REIT ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before expenses, correspond generally to the total return performance of an index that tracks the performance of publicly traded real estate investment trusts.

Investment Strategy

The Portfolio invests in the SDPR Dow Jones REIT ETF (the "Fund") which seeks to track the performance of the Dow Jones U.S. Select REIT Index (the "Index"). The Fund employs a replication strategy, which means that the Fund typically invests in substantially all of the securities represented in the Index in approximately the same proportions as the Index.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund).

The Index is designed to provide a measure of real estate securities that serve as proxies for direct real estate investing, in part by excluding securities whose value is not always closely tied to the value of the underlying real estate. The reason for the exclusions is that factors other than real estate supply and demand, such as interest rates and health care, influence the market value of these companies. The Index is a market capitalization weighted index of publicly traded real estate investment trusts ("REITs") and is comprised of companies whose charters are the equity ownership and operation of commercial real estate and which operate under the REIT Act of 1960. To be included in the Index, a company must be both an equity owner and operator of commercial and/or residential real estate. Businesses excluded from the Index include: mortgage REITs, net-lease REITs, real estate finance companies, mortgage brokers and bankers, commercial and residential real estate brokers and real estate agents, home builders, large landowners and subdividers of unimproved land, hybrid REITs, and timber REITs, as well as companies that have more than 25% of their assets in direct mortgage investments. A company must have a minimum total market capitalization of at least $200 million at the time of its inclusion, and at least 75% of the company's total revenue must be derived from the ownership and operation of real estate assets. The liquidity of the company's stock must be commensurate with that of other institutionally held real estate securities. The Index is generally rebalanced quarterly, and returns are calculated on a buy and hold basis except as necessary to reflect the occasional occurrence of Index changes in the middle of the month. Each REIT in the Index is weighted by its float-adjusted market capitalization. That is, each security is weighted to reflect the attainable market performance of the security which reflects that portion of securities shares that are accessible to investors. The Index is priced daily and is a total return (price and income) benchmark. As of September 30, 2011, the Index was comprised of 80 REITs.

The Index is sponsored by Dow Jones & Company, Inc. (the "Index Provider") which is not affiliated with the Fund, the Adviser or the Sub-Adviser (as defined below). The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Real Estate Sector Risk, Equity Investing Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.49%

SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF PORTFOLIO

Investment Objective

The Portfolio seeks to replicate as closely as possible, before fees and expenses, the price and yield performance of an equity index based upon the international real estate market.

Investment Strategy

The Portfolio invests in the SPDR Dow Jones International REIT ETF (the "Fund") which seeks to track the performance of the Dow Jones Global ex-U.S. Select Real Estate Securities IndexSM (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. The Tuckerman Group, LLC ("Tuckerman" or the "Sub-Adviser"), the sub-adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but

reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs") based on securities comprising the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in equity securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the adviser to the Fund).

The Index is a float-adjusted market capitalization index designed to measure the performance of publicly traded real estate securities in countries excluding the United States. The Index's composition is reviewed quarterly. The Index is a measure of the types of global real estate securities that represent the ownership and operation of commercial or residential real estate. The Index includes equity Real Estate Investment Trusts ("REITs") and real estate operating companies ("REOCs") that meet the following criteria: (i) the company must be both an equity owner and operator of commercial and/or residential real estate (security types excluded from these indexes include mortgage REITs, net-lease REITs, real estate finance companies, mortgage brokers and bankers, commercial and residential real estate brokers and real estate agents, home builders, large landowners and subdividers of unimproved land, hybrid REITs, and timber REITs, as well as companies that have more than 25% of their assets in direct mortgage investments); (ii) the company must have a minimum total market capitalization of at least $200 million at the time of its inclusion; (iii) at least 75% of the company's total revenue must be derived from the ownership and operation of real estate assets; and (iv) the liquidity of the company's stock must be commensurate with that of other institutionally held real estate securities. Countries covered in the Index have historically included, among others, Australia, Austria, Belgium, Canada, France, Germany, Hong Kong, Italy, Japan, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland and the United Kingdom. As of December 31, 2011, the Index was comprised of 127 securities.

The Index is sponsored by Dow Jones & Company, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Equity Investing Risk, Foreign Investment Risk, Emerging Markets Risk, Real Estate Sector Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Money market fund investments, Investment style risk, Large cap risk, Mid cap risk, Small cap risk, Micro cap risk, Growth risk, Value risk, Continuous offering.**

Annual Asset-Based Plan Fee

0.83%

SPDR BARCLAYS CAPITAL AGGREGATE BOND ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the U.S. dollar denominated investment grade bond market.

Investment Strategy

The Portfolio invests in the SPDR Barclays Capital Aggregate Bond ETF (the "Fund") which seeks to track the performance of the Barclays Capital U.S. Aggregate Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that the Adviser determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. TBA transactions (as defined below) are included within the above-noted investment policy. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is designed to measure the performance of the U.S. dollar denominated investment grade bond market, which includes investment grade (must be Baa3/BBB- or higher using the middle rating of Moody's Investors Service, Inc., Standard & Poor's, and Fitch Inc.) government bonds,

investment grade corporate bonds, mortgage pass through securities, commercial mortgage backed securities and asset backed securities that are publicly for sale in the United States. The securities in the Index must have at least 1 year remaining to maturity and must have $250 million or more of outstanding face value. Asset backed securities must have a minimum deal size of $500 million and a minimum tranche size of $25 million. For commercial mortgage backed securities, the original aggregate transaction must have a minimum deal size of $500 million, and a minimum tranche size of $25 million; the aggregate outstanding transaction sizes must be at least $300 million to remain in the Index. In addition, the securities must be U.S. dollar denominated, fixed rate, non-convertible, and taxable. Certain types of securities, such as flower bonds, targeted investor notes, and state and local government series bonds are excluded from the Index. Also excluded from the Index are structured notes with embedded swaps or other special features, private placements, floating rate securities and Eurobonds. The Index is market capitalization weighted and the securities in the Index are updated on the last business day of each month. As of September 30, 2011, there were approximately 7,833 securities in the Index and the modified adjusted duration of securities in the Index was approximately 4.96 years.

As of September 30, 2011, approximately 5.95% of the bonds represented in the Index are U.S. agency mortgage pass-through securities. U.S. agency mortgage pass-through securities are securities issued by entities such as Government National Mortgage Association ("GNMA") and Federal National Mortgage Association ("FNMA") that are backed by pools of mortgages. Most transactions in mortgage pass-through securities occur through standardized contracts for future delivery in which the exact mortgage pools to be delivered are not specified until a few days prior to settlement, referred to as a "to-be-announced transaction" or "TBA Transaction." In a TBA Transaction, the buyer and seller agree upon general trade parameters such as agency, settlement date, par amount and price. The actual pools delivered generally are determined two days prior to the settlement date; however, it is not anticipated that the Fund will receive pools, but instead will participate in rolling TBA Transactions. The Fund expects to enter into such contracts on a regular basis. The Fund, pending settlement of such contracts, will invest its assets in high-quality, liquid short term instruments, including shares of affiliated money market funds.

The Index is sponsored by Barclays Capital, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk, U.S. Government Agency Securities Risk, Prepayment Risk, Mortgage-Backed Securities Risk, Mortgage Pass-Through Securities Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.41%

SPDR BARCLAYS CAPITAL TIPS ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the inflation protected sector of the United States Treasury market.

Investment Strategy

The Portfolio invests in the SPDR Barclays Capital TIPS ETF (the "Fund") which seeks to track the performance of Barclays U.S. Government Inflation-Linked Bond Index (the "Index"). The Fund employs a replication strategy, which means that the Fund typically invests in substantially all of the securities represented in the Index in approximately the same proportions as the Index.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is designed to measure the performance of the inflation protected public obligations of the U.S. Treasury, commonly known as "TIPS." TIPS are securities issued by the U.S. Treasury that are designed to provide inflation protection to investors. The Index includes publicly issued TIPS that have at least 1 year remaining to maturity on the Index rebalancing date, with an issue size equal to or in excess of $500 million. Bonds must be capital-indexed and linked to an eligible inflation index. The securities must be denominated in U.S. dollars and pay coupon and principal in U.S. dollars. The notional coupon of a bond must be fixed

or zero. Bonds must settle on or before the Index rebalancing date. As of September 30, 2011, there were approximately 31 securities in the Index and the modified adjusted duration of securities in the Index was approximately 8.76 years.

The Index is sponsored by Barclays Capital, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.42%

SPDR DB INTERNATIONAL GOVERNMENT-INFLATION-PROTECTED BOND ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the inflation protected sector of the global bond market outside the United States.

Investment Strategy

The Portfolio invests in the SPDR DB International Government-Inflation-Protected Bond ETF (the "Fund") which seeks to track the performance of the DB Global Government ex-US Inflation-Linked Bond Capped Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that the Adviser determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser). The Fund may also enter into forward currency exchange contracts for hedging purposes. Swaps, options and futures contracts may be used by the Fund in seeking performance that corresponds to its Index and in managing cash flows.

The Index is designed to measure the total return performance of the inflation-linked government bond markets of developed and emerging market countries outside of the United States. Inflation protected public obligations of the inflation-linked government bond markets of developed and emerging market countries, commonly known in the United States as TIPS, are securities issued by such governments that are designed to provide inflation protection to investors. The Index includes government debt (direct obligations of the issuer country) but does not include quasi-government debt or corporate debt. The securities are denominated in and pay coupon and principal in the domestic currency of the issuer country. Each of the component securities in the Index is screened such that the following countries are included: Australia, Brazil, Canada, Chile, France, Germany, Greece, Israel, Italy, Japan, Mexico, Poland, South Africa, South Korea, Sweden, Turkey and the United Kingdom. In addition, the securities in the Index must be inflation-linked and have certain minimum amounts outstanding, depending upon the currency in which the bonds are denominated. To be included in the Index, bonds must: (i) be capital-indexed and linked to an eligible inflation index; (ii) have at least one year remaining to maturity at the Index rebalancing date; (iii) have a fixed, step-up or zero notional coupon; and (iv) settle on or before the Index rebalancing date. The Index is calculated by Deutsche Bank using a modified "market capitalization" methodology. This design ensures that each constituent represented in a proportion consistent with its percentage with respect to the total market capitalization. Component securities in each constituent country are represented in a proportion consistent with its percentage relative to the other component securities in its constituent country. Under certain conditions, however, the par amount of a component security within the Index may be adjusted to conform to Internal Revenue Code requirements. As of September 30, 2011, there were approximately 155 securities in the Index and the real adjusted duration of securities in the Index was approximately 9.62 years.

The Index is sponsored by Deutsche Bank (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk, Derivatives Risk, Foreign Securities Risk, Emerging Markets Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.74%

SPDR BARCLAYS CAPITAL HIGH YIELD ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the U.S. high yield corporate bond market.

Investment Strategy

The Portfolio invests in the SPDR Barclays Capital High Yield ETF (the "Fund") which seeks to track the performance of the Barclays Capital High Yield Very Liquid Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that the Adviser determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is designed to measure the performance of publicly issued U.S. dollar denominated high yield corporate bonds with above-average liquidity. High yield securities are generally rated below investment grade and are commonly referred to as "junk bonds." The Index includes publicly issued U.S. dollar denominated, non-investment grade, fixed-rate, taxable corporate bonds that have a remaining maturity of at least one year, regardless of optionality, are rated high-yield (Ba1/BB+/BB+ or below) using the middle rating of Moody's Investors Service, Inc., Fitch Inc., or Standard & Poor's, Inc., respectively, and have $600 million or more of outstanding face value. Only the largest issue of each issuer with a maximum age of three years can be included in the Index. In addition, securities must be registered or issued under Rule 144A of the Securities Act of 1933, as amended. Original issue zero coupon bonds, step-up coupons, and coupons that change according to a predetermined schedule are also included. The Index includes only corporate sectors. The corporate sectors are Industrial, Utility, and Financial Institutions. Excluded from the Index are non-corporate bonds, structured notes with embedded swaps or other special features, private placements, bonds with equity-type features (e.g., warrants, convertibility), floating-rate issues, Eurobonds, defaulted bonds, payment in kind (PIK) securities and emerging market bonds. The Index is issuer capped and the securities in the Index are updated on the last business day of each month. As of September 30, 2011, there were approximately 193 securities in the Index and the modified adjusted duration of securities in the Index was approximately 4.81 years.

The Index is sponsored by Barclays Capital, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk, High Yield Securities Risk, Industrial Sector Risk, Utilities Sector Risk, Financial Sector Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.64%

SPDR BARCLAYS CAPITAL SHORT TERM CORPORATE BOND ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the short-term U.S. corporate bond market.

Investment Strategy

The Portfolio invests in the SPDR Barclays Capital Short Term Corporate Bond ETF (the "Fund") which seeks to track the performance of the Barclays Capital U.S. 1-3 Year Corporate Bond Index (the "Index"). The Fund employs a sampling strategy, which means that the Fund is not required to purchase all of the securities represented in the Index. Instead, the Fund may purchase a subset of the securities in the Index in an effort to hold a portfolio of securities with generally the same risk and return characteristics of the Index. The quantity of holdings in the Fund will be based on a number of factors, including asset size of the Fund. SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, generally expects the Fund to hold less than the total number of securities in the Index, but reserves the right to hold as many securities as it believes necessary to achieve the Fund's investment objective.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that the Adviser determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is designed to measure the performance of the short term U.S. corporate bond market. The Index includes publicly issued U.S. dollar denominated corporate issues that have a remaining maturity of greater than or equal to 1 year and less than 3 years, are rated investment grade (must be Baa3/BBB- or higher using the middle rating of Moody's Investors Service, Inc., Fitch Inc., or Standard & Poor's, Inc.), and have $250 million or more of outstanding face value. In addition, the securities must be denominated in U.S. dollars, fixed rate and non-convertible. The Index includes only corporate sectors. The corporate sectors are Industrial, Utility, and Financial Institutions, which include both U.S. and non-U.S. corporations. The following instruments are excluded from the Index: structured notes with embedded swaps or other special features; private placements; floating rate securities; and Eurobonds. The Index is market capitalization weighted and the securities in the Index are updated on the last business day of each month. As of September 30, 2011, there were approximately 738 securities in the Index and the modified adjusted duration of securities in the Index was approximately 1.88 years.

The Index is sponsored by Barclays Capital, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk, Foreign Securities Risk, Industrial Sector Risk, Utilities Sector Risk, Financial Sector Risk and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.36%

SPDR BARCLAYS CAPITAL 1-3 MONTH T-BILL ETF PORTFOLIO

Investment Objective

The Portfolio seeks to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of an index that tracks the 1-3 month sector of the United States Treasury Bill market.

Investment Strategy

The Portfolio invests in the SPDR® Barclays Capital 1-3 Month T-Bill ETF (the "Fund") which seeks to track the performance of Barclays Capital 1-3 Month U.S. Treasury Bill Index (the "Index"). The Fund employs a replication strategy, which means that the Fund typically invests in substantially all of the securities represented in the Index in approximately the same proportions as the Index.

Under normal market conditions, the Fund generally invests substantially all, but at least 80%, of its total assets in the securities comprising the Index or in securities that SSgA Funds Management, Inc. ("SSgA FM" or the "Adviser"), the investment adviser to the Fund, determines have economic characteristics that are substantially identical to the economic characteristics of the securities that comprise the Index. The Fund will provide shareholders with at least 60 days notice prior to any material change in this 80% investment policy. In addition, the Fund may invest in debt securities that are not included in the Index, cash and cash equivalents or money market instruments, such as repurchase agreements and money market funds (including money market funds advised by the Adviser).

The Index is designed to measure the performance of public obligations of the U.S. Treasury that have a remaining maturity of greater than or equal to 1 month and less than 3 months. The Index includes all publicly issued zero-coupon U.S. Treasury Bills that have a remaining maturity of less than 3 months and more than 1 month, are rated investment grade, and have $250 million or more of outstanding face value. In addition, the securities must be denominated in U.S. dollars and must be fixed rate and non-convertible. Excluded from the Index are certain special issues, such as flower bonds, targeted investor notes, state and local government series bonds, inflation protected public obligations of the U.S. Treasury, commonly known as "TIPS," and coupon issues that have been stripped from bonds included in the Index. The Index is market capitalization weighted and the securities in the Index are updated on the last business day of each month. As of September 30, 2011, there were approximately 9 securities in the Index and the modified adjusted duration of securities in the Index was approximately 0.17 years.

The Index is sponsored by Barclays Capital, Inc. (the "Index Provider") which is not affiliated with the Fund or the Adviser. The Index Provider determines the composition of the Index, relative weightings of the securities in the Index and publishes information regarding the market value of the Index.

Investment Risks

The Portfolio principally is subject to **Passive Strategy/ Index Risk, Index Tracking Risk, Debt Securities Investing Risk, and Non-Diversification Risk.**

The Portfolio may be additionally subject to **Trading issues, Fluctuation of net asset value; share premiums and discounts, Costs of buying or selling shares, Lending of securities, Concentration, Money market fund investments, Derivatives, Continuous offering.**

Annual Asset-Based Plan Fee

0.37%

STATE STREET INSTITUTIONAL LIQUID RESERVES FUND – INSTITUTIONAL CLASS

This Fund is not a stand alone investment option.

Investment Objective

The investment objective of State Street Institutional Liquid Reserves Fund (the "ILR Fund" or sometimes referred to in context as the "Fund") is to seek to maximize current income, to the extent consistent with the preservation of capital and liquidity and the maintenance of a stable $1 per share net asset value ("NAV") by investing in U.S. dollar-denominated money market securities.

Principal Investment Strategies

The ILR Fund invests substantially all of its investable assets in the Money Market portfolio.

The Money Market portfolio follows a disciplined investment process in which the portfolio's investment adviser bases its decisions on the relative attractiveness of different money market instruments. In the adviser's opinion, the attractiveness of an instrument may vary depending on the general level of interest rates, as well as imbalances of supply and demand in the market. The portfolio invests in accordance with regulatory requirements applicable to money market funds, which require, among other things, the portfolio to invest only in debt obligations of high quality and with short maturities, to limit the level of investment in any single issuer, and to maintain a high level of portfolio liquidity.

The portfolio attempts to meet its investment objective by investing in a broad range of money market instruments. These may include among other things: U.S. government securities, including U.S. Treasury bills, notes and bonds and securities issued or guaranteed by the U.S. government or its agencies or instrumentalities; certificates of deposits and time deposits of U.S. and foreign banks; commercial paper and other high quality obligations of U.S. or foreign companies; asset-backed securities, including asset-backed commercial paper; and repurchase agreements. These instruments may bear fixed, variable or floating rates of interest or may be zero-coupon securities. The portfolio also may invest in shares of other money market funds, including funds advised by the portfolio's investment adviser. Under normal market conditions, the portfolio intends to invest more than 25% of its total assets in bank obligations.

Investment Risks

The portfolio principally is subject to **Risk Associated with Maintaining a Stable Share Price, Master/Feeder Structure Risk, Low Short-Term Interest Rates Risk, Banking Industry Risk, Repurchase Agreement Risk, Mortgage-Related Securities Risk, Foreign Securities Risk, Government Securities Risk, Variable and Floating Rate Securities Risk, Market Risk and Regulation of Money Market Funds Risk.**

Expense Ratio

The expense ratio for the Money Market portfolio is 0.12%

SAVINGS PORTFOLIO

Investment Objective

The Portfolio seeks income consistent with the preservation of principal.

Investment Strategy

The Portfolio invests 100% of its assets in the Sallie Mae High-Yield Savings Account ("**HYSA**"). The HYSA is held in an omnibus savings account insured by the FDIC, which is held in trust by the Board at Sallie Mae Bank.

Investments in the Savings Portfolio earn a varying rate of interest. Interest on the HYSA is compounded daily based on the actual number of days in a year (typically, 365/365

and 366/366 in leap years) and is credited to the HYSA on a monthly basis. The interest rate is expressed as an Annual Percentage Yield ("**APY**"). The HYSA APY will be reviewed by Sallie Mae Bank on a periodic basis and may be recalculated as needed at any time. To see the current Savings Portfolio APY, please visit www.ssga.upromise529.com or call 1-800-587-7305.

Investments in the Savings Portfolio are pooled into the FDIC insured omnibus savings account held in trust by the Board at Sallie Mae Bank. Subject to the application of Sallie Mae Bank and FDIC rules and regulations to each Account Owner, funds in the Savings Portfolio will retain their value as described below under "*SAVINGS PORTFOLIO - FDIC Insurance*."

FDIC Insurance

Except for the Savings Portfolio, investments in the Plan are not insured by the FDIC.

FDIC insurance is provided for the Savings Portfolio only, which invests in an FDIC-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. Contributions to and earnings on the investments in the Savings Portfolio are insured by the FDIC on a pass-through basis to each Account Owner up to $250,000, the maximum amount set by federal law. The amount of FDIC insurance provided to an Account Owner is based on the total of: (i) the value of an Account Owner's investment in the Savings Portfolio; and (ii) the value of all other accounts held by the Account Owner at Sallie Mae Bank, as determined by Sallie Mae Bank and FDIC regulations. Plan Officials are not responsible for determining how an Account Owner's investment in the Savings Portfolio will be aggregated with other accounts held by the Account Owner at Sallie Mae Bank for purposes of the FDIC insurance.

No Other Guarantees

There is no other insurance and there are no other guarantees for the Savings Portfolio. Therefore, like all of the Portfolios, neither your contributions into the Savings Portfolio nor any investment return earned on your contributions are guaranteed by Plan Officials. In addition, the Savings Portfolio does not provide a guarantee of any level of performance or return.

Investment Risks

To the extent that FDIC insurance applies, the Portfolio is primarily subject to **income risk**.

Annual Asset-Based Plan Fee

0.29%

RISK FACTORS ASSOCIATED WITH THE PORTFOLIOS

Risk factors associated with Certain Underlying Investments of the College Date, Risk-Based and Static Portfolios

As with all investments, there are certain risks of investing in a Portfolio, and you could lose money on an investment in a Portfolio.

Asset Allocation Risk. The Portfolio's investment performance depends upon how its assets are allocated and reallocated among particular investment pools and other investments. SSgA's judgments about optimal asset allocation decisions among different asset classes or sub-classes may be incorrect, and there is no guarantee that SSgA's allocation techniques will produce the desired results. It is possible to lose money on investment in the Portfolio as a result of these allocation decisions.

Cash Position Risk. The Portfolio may hold a significant portion of its assets in cash or cash equivalents in SSgA's discretion. If the Portfolio holds a significant cash position for an extended period of time, its investment returns may be adversely affected, and the Portfolio may not achieve its investment objective. The Portfolio's cash investments may lose money.

Conflicts of Interest Risk. SSgA or its affiliates may provide services to the Portfolio, such as securities lending agency services, custodial, administrative, bookkeeping, and accounting services, transfer agency and shareholder servicing, and other services, for which the Portfolio would compensate SSgA and/or such affiliates. The Portfolio may enter into securities transactions with the Portfolio, where it acts as agent for the Portfolio in connection with the purchase or sale of securities, or as principal, where it sells securities to the Portfolio or buys securities from the Portfolio for SSgA's own account. The Portfolio may enter into repurchase agreements, reverse repurchase agreements, and derivatives transactions with SSgA or one of its affiliates. The Portfolio may invest in other pooled investment vehicles sponsored, managed, or otherwise affiliated with SSgA, in which event the Portfolio will bear a share of the expenses of those other pooled investment vehicles; those investment vehicles may pay fees and other amounts to SSgA or its affiliates, which would have the effect of increasing the expenses of the Portfolio. It is possible that other clients of SSgA will purchase or sell interests in such other pooled investments at prices and at times more favorable than those at which the Portfolio does so. There is no assurance that the rates at which the Portfolio pays fees or expenses to SSgA or its affiliates, or the terms on which it enters into transactions with SSgA or its affiliates or on which it invests in any such other investment vehicles will be the most favorable available in the market generally or as favorable as the rates SSgA makes available to other clients. There will be no independent oversight of prices, fees, or expenses paid to, or services

provided by, those entities. Because of its financial interest, SSgA may have an incentive to enter into transactions or arrangements on behalf of the Portfolio with itself or its affiliates in circumstances where it might not have done so in the absence of that interest. SSgA and its affiliates serve as investment adviser to other clients and may make investment decisions for their own accounts and for the accounts of others, including other funds, that may be different from those that will be made by SSgA on behalf of the Portfolio. For example, SSgA may provide asset allocation advice to some clients that may include a recommendation to invest or redeem from a Portfolio while not providing that same recommendation to all clients invested in the same or similar Portfolios. Other conflicts may arise, for example, when clients of SSgA invest in different parts of an issuer's capital structure, so that one or more clients own senior debt obligations of an issuer and other clients own junior debt of the same issuer, as well as circumstances in which clients invest in different tranches of the same structured financing vehicle. In such circumstances, decisions over whether to trigger an event of default or over the terms of any workout may result in conflicts of interest. SSgA and its affiliates may invest for their own accounts and for the accounts of clients in various securities that are senior to, pari passu with, or junior to, or have interests different from or adverse to, the securities that are owned by the Portfolio. SSgA may (subject to applicable law) be simultaneously seeking to purchase (or sell) investments for the Portfolio and to sell (or purchase) the same investment for accounts, funds or structured products for which it serves as asset manager now or in the future, or for other clients or affiliates, and may enter into cross trades involving the Portfolio in such circumstances. In addition, SSgA and its affiliates may buy securities from or sell securities to the Portfolio. These relationships may result in securities laws restrictions on transactions in these investments by the Portfolio and otherwise create potential conflicts of interest. SSgA or its affiliates, in connection with their business activities, may acquire material non-public confidential information that may restrict SSgA from purchasing securities or selling securities for itself or its clients (including the Portfolio), and SSgA may otherwise be prohibited from using such information for the benefit of its clients or itself.

Debt Securities Risk. Fixed-income securities and other income-producing securities are obligations of their issuers to make payments of principal and/or interest on future dates. Income-producing securities may also include preferred stocks, instruments with characteristics of both equity and debt instruments (such as convertible preferred stocks or equity-linked notes), or interests in income-producing trusts, such as income or royalty trusts. As interest rates rise, the values of a Portfolio's debt securities or other income-producing investments are likely to fall. This risk is generally greater for obligations with longer maturities. Debt securities and other income-producing securities also carry the risk that the issuer or the guarantor of a security will be unable or unwilling to make timely principal and/or interest payments or otherwise to honor its obligations. This risk is particularly pronounced for lower-quality, high-yielding debt securities. Lower-rated debt securities (commonly known as "high-yield" securities or "junk bonds") are considered to be of poor standing and predominantly speculative.

Derivatives Risk. A derivative is a financial contract the value of which depends on, or is derived from, the value of a financial asset (such as stock, bond or currency), a physical asset (such as gold) or a market index (such as the S&P 500 Index). The Fund may invest in swaps, options and futures contracts. Swaps are contracts in which one party agrees to make periodic payments to the other party based on the change in market value or level of a specified rate, index or asset in return for payments based on the return of a different specified rate, index or asset. Options involve the payment or receipt of a premium by an investor and the corresponding right or obligation to either purchase or sell the underlying security for a specific price at a certain time or during a certain period. Futures contracts generally provide for the future sale by one party and purchase by another party of a specified commodity or security at a specified future time and at a specified price. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus a Fund's losses may be greater if it invests in derivatives than if it invests only in conventional securities.

Emerging Markets Risk. Investment in emerging markets subjects the Fund to a greater risk of loss than investments in a developed market. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, high levels of inflation, deflation or currency devaluation, greater risk of market shut down, and more governmental limitations on foreign investment policy than those typically found in a developed market. In addition, the financial stability of issuers (including governments) in emerging market countries may be more precarious than in other countries. As a result, there will tend to be an increased risk of price volatility in a Fund's investments in emerging market countries, which may be magnified by currency fluctuations relative to the U.S. dollar. Settlement practices for transactions in foreign markets may differ from those in U.S. markets. Such differences include delays beyond periods customary in the United States and practices, such as delivery of securities prior to receipt of payment, which increase the likelihood of a "failed settlement." Failed settlements can result in losses to the Fund. For these and other reasons, investments in emerging markets are often considered speculative.

ETF Risk. To the extent the fund holds ETFs, it will be exposed to the risks inherent in certain ETF investments, such as passive strategy/index risk, index tracking risk, trading issues and fluctuation of net asset value and share premiums and discounts.

Equity Investing Risk. An investment in the Fund involves risks similar to those of investing in any fund of equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices.

Financial Sector Risk. Financial services companies are subject to extensive governmental regulation which may limit both the amounts and types of loans and other financial commitments they can make, and the interest rates and fees they can charge. Profitability is largely dependent on the availability and cost of capital funds, and can fluctuate significantly when interest rates change or due to increased competition. In addition, the recent deterioration of the credit markets generally has caused an adverse impact in a broad range of markets, including U.S. and international credit and interbank money markets generally, thereby affecting a wide range of financial institutions and markets. Recent events in the financial sector have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign, and cause certain financial services companies to incur large losses. Numerous financial services companies have experienced substantial declines in the valuations of their assets, taken action to raise capital (such as the issuance of debt or equity securities), or even ceased operations. These actions have caused the securities of many financial services companies to experience a dramatic decline in value. Credit losses resulting from financial difficulties of borrowers and financial losses associated with investment activities can negatively impact the sector. Insurance companies may be subject to severe price competition.

Foreign Exchange Risk. The Portfolio may enter into a variety of different foreign currency transactions, including, by way of example, currency forward transactions, spot transactions, futures contracts, swaps, or options. Most of these transactions are entered into "over the counter," and the Portfolio takes the risk that the counterparty may be unable or unwilling to perform its obligations, in addition to the risk of unfavorable or unanticipated changes in the values of the currencies underlying the transactions. Over-the-counter currency transactions are typically uncollateralized, and the Portfolio may not be able to recover all or any of on the assets owed to it under such transactions if its counterparty should default. Many types of currency transactions are expected to continue to be traded over the counter even after implementation of the clearing requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act. In some markets or in respect of certain currencies, the Portfolio may be required, or agree in SSgA's discretion, to enter into foreign currency transactions through a sub-custodian for the Portfolio. SSgA may be subject to a conflict of interest in agreeing to any such arrangements on behalf of the Portfolio. Such transactions executed directly with the sub-custodian are executed at a rate determined solely by the sub-custodian. Accordingly, the Portfolio may not obtain receive the best pricing and execution of such currency transactions effected through such entities.

Foreign Investment Risk. Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Investments in securities issued by entities based outside the U.S. pose distinct risks since political and economic events unique to a country or region will affect those markets and their issuers. Further, such entities and/or their securities may also be affected by currency controls; different accounting, auditing, financial reporting, and legal standards and practices; different practices for clearing and settling trades; expropriation; changes in tax policy; greater market volatility; differing securities market structures; higher transaction costs; and various administrative difficulties, such as delays in clearing and settling portfolio transactions or in receiving payment of dividends. Securities traded on foreign markets may be less liquid (harder to sell) than securities traded domestically. In addition, the value of the currency of the country in which the Fund has invested could decline relative to the value of the U.S. dollar, which may affect the value of the investment to U.S. investors. These risks may be heightened in connection with investments in developing or emerging countries.

Geographic Concentration Risk. Because the Portfolio may invest a relatively large percentage of its assets in issuers located in a single country, a small number of countries, or a particular geographic region, the Portfolio's performance could be closely tied to market, currency, or economic, political, or regulatory conditions and developments in those countries or that region, and could be more volatile than the performance of more geographically-diversified investments.

High Yield Securities Risk. Securities rated below investment grade, commonly referred to as "junk bonds," include bonds that are rated Ba1/BB+/BB+ or below by Moody's Investors Service, Inc., Fitch Inc., or Standard & Poor's, Inc., respectively, and may involve greater risks than securities in higher rating categories. Such bonds are regarded as speculative in nature, involve greater risk of default by the issuing entity and may be subject to greater market fluctuations than higher rated fixed income securities. They are usually issued by companies without long track records of sales and earnings, or by those companies with questionable credit strength. The retail secondary market for these "junk bonds" may be less liquid than that of higher rated securities and adverse conditions could make it difficult at times to sell certain securities or could result in lower prices than those used in calculating the Fund's net asset value. When the Fund invests in "junk bonds," it may also be subject to greater credit risk because it may invest in debt securities issued in connection with corporate restructuring by highly leveraged issuers or in debt securities not current in the payment of interest or principal or in default.

Index Tracking Risk. While the Adviser seeks to track the performance of the Index as closely as possible (i.e., achieve a high degree of correlation with the Index), the Fund's return may not match or achieve a high degree of correlation with the return of the Index due to operating expenses, transaction costs, cash flows, regulatory

requirements and operational inefficiencies. For example, the Adviser anticipates that it may take several business days for additions and deletions to the Index to be reflected in the portfolio composition of the Fund.

Industrial Sector Risk. Stock prices for industrial companies are affected by supply and demand both for their specific product or service and for industrial sector products in general. Government regulation, world events, exchange rates and economic conditions will likewise affect the performance of these companies. Aerospace and defense companies, a component of the industrial sector, can be significantly affected by government spending policies because companies involved in this industry rely to a significant extent on government demand for their products and services. Thus, the financial condition of, and investor interest in, aerospace and defense companies are heavily influenced by governmental defense spending policies which are typically under pressure from efforts to control the government budgets. Transportation stocks, a component of the industrial sector, are cyclical and have occasional sharp price movements which may result from changes in the economy, fuel prices, labor agreements and insurance costs.

Inflation-Indexed Securities Risk. The principal amount of an inflation-indexed security typically increases with inflation and decreases with deflation, as measured by a specified index. It is possible that, in a period of deflation, the Portfolio would receive at maturity less than the initial principal amount of an inflation-indexed security. Although the holders of U.S. TIPS receive no less than the par value of the security at maturity, if the Portfolio purchases U.S. TIPS in the secondary market whose principal values have previously been adjusted upward, it may receive at maturity less than it invested, if there is a subsequent period of deflation. If inflation is lower than expected during the period the Portfolio holds an inflation-indexed security, the Portfolio may earn less on the security than on a conventional bond. Changes in the values of inflation-indexed securities may be difficult to predict, and it is possible that an investment in such securities will have an effect different from that anticipated by SSgA. The principal amounts of inflation-indexed securities are typically adjusted only periodically, and their values may fluctuate substantially in response to changes in interest rates between adjustments.

Interest Rate Risk. The values of bonds and other debt instruments usually rise and fall in response to changes in interest rates. Declining interest rates generally result in increases in the values of existing debt instruments, and rising interest rates generally result in declines in the values of existing debt instruments. Interest rate risk is generally greater for investments with longer durations or maturities. Some investments give the issuer the option to call or redeem an investment before its maturity date. If an issuer calls or redeems an investment during a time of declining interest rates, the Portfolio might have to reinvest the proceeds in an investment offering a lower yield and therefore might not benefit from any increase in value as a result of declining interest rates. Adjustable rate instruments also generally increase or decrease in value in response to changes in interest rates, although generally to a lesser degree than fixed-income securities (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset, and reset caps or floors, among other factors). When interest rates decline, the income received by the Portfolio may decline, and the Portfolio's yield may also decline.

Issuer Risk. The values of securities may decline for a number of reasons which directly relate to the issuers, such as, for example, management performance, financial leverage, and reduced demand for the issuer's goods and services.

Market Capitalization Risk. Stocks fall into three broad market capitalization categories – large, medium, and small. Investing primarily in one category carries the risk that due to current market conditions that category may be out of favor with investors. By focusing its investments in companies within a particular range of market capitalizations, the Portfolio may perform less well than many other investment vehicles during times when companies with those market capitalizations are out of favor with investors or generally underperform other types of investments.

Market Disruption and Geopolitical Risk. The Portfolio is subject to the risk that geopolitical events will disrupt securities markets and adversely affect global economies and markets. War, terrorism, and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. Likewise, systemic market dislocations may be highly disruptive to economies and markets. Those events as well as other changes in foreign and domestic economic and political conditions also could adversely affect individual issuers or related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment, and other factors affecting the value of the Portfolio's investments. Continuing uncertainty as to the status of the Euro and the European Monetary Union (the "EMU") has created significant volatility in currency and financial markets generally. Any partial or complete dissolution of the EMU, or any continued uncertainty as to its status, could have significant adverse effects on currency and financial markets, and on the values of the Fund's portfolio investments.

Market Risk. Your investment in the Portfolio will be affected by general economic conditions such as prevailing economic growth, inflation, deflation and interest rates. For example, when economic growth slows, equity securities tend to decline in value; when interest rates rise, fixed income securities generally decline in value. Even if general economic conditions do not change, the value of your investment could decline if the particular industries, sectors, or companies in which the Portfolio invests do not perform well or are adversely affected by events.

Master/Feeder Structure Risk. The Portfolio may pursue its objective by investing substantially all of its assets in one or more other pooled investment vehicles (a "master fund"). The ability of the Portfolio to meet its investment objective is directly related to the ability of the master fund to meet its objective. The ability of the Portfolio to meet its objective may be adversely affected by the purchase and redemption activities of other investors in the master fund. The ability of the Portfolio to meet redemption requests will depend on its ability to redeem its interest in the master fund. An affiliate of SSgA may serve as investment adviser to the master fund, leading to potential conflicts of interest. For example, SSgA may have an economic incentive to maintain the Portfolio's investment in the master fund at a time when it might otherwise not choose to do so. The Portfolio will bear its pro rata portion of the expenses incurred by the master fund.

Modeling Risk. SSgA uses quantitative models in an effort to enhance returns and manage risk. While SSgA expects these models to perform as expected, deviation between the forecasts and the actual events can result in either no advantage or in results opposite to those desired by SSgA. In particular, these models may draw from unique historical data that may not predict future trades or market performance adequately. There can be no assurance that the models will behave as expected in all market conditions. In addition, computer programming used to create quantitative models, or the data on which such models operate, might contain one or more errors. Such errors might never be detected, or might be detected only after the Portfolio has sustained a loss (or reduced performance) related to such errors. Availability of third-party models could be reduced or eliminated in the future.

Mortgage-Backed Securities Risk. Mortgage-backed securities, other than GNMA mortgage-backed securities, are not backed by the full faith and credit of the U.S. government, and there can be no assurance that the U.S. government would provide financial support to its agencies or instrumentalities where it is not obligated to do so. Mortgage-backed securities tend to increase in value less than other debt securities when interest rates decline, but are subject to similar risk of decline in market value during periods of rising interest rates. Because of prepayment and extension risk, mortgage-backed securities react differently to changes in interest rates than other bonds. Small movements in interest rates (both increases and decreases) may quickly and significantly affect the value of certain mortgage-backed securities.

Mortgage Pass-Through Securities Risk. Transactions in mortgage pass through securities primarily occur through TBA Transactions, as described above. Default by or bankruptcy of a counterparty to a TBA Transaction would expose the Fund to possible losses because of an adverse market action, expenses or delays in connection with the purchase or sale of the pools of mortgage pass-through securities specified in the TBA Transaction.

Mortgage-Related and Other Asset-Backed Securities Risk. Mortgage-related securities represent a participation in, or are secured by, mortgage loans. Other asset-backed securities are typically structured like mortgage-related securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include such items as motor vehicle installment sales or installment loan contracts, leases on various types of real and personal property, and receivables from credit card agreements. During periods of falling interest rates, mortgage-related and other asset-backed securities, which typically provide the issuer with the right to prepay the security prior to maturity, may be prepaid, which may result in the Portfolio having to reinvest the proceeds in other investments at lower interest rates. During periods of rising interest rates, the average life of mortgage-related and other asset-backed securities may extend because of slower-than expected principal payments. This may lock in a below market interest rate, increase the security's duration and volatility, and reduce the value of the security. As a result, mortgage-related and other asset-backed securities may have less potential for capital appreciation during periods of declining interest rates than other securities of comparable maturities, although they may have a similar risk of decline in market values during periods of rising interest rates. Prepayment rates are difficult to predict and the potential impact of prepayments on the value of a mortgage-related or other asset-backed security depends on the terms of the instrument and can result in significant volatility. The price of a mortgage-related or other asset-backed security also depends on the credit quality and adequacy of the underlying assets or collateral, if any. Defaults on the underlying assets, if any, may impair the value of a mortgage-related or other asset-backed security. For some asset-backed securities in which the Portfolio invests, such as those backed by credit card receivables, the underlying cash flows may not be supported by a security interest in a related asset. Moreover, the values of mortgage-related and other asset-backed securities may be substantially dependent on the servicing of the underlying asset pools, and are therefore subject to risks associated with the negligence or malfeasance by their servicers and to the credit risk of their servicers. In certain situations, the mishandling of related documentation may also affect the rights of securities holders in and to the underlying collateral, if any. Furthermore, there may be legal and practical limitations on the enforceability of any security interest granted with respect to underlying assets, or the value of the underlying assets, if any, may be insufficient if the issuer defaults. In a "forward roll" transaction, the Portfolio will sell a mortgage-related security to a bank or other permitted entity and simultaneously agree to purchase a similar security from the institution at a later date at an agreed upon price. The mortgage securities that are purchased will bear the same interest rate as those sold, but generally will be collateralized by different pools of mortgages with different prepayment histories than those sold. Risks of mortgage-related security rolls include: the risk of prepayment prior to maturity and

the risk that the market value of the securities sold by the Portfolio may decline below the price at which the Portfolio is obligated to purchase the securities. Forward roll transactions may have the effect of creating investment leverage in the Portfolio.

Non-Diversification Risk. The Fund is non-diversified and may invest a larger percentage of its assets in securities of a few issuers or a single issuer than that of a diversified fund. As a result, the Fund's performance may be disproportionately impacted by the performance of relatively few securities.

Passive Strategy/Index Risk. The Fund is managed with a passive investment strategy, attempting to track the performance of an unmanaged index of securities. This differs from an actively managed fund, which typically seeks to outperform a benchmark index. As a result, the Fund may hold constituent securities of the Index regardless of the current or projected performance of a specific security or a particular industry or market sector. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

Portfolio Turnover Risk. Portfolio turnover generally involves a number of direct and indirect costs and expenses to the Portfolio, including, for example, brokerage commissions, dealer mark-ups and bid/asked spreads, and transaction costs on the sale of securities and reinvestment in other securities. Such costs have the effect of reducing the Portfolio's investment return. Such sales may result in the realization of taxable capital gains, including short-term capital gains.

Prepayment Risk. The Fund may invest in mortgage-related securities, which may be paid off early if the borrower on the underlying mortgage prepays the mortgage or refinances the mortgage prior to the maturity date. If interest rates are falling, the Fund may have to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the Fund's income.

Property Securities Risk. There are special risks associated with investment in securities of companies engaged in property markets, including without limitation real estate investment trusts and real estate operating companies. An investment in a property company may be subject to risks similar to those associated with direct ownership of real estate, including, by way of example, the possibility of declines in the value of real estate, losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, environmental liability, zoning laws, regulatory limitations on rents, property taxes, and operating expenses. In addition, an investment in a property company is subject to additional risks, such as poor performance by the manager of the property company, adverse changes in tax laws, difficulties in valuing and disposing of real estate, and the effect of general declines in stock prices. Some property companies have limited diversification because they invest in a limited number of properties, a narrow geographic area, or a single type of property. Also, the organizational documents of a property company may contain provisions that make changes in control of the property investment difficult and time-consuming. As a shareholder in a property company the Portfolio, and indirectly the Portfolio's shareholders, would bear their ratable shares of the property company's expenses and would at the same time continue to pay their own fees and expenses.

Real Estate Sector Risk. The Fund will concentrate its investments in the real estate sector. Adverse economic, business or political developments affecting real estate could have a major effect on the value of the Fund's investments. Investing in real estate securities (which include REITs) may subject the Fund to risks associated with the direct ownership of real estate, such as decreases in real estate values, overbuilding, increased competition and other risks related to local or general economic conditions, increases in operating costs and property taxes, changes in zoning laws, casualty or condemnation losses, possible environmental liabilities, regulatory limitations on rent and fluctuations in rental income. Changes in interest rates may also affect the value of the Fund's investment in real estate securities. Certain real estate securities have a relatively small market capitalization, which may tend to increase the volatility of the market price of these securities. Real estate securities are dependent upon specialized management skills, have limited diversification and are, therefore, subject to risks inherent in operating and financing a limited number of projects. Real estate securities are also subject to heavy cash flow dependency and defaults by borrowers. In addition, REITs are subject to the possibility of failing to qualify for tax-free pass-through of income under the Internal Revenue Code and maintaining exemption from the registration requirements of the Investment Company Act of 1940, as amended.

Small Cap Risk. Small-sized companies may be more volatile and more likely than large- and mid-capitalization companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of small companies could trail the returns on investments in stocks of larger companies.

Re-Balancing Policy Risk. The Portfolio may be re-balanced only periodically against its benchmark Index. During the interim time period between re-balancings, market and underlying pool performance may cause allocations to drift from stated policy targets, causing portfolio performance tracking error versus the benchmark or other unanticipated performance results. Re-balancing the Portfolio produces transactions costs.

Utilities Sector Risk. The rates that traditional regulated utility companies may charge their customers generally are subject to review and limitation by governmental regulatory commissions. Although rate changes of a utility

usually fluctuate in approximate correlation with financing costs due to political and regulatory factors, rate changes ordinarily occur only following a delay after the changes in financing costs. This factor will tend to favorably affect a regulated utility company's earnings and dividends in times of decreasing costs, but conversely, will tend to adversely affect earnings and dividends when costs are rising. The value of regulated utility debt securities (and, to a lesser extent, equity securities) tends to have an inverse relationship to the movement of interest rates. Certain utility companies have experienced full or partial deregulation in recent years. These utility companies are frequently more similar to industrial companies in that they are subject to greater competition and have been permitted by regulators to diversify outside of their original geographic regions and their traditional lines of business. These opportunities may permit certain utility companies to earn more than their traditional regulated rates of return. Some companies, however, may be forced to defend their core business and may be less profitable.

Among the risks that may affect utility companies are the following: risks of increases in fuel and other operating costs; the high cost of borrowing to finance capital construction during inflationary periods; restrictions on operations and increased costs and delays associated with compliance with environmental and nuclear safety regulations; and the difficulties involved in obtaining natural gas for resale or fuel for generating electricity at reasonable prices. Other risks include those related to the construction and operation of nuclear power plants; the effects of energy conservation and the effects of regulatory changes.

U.S. Government Agency Securities Risk. Treasury securities are backed by the full faith and credit of the U.S. government as to the timely payment of principal and interest. Securities issued by U.S. government agencies or government-sponsored entities may not be guaranteed by the U.S. Treasury. If a government-sponsored entity is unable to meet its obligations, the performance of the Fund will be adversely impacted.

U.S. Government Securities Risk. The Portfolio may invest in debt securities issued or guaranteed by certain U.S. Government agencies, instrumentalities and sponsored enterprises. Some U.S. Government securities, such as Treasury bills, notes and bonds and mortgage-backed securities guaranteed by the Government National Mortgage Association (Ginnie Mae), are supported by the full faith and credit of the United States; others are supported by the right of the issuer to borrow from the U.S. Treasury; others are supported by the discretionary authority of the U.S. Government to purchase the agency's obligations; and still others are supported only by the credit of the issuing agency, instrumentality, or enterprise. Although U.S. Government-sponsored enterprises may be chartered or sponsored by Congress, they are not funded by Congressional appropriations, and their securities are not issued by the U.S. Treasury, are not supported by the full faith and credit of the U.S. Government, and involve increased credit risks. In addition, certain governmental entities have been subject to regulatory scrutiny regarding their accounting policies and practices and other concerns that may result in legislation, changes in regulatory oversight and/or other consequences that could adversely affect the credit quality, availability or investment character of securities issued by these entities. In September 2008, the U.S. Government took control of the Federal Home Long Mortgage Corporation (Freddie Mac) and the Federal National Mortgage Association (Fannie Mae) and placed the companies into a conservatorship. The long-term effect of this conservatorship on the companies' debt, equities and other obligations is unclear. The value and liquidity of U.S. Government securities may be affected adversely by changes in the ratings of those securities.

Wealth Accumulation Shortfall Risk. This is the risk of not generating sufficient portfolio growth to fund your retirement.

Risk factors Associated with the Underlying Investments of the SPDR S&P 500 Trust ETF Portfolio and SPDR S&P MidCap 400 Trust ETF Portfolio

Investors can lose money by investing in Units. Prospective investors should carefully consider the risk factors described below together with all of the other information included in this Prospectus before deciding to invest in Units.

Investment in the Trust involves the risks inherent in an investment in any equity security. An investment in the Trust is subject to the risks of any investment in a broadly based portfolio of common stocks, including the risk that the general level of stock prices may decline, thereby adversely affecting the value of such investment. The value of Portfolio Securities may fluctuate in accordance with changes in the financial condition of the issuers of Portfolio Securities, the value of common stocks generally and other factors. The identity and weighting of Index Securities and the Portfolio Securities change from time to time. The financial condition of issuers of Portfolio Securities may become impaired or the general condition of the stock market may deteriorate, either of which may cause a decrease in the value of the Portfolio and thus in the value of Units. Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic and banking crises. Holders of common stocks of any given issuer incur more risk than holders of preferred stocks and debt obligations of the issuer because the rights of common stockholders, as owners of the issuer, generally are subordinate to the rights of creditors of, or holders of debt obligations or preferred stocks issued by, such issuer. Further, unlike debt securities that typically have a stated principal amount payable at maturity, or preferred stocks that typically have a liquidation preference

and may have stated optional or mandatory redemption provisions, common stocks have neither a fixed principal amount nor a maturity. Common stock values are subject to market fluctuations as long as the common stock remains outstanding. The value of the Portfolio will fluctuate over the entire life of the Trust. There can be no assurance that the issuers of Portfolio Securities will pay dividends. Distributions generally depend upon the declaration of dividends by the issuers of Portfolio Securities and the declaration of such dividends generally depends upon various factors, including the financial condition of the issuers and general economic conditions.

The Trust is not actively managed. The Trust is not actively "managed" by traditional methods, and therefore the adverse financial condition of an issuer will not result in its elimination from the Portfolio unless such issuer is removed from the S&P 500 Index.

A liquid trading market for certain Portfolio Securities may not exist. Although most of the Portfolio Securities are listed on a national securities exchange, the principal trading market for some may be in the over-the-counter market. The existence of a liquid trading market for certain Portfolio Securities may depend on whether dealers will make a market in such stocks. There can be no assurance that a market will be made or maintained for any Portfolio Securities, or that any such market will be or remain liquid. The price at which Portfolio Securities may be sold and the value of the Portfolio will be adversely affected if trading markets for Portfolio Securities are limited or absent.

The Trust may not exactly replicate the performance of the S&P 500 Index. The Trust may not be able to replicate exactly the performance of the S&P 500 Index because the total return generated by the Portfolio is reduced by Trust expenses and transaction costs incurred in adjusting the actual balance of the Portfolio. In addition, it is possible that the Trust may not always fully replicate the performance of the S&P 500 Index due to the unavailability of certain Index Securities in the secondary market or due to other extraordinary circumstances.

Investment in the Trust may have adverse tax consequences. Investors in the Trust should consider the U.S. federal, state, local and other tax consequences of the acquisition, ownership and disposition of Units. For a discussion of certain U.S. federal income tax consequences of the acquisition, ownership and disposition of Units, see "Federal Income Taxes."

NAV may not always correspond to market price. The NAVof Units in Creation Unit size aggregations and, proportionately, the NAV per Unit, change as fluctuations occur in the market value of Portfolio Securities. Investors should be aware that the aggregate public trading market price of 50,000 Units may be different from the NAV of a Creation Unit (i.e., 50,000 Units may trade at a premium over, or at a discount to, the NAVof a Creation Unit) and similarly the public trading market price per Unit may be different from the NAV of a Creation Unit on a per Unit basis. This price difference may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for Units is closely related to, but not identical to, the same forces influencing the prices of Index Securities trading individually or in the aggregate at any point in time. Investors also should note that the size of the Trust in terms of total assets held may change substantially over time and from time to time as Creation Units are created and redeemed.

The Exchange may halt trading in Trust Units. Units are listed for trading on NYSE Arca under the market symbol SPY. Trading in Trust Units may be halted under certain circumstances as summarized herein. See "Exchange Listing." Also, there can be no assurance that the requirements of the Exchange necessary to maintain the listing of Trust Units will continue to be met or will remain unchanged. The Trust will be terminated if Trust Units are delisted from the Exchange.

An investment in Trust Units is not the same as a direct investment in the Index Securities or other equity securities. Trust Units are subject to risks other than those inherent in an investment in the Index Securities or other equity securities, in that the selection of the stocks included in the Portfolio, the expenses associated with the Trust, or other factors distinguishing an ownership interest in a trust from the direct ownership of a portfolio of stocks may affect trading in Trust Units differently from trading in the Index Securities or other equity securities.

The regular settlement period for Creation Units may be reduced. Except as otherwise specifically noted, the time frames for delivery of stocks, cash, or Trust Units in connection with creation and redemption activity within the Clearing Process are based on NSCC's current "regular way" settlement period of three (3) days during which NSCC is open for business (each such day, an "NSCC Business Day"). NSCC may, in the future, reduce such "regular way" settlement period, in which case there may be a corresponding reduction in settlement periods applicable to Unit creations and redemptions.

Clearing and settlement of Creation Units may be delayed or fail. The Trustee delivers a portfolio of stocks for each Creation Unit delivered for redemption substantially identical in weighting and composition to the stock portion of a Portfolio Deposit as in effect on the date the request for redemption is deemed received by the Trustee. If the redemption is processed through the Clearing Process, the stocks that are not delivered are covered by NSCC's guarantee of the completion of such delivery. Any stocks not received on settlement date are marked-to-market until delivery is completed. The Trust, to the extent it has not already done so, remains obligated to deliver the stocks to NSCC, and the market risk of any increase in the value of the stocks until delivery is made by the Trust to NSCC could adversely affect the NAVof the Trust. Investors should note that the stocks to be delivered to a redeemer submitting a

redemption request outside of the Clearing Process that are not delivered to such redeemer are not covered by NSCC's guarantee of completion of delivery.

Buying or selling Trust Units incurs costs. Purchases and sales of exchange traded securities involve both brokerage and "spread" costs. Investors buying or selling Trust Units will incur a commission, fee or other charges imposed by the broker executing the transaction. In addition, investors will also bear the cost of the "spread," which is the difference between the "bid" (the price at which securities professionals will buy Trust Units) and the "ask" or "offer" (the price at which securities professionals are willing to sell Trust Units). Frequent trading in Trust Units by an investor may involve brokerage and spread costs that may have a significant negative effect upon the investor's overall investment results. This may be especially true for investors who make frequent periodic investments in small amounts of Trust Units over a lengthy time period.

Investors can lose money by investing in Units. Prospective investors should carefully consider the risk factors described below together with all of the other information included in this Prospectus before deciding to invest in Units.

The Trust may not exactly replicate the performance of the S&P MidCap 400 Index. The Trust may not be able to replicate exactly the performance of the S&P MidCap 400 Index because the total return generated by the Portfolio is reduced by Trust expenses and transaction costs incurred in adjusting the actual balance of the Portfolio. In addition, it is possible that the Trust may not always fully replicate the performance of the S&P MidCap 400 Index due to the unavailability of certain Index Securities in the secondary market or due to other extraordinary circumstances.

Risk factors associated with the State Street Institutional Investment Trust – Institutional Class

Risks of Investing Principally in Money Market Instruments.

- Interest Rate Risk – The risk that interest rates will rise, causing the value of the Portfolio's investments to fall. Also, the risk that as interest rates decline, the income that the Portfolio receives on its new investments generally will decline.
- Credit Risk – The risk that an issuer, guarantor or liquidity provider of an instrument will fail, including the perception that such an entity will fail, to make scheduled interest or principal payments, which may reduce the Portfolio's income and the market value of the instrument.
- Liquidity Risk – The risk that the Portfolio may not be able to sell some or all of its securities at desired prices, or may be unable to sell the securities at all, because of a lack of demand in the market for such securities, or a liquidity provider defaults on its obligation to purchase the securities when properly tendered by the Portfolio.

Risk Associated with Maintaining a Stable Share Price. If the market value of one or more of the portfolio's investments changes substantially during the period when the Portfolio holds them, the Fund may not be able to maintain a stable share price of $1.00. This risk typically is higher during periods of rapidly changing interest rates or when issuer credit quality generally is falling, and is made worse when the Portfolio experiences significant redemption requests.

Master/Feeder Structure Risk. The Fund's performance may suffer as a result of large cash inflows or outflows of the Portfolio in which the Fund invests.

Low Short-Term Interest Rates. At the date of this Prospectus, short-term interest rates approach 0%, and so the Fund's yield is very low. If the portfolio generates insufficient income to pay its expenses, it may not pay a daily dividend and may have a negative yield (i.e., it may lose money on an operating basis). It is possible that the portfolio will maintain a substantial portion of its assets in cash, on which it would earn little, if any, income.

Banking Industry Risk. To the extent the portfolio concentrates its investments in bank obligations, financial, economic, business, and other developments in the banking industry will have a greater effect on the portfolio than if it had not concentrated its assets in the banking industry. Adverse changes in the banking industry may include, among other things, banks experiencing substantial losses on loans, increases in non-performing assets and charge-offs and declines in total deposits.

Repurchase Agreement Risk. The portfolio may enter into a repurchase agreement, which is an agreement to buy a security from a seller at one price and a simultaneous agreement to sell it back to the original seller at an agreed-upon price. If the portfolio's counterparty is unable to honor its commitments, the portfolio could lose money.

Mortgage-Related Securities Risk. Defaults, or perceived increases in the risk of defaults, on the loans underlying these securities may impair the value of the securities. These securities also present a higher degree of prepayment risk (when repayment of principal occurs before scheduled maturity) and extension risk (when rates of repayment of principal are slower than expected) than do other types of fixed income securities. The enforceability of security interests that support these securities may, in some cases, be subject to limitations.

Foreign Securities. The portfolio may invest in U.S. dollar denominated instruments issued by foreign governments,corporations and financial institutions. Financial information relating to foreign issuers may be more limited

than financial information generally available for domestic issuers. In addition, the value of instruments of foreign issuers may be adversely affected by local or regional political and economic developments.

Government Securities Risk. Securities of certain U.S. government agencies and instrumentalities are not supported by the full faith and credit of the U.S. Government, and to the extent the Portfolio owns such securities, it must look principally to the agency or instrumentality issuing or guaranteeing the securities for repayment.

Variable and Floating Rate Securities Risk. The portfolio may purchase variable and floating rate securities issued or guaranteed by the U.S. government, or an agency or instrumentality thereof. A variable rate security provides for the automatic establishment of a new interest rate on set dates. Generally, changes in interest rates will have a smaller effect on the market value of variable and floating rate securities than on the market value of comparable fixed-income obligations. Thus, investing in variable and floating rate securities generally allows less opportunity for capital appreciation and depreciation than investing in comparable fixed income securities. There may be no active secondary market for a particular variable or floating rate instrument. Nevertheless, the periodic readjustments of their interest rates tend to assure that their value to the portfolio will approximate their par value. Variable and floating rate securities are subject to interest rate and credit/default risk.

Market Risk. The values of the securities in which the portfolio invests may go up or down in response to the prospects of individual issuers and/or general economic conditions. Price changes may be temporary or may last for extended periods. Recent instability in the financial markets has led the U.S. Government to take a number of unprecedented actions designed to support certain financial institutions and segments of the financial markets that have experienced extreme volatility and, in some cases, a lack of liquidity. The withdrawal of this support could negatively affect the value and liquidity of certain securities or of markets generally. In addition, legislation recently enacted in the U.S. calls for changes in many aspects of financial regulation. The impact of the legislation on the markets, and the practical implications for market participants, may not be fully known for some time.

Additional risks associated with the Static Portfolios

TRADING ISSUES. Although the shares of the Funds ("Shares") are listed for trading on NYSE Arca, Inc. (the "Exchange") and may be listed or traded on U.S. and non-U.S. stock exchanges other than the Exchange, there can be no assurance that an active trading market for such Shares will develop or be maintained. Trading in Shares on the Exchange may be halted due to market conditions or for reasons that, in the view of the Exchange, make trading in Shares inadvisable. In addition, trading in Shares on the Exchange is subject to trading halts caused by extraordinary market volatility pursuant to Exchange "circuit breaker" rules. There can be no assurance that the requirements of the Exchange necessary to maintain the listing of a Fund will continue to be met or will remain unchanged or that the Shares will trade with any volume, or at all, on any stock exchange.

FLUCTUATION OF NET ASSET VALUE; SHARE PREMIUMS AND DISCOUNTS. The net asset value of the Shares will generally fluctuate with changes in the market value of a Fund's securities holdings. The market prices of Shares will generally fluctuate in accordance with changes in a Fund's net asset value and supply and demand of Shares on the Exchange. It cannot be predicted whether Shares will trade below, at or above their net asset value. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for Shares will be closely related to, but not identical to, the same forces influencing the prices of the securities of an Index trading individually or in the aggregate at any point in time. The market prices of Shares may deviate significantly from the net asset value of the Shares during periods of market volatility. However, given that Shares can be created and redeemed in Creation Units (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their net asset value), the Adviser, and Sub-Adviser as applicable, believes that large discounts or premiums to the net asset value of Shares should not be sustained over long periods. While the creation/redemption feature is designed to make it likely that Shares normally will trade close to a Fund's net asset value, disruptions to creations and redemptions may result in trading prices that differ significantly from such Fund's net asset value. If an investor purchases Shares at a time when the market price is at a premium to the net asset value of the Shares or sells at a time when the market price is at a discount to the net asset value of the Shares, then the investor may sustain losses.

COSTS OF BUYING OR SELLING SHARES. Investors buying or selling Shares in the secondary market will pay brokerage commissions or other charges imposed by brokers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Shares. In addition, secondary market investors will also incur the cost of the difference between the price that an investor is willing to pay for Shares (the "bid" price) and the price at which an investor is willing to sell Shares (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for Shares based on trading volume and market liquidity, and is generally lower if a Fund's Shares have more trading volume and market liquidity and higher if a Fund's Shares have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or

selling Shares, including bid/ask spreads, frequent trading of Shares may significantly reduce investment results and an investment in Shares may not be advisable for investors who anticipate regularly making small investments.

LENDING OF SECURITIES. Although the Funds are indemnified by the Lending Agent for losses incurred in connection with a borrower's default with respect to a loan, the Funds bear the risk of loss of investing cash collateral and may be required to make payments to a borrower upon return of loaned securities if invested collateral has declined in value. Furthermore, because of the risks in delay of recovery, a Fund may lose the opportunity to sell the securities at a desirable price, and the Fund will generally not have the right to vote securities while they are being loaned.

CONCENTRATION. A Fund's assets will generally be concentrated in an industry or group of industries to the extent that the Fund's underlying Index concentrates in a particular industry or group of industries. By concentrating its assets in a single industry or group of industries, a Fund is subject to the risk that economic, political or other conditions that have a negative effect on that industry or group of industries will negatively impact the Fund to a greater extent than if the Fund's assets were invested in a wider variety of industries.

MONEY MARKET FUND INVESTMENTS. Although money market funds generally seek to preserve the value of their shares at $1 per share, it is possible that a Fund could lose money by investing in a money market fund. Investments in money market funds have traditionally not been and currently are not federally insured.

INVESTMENT STYLE RISK. Funds that have not been designated as a "large cap", "mid cap", "small cap", "micro cap", "growth" or "value" fund may nonetheless invest in companies that fall within a particular investment style from time to time. Risks associated with these types of companies are set forth below:

LARGE CAP RISK. Returns on investments in stocks of large companies could trail the returns on investments in stocks of smaller and mid-sized companies.

MID CAP RISK. Mid-sized companies may be more volatile and more likely than large-capitalization companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of mid-size companies could trail the returns on investments in stocks of larger or smaller companies.

SMALL CAP RISK. Small-sized companies may be more volatile and more likely than large- and mid-capitalization companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of small companies could trail the returns on investments in stocks of larger companies.

MICRO CAP RISK. Micro cap companies may be newly formed or in the early stages of development with limited product lines, markets or financial resources. Therefore, micro cap companies may be less financially secure than large-, mid- and small-capitalization companies and may be more vulnerable to key personnel losses due to reliance on a smaller number of management personnel. In addition, there may be less public information available about these companies. Micro cap stock prices may be more volatile than large-, mid- and small-capitalization companies and such stocks may be more thinly traded and thus difficult for the Fund to buy and sell in the market.

GROWTH RISK. The market values of growth stocks may be more volatile than other types of investments. The prices of growth stocks tend to reflect future expectations, and when those expectations change or are not met, share prices generally fall. The returns on "growth" securities may or may not move in tandem with the returns on other styles of investing or the overall stock market.

VALUE RISK. A "value" style of investing emphasizes undervalued companies with characteristics for improved valuations. This style of investing is subject to the risk that the valuations never improve or that the returns on "value" equity securities are less than returns on other styles of investing or the overall stock market.

DERIVATIVES. A derivative is a financial contract the value of which depends on, or is derived from, the value of a financial asset (such as stock, bond or currency), a physical asset (such as gold) or a market index (such as the S&P 500 Index). Each Fund may invest in futures contracts and other derivatives. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus a Fund's losses may be greater if it invests in derivatives than if it invests only in conventional securities.

CONTINUOUS OFFERING. The method by which Creation Units are purchased and traded may raise certain issues under applicable securities laws. Because new Creation Units are issued and sold by each Fund on an ongoing basis, at any point a "distribution," as such term is used in the Securities Act of 1933, as amended ("Securities Act"), may occur.

Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner which could render them statutory underwriters and subject them to the prospectus delivery and liability provisions of the Securities Act.

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Units after placing an order with the principal underwriter, breaks them down into individual Shares, and sells such Shares directly to

customers, or if it chooses to couple the creation of a supply of new Shares with an active selling effort involving solicitation of secondary market demand for Shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that could lead to categorization as an underwriter.

Broker-dealer firms should also note that dealers who are not "underwriters" but are effecting transactions in Shares, whether or not participating in the distribution of Shares, are generally required to deliver a prospectus or summary prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available with respect to such transactions as a result of Section 24(d) of the 1940 Act.

RISK FACTORS ASSOCIATED WITH THE SAVINGS PORTFOLIO

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.

SSgA Upromise 529 Plan

APPENDIX B:

SSgA UPROMISE 529 PLAN PARTICIPATION AGREEMENT

THIS PARTICIPATION AGREEMENT (the "**Participation Agreement**") is entered into between the Account Owner ("you," "I," or the "**Account Owner**") whose name appears on the Account Application form (the "**Application**") and the Nevada College Savings Trust Fund (the "**Trust Fund**"). The Treasurer of the State of Nevada (the "**Administrator**") administers the Trust Fund pursuant to authority delegated by the Board of Trustees of the College Savings Plans of Nevada (the "**Board**"). The SSgA Upromise 529 Plan (the "**Plan**") has been created within the Trust Fund, which was established under Chapter 353B of the Nevada Revised Statutes (the "**Act**") and designed to qualify for treatment as a qualified tuition program within the meaning of Section 529 of the Internal Revenue Code of 1986, as amended from time to time, and any regulations or other guidance issued thereunder (collectively, "**Section 529**"). Terms used in this Participation Agreement and not otherwise defined herein have the meanings defined in the Plan Description (the "**Plan Description**"), receipt of which is hereby acknowledged by the Account Owner. *By signing the Application and, if applicable, any Silver State Matching Grant Application, you agree to be bound by the terms of this Participation Agreement, the Plan Description, and the Program Regulations described below and represent that you have completed and agree to the terms of the Participation Agreement and any related Silver State Matching Grant Application.*

1. **Establishment of Account.** This Participation Agreement and the complete Application executed by the Account Owner with respect to an account (an "**Account**") shall constitute the entire contract between the Board, the Program Administrator and the Account Owner with respect to the Account. You request that the Board or the Program Administrator establish an Account pursuant to the Application for the benefit of the beneficiary designated on the Application (the "**Designated Beneficiary**"). Your Account and this Agreement are subject to the Act and the regulations adopted and amended from time to time by the Board or the Program Administrator pursuant to the Act (the "**Program Regulations**"). Account assets will be held, subject to the Act and Section 529, for the exclusive benefit of you and the Designated Beneficiary.

2. **Plan Management.** Upromise Investments, Inc. and certain of its affiliates (collectively, the "**Program Manager**") have been retained by the Board and the Program Administrator to provide marketing, distribution, administration and recordkeeping services for the Plan. The Program Manager will establish your Account upon receipt of a completed Application and the minimum initial contribution required for an Account.

3. **Contributions to Accounts.**

   (a) *Required Initial Contribution.* You must make an initial contribution of at least $250 to your Account at the time the Account is opened, or if you elect to establish an Automatic Investment Plan ("**AIP**") as described in the Plan Description, you may automatically transfer funds from a bank account to your Account in minimum amounts of $50 per month or $150 per quarter. In the future, the minimum initial contribution to the Plan may be higher or lower, and is subject to change at any time by the Board.

   (b) *Additional Contributions.* You may make additional contributions of $50 ($15 for payroll deduction or $25 Upromise Service contributions) or more to your Account at any time, subject to the maximum limits on contributions described below and, if you have established an AIP, you may automatically transfer funds from a bank account to your Account in minimum amounts of $50 per month or $150 per quarter. Account Owners may also receive a minimum gift contribution of $15 through Ugift – Give College Savings.

   (c) *Minimum Initial Contribution Per Portfolio.* The minimum allocation per selected Portfolio is five (5) percent of the contribution amount.

   (d) *Acceptable Contribution Methods.* Contributions to an Account may be made via check, Electronic Funds Transfer, or any other method permitted by the Act, Section 529, the Program Regulations and Plan procedures. Contributions to the Account may only be made in these cash methods.

   (e) *Maximum Permissible Contributions.* The Board will, from time to time, establish the maximum aggregate account balance value (the "**Maximum Contribution Limit**"), which will limit the amount of contributions that may be made to Accounts for any one Designated Beneficiary, as required by Section 529, the Act and the Program Regulations. Contributions that would result in an aggregate balance in all the Accounts for the same Designated Beneficiary in excess of the Maximum Contribution Limit will not be accepted and will be returned to the contributor (the "**Contributor**"). The balance in all accounts for the same Designated Beneficiary established under all Section 529 college savings programs sponsored by the State of Nevada under the Act will be aggregated with the balances in all Accounts established in the Plan in applying the Maximum Contribution Limit. The current Maximum Contribution Limit is set forth in the Plan Description and is subject to change at any time by the Board.

(f) *Third Party Contributions.* Individuals or entities other than the Account Owner that contribute funds to the Account will have no subsequent control over the contributions. Only the Account Owner may direct transfers, rollovers, investment changes (as permitted under federal law), withdrawals and changes in the Designated Beneficiary. The Account Owner is the owner of all contributions and all earnings thereon credited to his or her account under this Participation Agreement.

(g) *Right to Refuse Contributions.* Contributions may be refused if the Board, the Administrator or the Program Manager reasonably believes that the contributions appear to be an abuse of the Plan.

4. **Designation of Designated Beneficiary; Change of Designated Beneficiary.** The Account Owner will name a single Designated Beneficiary for the Account on the Application. The Account Owner may change the Designated Beneficiary of the Account without adverse federal income tax consequences, provided the new Designated Beneficiary is a Member of the Family, within the meaning of Section 529, of the current Designated Beneficiary. Any change in the Designated Beneficiary of the Account to a new Designated Beneficiary who is not a Member of the Family, within the meaning of Section 529, of the current Designated Beneficiary will be treated as a non-qualified withdrawal subject to all applicable federal and state taxes on earnings, including the additional federal tax of 10% on such earnings. To change a Designated Beneficiary, the Account Owner must complete and sign a Change of Beneficiary Form (and an Account Application if you do not already have an account for the new Designated Beneficiary). The change will be effective when the Program Manager has received and processed the appropriate form(s). A change of Designated Beneficiary will result in the assignment of a new Account number and may result in the reallocation, by the Program Manager, of the Account's assets.

5. **Investment Options.** The Plan has established several investment options each of which invests in various Portfolios (each, a "**Portfolio**") for the investment of assets in the Account. Your Account will be established by the Program Manager so that contributions are automatically allocated to the investment option(s) selected on the Account Application. Initial and subsequent contributions to your Account will be invested in accordance with the investment option(s) selected, and allocations chosen, by you, as described in the Plan Description, and Trust Interests of the investment option(s) (or any successor investment option(s)) selected will be allocated to your Account. Except for the Savings Portfolio, the Portfolios' Underlying Investments are primarily Exchange Traded Funds ("**ETFs**"). A portion of the assets of the College Date Portfolios and the Risk-Based Portfolios may be invested in the State Street Institutional Liquid Reserves Mutual Fund Except for the Savings Portfolio, the Portfolios are not insured or guaranteed by the Federal Deposit Insurance Corporation, the State of Nevada, the Board, the Program Administrator, any other government agency, the Program Manager or Investment Manager.

6. **Distributions from Accounts; Termination of Accounts.** You may direct distributions from your Account or terminate your Account at any time subject to the Plan's procedures (as described in the Plan Description) and any fees, penalties and additional tax that may be applicable as described below and in the Plan Description or as required by the Act or Section 529.

(a) *Distributions from Accounts.* You may direct distributions from your Account following the Program Manager's acceptance of a Withdrawal Request Form and any additional information or documentation required by the Board or the Program Manager.

(b) *Tax on Non-qualified Distributions.* Non-qualified distributions will be subject to all applicable federal and state taxes on earnings, including the additional federal tax of 10% on earnings.

(c) *Termination of Accounts.* The Board or the Account Owner may terminate an Account, and the Board may terminate the Plan, in accordance with the Act, Section 529, and/or the Program Regulations at any time. If the Board or the Program Manager finds that the Account Owner or a Designated Beneficiary has provided false or misleading information to the Board, the Program Manager or an eligible educational institution with respect to an Account, the Board may take such action permitted by the Act and Program Regulations such as termination of the Account and distribution of the Account balance. Upon termination of your Account, the Account balance will be distributed to you and contributions and all earnings thereon will be subject to all applicable federal and state taxes or penalties on non-qualified distributions.

7. **Account Owner's Representations.** You represent and agree as follows:

(a) I have carefully reviewed and understand the Plan Description, including, without limitation, the discussion of risks in the Plan Description under the heading "Plan Risks and Portfolio Risks" and in the appendix. I agree that the Plan Description is incorporated by reference herein. In making my decision to open an Account and enter into this Participation Agreement, I have not relied upon any representations or other information, whether written or oral, other than as set forth in the Plan Description and this Participation Agreement.

(b) I UNDERSTAND THAT (I) THE VALUE OF AN ACCOUNT WILL INCREASE OR DECREASE BASED ON THE INVESTMENT PERFORMANCE OF

THE PORTFOLIO(S) IN WHICH CONTRIBUTIONS TO THE ACCOUNT HAVE BEEN ALLOCATED AND THE UNDERLYING FUNDS IN WHICH THEY INVEST OR SUCH OTHER FUNDS, SECURITIES OR INVESTMENTS SELECTED BY THE BOARD; (II) THE VALUE OF AN ACCOUNT MAY BE MORE OR LESS THAN THE AMOUNT CONTRIBUTED TO THE ACCOUNT; (III) ALL CONTRIBUTIONS TO AN ACCOUNT ARE SUBJECT TO INVESTMENT RISKS, INCLUDING THE RISK OF LOSS OF ALL OR PART OF THE CONTRIBUTIONS AND ANY RETURN OR INTEREST EARNED THEREON; AND (IV) THE VALUE OF THE ACCOUNT MAY NOT BE ADEQUATE TO FUND ACTUAL HIGHER EDUCATION EXPENSES. I ACKNOWLEDGE THAT THERE IS NO GUARANTEE OF A RATE OF INTEREST OR RETURN ON ANY ACCOUNT. I UNDERSTAND THAT THE INTENDED TAX ADVANTAGES FOR THE ACCOUNT MAY BE NEGATIVELY AFFECTED BY FUTURE CHANGES IN TAX LAWS, REGULATIONS OR RULES. NONE OF THE BOARD, ANY MEMBER OF THE BOARD, THE STATE OF NEVADA, UPROMISE INVESTMENTS, INC, UPROMISE INVESTMENT ADVISORS, LLC, SSGA, OR ANY OF THEIR RESPECTIVE AFFILIATES, OFFICERS, EMPLOYEES, OR AGENTS, INSURES ANY ACCOUNT OR GUARANTEES ANY RATE OF RETURN OR ANY INTEREST RATE ON ANY CONTRIBUTION, AND NONE OF THE BOARD, ANY MEMBER OF THE BOARD, THE STATE OF NEVADA, UPROMISE INVESTMENTS, INC, UPROMISE INVESTMENT ADVISORS, LLC, SSGA, OR ANY OF THEIR RESPECTIVE AFFILIATES, OFFICERS, EMPLOYEES, OR AGENTS, IS LIABLE FOR ANY LOSS INCURRED BY ANY PERSON AS A RESULT OF PARTICIPATING IN THE PLAN.

(c) I understand that: (i) the state(s) in which I or the Designated Beneficiary live or pay taxes may offer a Section 529 Plan, (ii) that Section 529 Plan may offer me or the Designated Beneficiary state income tax or other benefits not available through the Plan, and (iii) I may want to consult with a qualified tax advisor regarding the state tax consequences of investing in the Plan.

(d) I must select an investment option for the Account from the investment choices provided on the Account Application. I understand that except for the initial selection of the investment option(s) and as permitted under Section 529, the Act, or the Program Regulations, I may not change the investment option(s) selected for an Account; all investment decisions for the investment option(s) and each Account will be made by the Board; and I have no authority to direct the investment of any assets previously contributed to the investment option(s), either directly or indirectly. I understand that only the Board will have the authority to make decisions concerning the mutual funds or other investments in which the investment option(s) will invest and the selection of the Program Manager. I understand that any Portfolio may at any time be merged, terminated, reorganized or cease accepting new contributions, and any such action affecting a Portfolio may result in contributions being reinvested in a Portfolio different from the Portfolio in which contributions were originally invested.

(e) I understand that although I own Trust Interests in a Portfolio, I do not have a direct beneficial interest in the mutual funds and other investment products approved by the Board from time to time, which may include stable value accounts, certificates of deposit or other investments held by that Portfolio and, therefore, I do not have the rights of an owner or shareholder of such mutual funds, other instruments, stable value accounts or certificates of deposit or other investments. I further understand that I received no advice or investment recommendation from, or on behalf of, the State of Nevada, the Board, the Plan, or the Program Manager.

(f) I agree that each contribution to the Account shall constitute my representation that each contribution (together with the current Account and all other accounts of which I am aware that have been established under the Plan and other accounts known to me to have been established under the Nevada College Savings Programs or the Nevada Prepaid Tuition Program for the same Designated Beneficiary) will not cause the aggregate balances in such accounts to exceed the amount reasonably believed by me to be necessary to provide for the Designated Beneficiary's future Qualified Higher Education Expenses, and in any event will not cause such aggregate balances to exceed the Maximum Contribution Limit then in effect.

(g) I understand that I am solely responsible for determining which qualified tuition program is best suited to my needs and objectives. I understand that each of the investment options within the Plan may not be suitable, and that the Plan may not be suitable, for all investors as a means of saving and investing for higher education costs. I have determined that an investment in the Plan is a suitable investment for me as a means of saving for the Qualified Higher Education Expenses of the Designated Beneficiary of my Account.

(h) I certify that all of the information that I provided in the Account Application and any other documentation subsequently furnished in connection with the opening or maintenance of, or any withdrawals from, the Account is and shall be

accurate and complete, and I agree to notify the Board or the Program Manager promptly of any material changes in such information.

(i) I understand that participation in the Plan does not guarantee that any Designated Beneficiary: (i) will be admitted as a student to any Eligible Educational Institution; (ii) if accepted, will be permitted to continue as a student; (iii) will graduate from any Eligible Educational Institution; (iv) will be treated as a state resident of any state for tuition purposes; or (v) will achieve any particular treatment under applicable federal or state financial aid programs. Further, I understand that participation in the Plan does not guarantee Nevada in-state tuition rates at Nevada state schools.

(j) I will not use an Account as collateral for any loan, and agree that any attempted use of an Account as collateral for a loan shall be void.

(k) I will not assign or transfer any interest in any Account except as permitted by Section 529 or the Act, any regulations issued thereunder, or the Board, and agree that any attempted assignment or transfer of such an interest shall be void. Notwithstanding the foregoing, I understand that I may designate a successor Account Owner to whom the Account will be assigned in the event of my death or legal incompetence. Plan accounts registered as Trust accounts may not designate a Successor Account Owner.

(l) I understand that the Plan will not lend money or other assets to any Account Owner or Designated Beneficiary.

(m) I understand that the Plan is established and maintained pursuant to the Act and is intended to qualify for treatment as a qualified tuition program within the meaning of Section 529. The Act and Section 529 are subject to change and neither the Board nor the Program Manager makes any representations that either the Act or Section 529 regulations, rules, guidance, notices, or other guidance issued thereunder will not be changed or repealed, or that the terms and conditions of the Plan will remain as currently described in the Plan Description and this Participation Agreement.

(n) 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, who resides in the United States of America or, that I have the requisite authority to enter into this Participation Agreement and to open an Account on behalf of the Designated Beneficiary. I also certify that the person named Designated Beneficiary of the Account is a citizen or a resident of the United States of America.

(o) I understand that any contributions credited to my Account will be deemed by the Board and the Program Manager to have been received from me and that contributions by third parties may result in adverse tax or other consequences to me or such third parties.

(p) I agree and acknowledge that included in the Fees and Expenses section of this Participation Agreement are investment management fees and other expenses charged by each of the mutual funds in which Account assets are invested under the applicable Portfolio(s) investments.

(q) I understand that I am opening this Account to provide funds for Qualified Higher Education Expenses of the Designated Beneficiary of the Account and that I should retain adequate records relating to distributions from my Account.

(r) I understand that the Board, the Program Administrator or the Program Manager may ask me to provide additional documentation that may be required by applicable law or the Program Regulations, and I agree to promptly comply with any such requests for additional documents.

(s) I understand that purchases and sales of units held in my Account may be confirmed to me on periodic account statements in lieu of an immediate confirmation.

(t) I agree that I have been given an opportunity, within a reasonable time prior to my execution of the Application, to ask questions of representatives of the Program Manager and to receive satisfactory answers concerning: (a) my participation in the Plan; (b) the terms and conditions governing the Plan; (c) the particular investment options that are available for the Designated Beneficiary of the Account; (d) the Plan Description, the Program Regulations, the Participation Agreement and the Application; (e) the applicable fees and expenses charged in connection with the Plan; and (f) my ability to obtain such additional information necessary to verify the accuracy of any information furnished.

(u) I understand that it is the Board's intent, to the extent it is consistent with its fiduciary duty, that so long as the Program Manager serves as investment manager to the Plan, the Program Manager will invest the assets of the Portfolios in ETFs and/or other investments selected by SSgA and approved by the Program Manager and the Board. I understand that Plan assets may be allocated among equity funds, fixed income funds, cash management funds, funding agreements and other such investments, and the FDIC insured omnibus savings account held in trust by the Board at Sallie Mae Bank.

(v) 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.

(w) 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 executing this Agreement is duly authorized to act as trustee for the trust; (iii) the Plan Description may not discuss tax consequences and other aspects of the Plan of particular relevance to the trust and individuals having an interest therein; 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.

(x) I understand that no part of my participation in the Plan will be considered to be a provision of an investment advisory service.

8. **Fees and Expenses.** The Account is subject to the following fees and expenses to pay for the costs of managing and administering the Plan as described in the Plan Description under the Heading "FEES AND EXPENSES" and the Accounts and all other expenses deemed necessary or appropriate by the Board:

   (a) *Annual Asset-Based Plan Fee.* Each Portfolio will be subject to annual asset-based charges as described in the Plan Description.

   (b) *Annual Account Maintenance Fee and Other Charges.* Each Account may be subject to direct and indirect fees and expenses charged in the amounts and as may be described in the Plan Description from time to time.

   (c) *Certain Transaction Fees.* An Account may be subject to fees for certain transactions, charged in the amounts and as described in the Plan Description.

   (d) *Audit Expenses.* Expenses for an independent annual audit of the Plan may be allocated among each Portfolio. See "*FEES AND EXPENSES*" and "*CONTINUING DISCLOSURE*."

9. **Necessity of Qualification.** The Plan intends to qualify for favorable federal tax treatment under Section 529. Because this qualification is vital to the Plan, the Board may modify the Plan or amend this Participation Agreement at any time if the Board decides that the change is needed to meet the requirements of Section 529 or the regulations administered by the IRS pursuant to Section 529, Nevada State law, or applicable rules or regulations promulgated by the Board or to ensure the proper administration of the Plan.

10. **Reports.** The Program Manager will send you periodic statements of your account. The Program Manager will provide tax reporting as required by applicable law. If you do not write to the Program Manager to object to a statement or report within 60 days after it has been sent to you, you will be considered to have approved it and to have released the Board, the Program Administrator and the Program Manager from all responsibility for matters covered by the report. You agree to provide all information the Board or the Program Manager may need to comply with any legal reporting requirements. You will continue to be responsible for filing your federal tax return and any other reports required of you by law.

11. **Amendment and Termination.** The Board may from time to time amend the Plan, this Participation Agreement, the Plan Description, or the Plan Regulations, and may suspend or terminate the Plan by giving you written notice (which amendment shall be effective upon the date specified in the notice), but the Plan may not thereby be diverted from the exclusive benefit of you and your Designated Beneficiary. Nothing contained in the Plan Description, this Participation Agreement, or the Program Regulations is an agreement or representation by the Board, the Program Administrator, Program Manager or any other person that it will continue to maintain the Plan indefinitely. A termination of the Plan or this Participation Agreement by the Board or the Program Administrator may result in a non-qualified withdrawal for which tax and penalties may be assessed. No provision of this Participation Agreement can be amended or waived except in writing signed by an authorized representative of the Board.

12. **Effective Date; Incorporation of Account Application.** This Participation Agreement shall become effective between the Board and you upon the first deposit to your Account or the acceptance of your properly completed Account Application by the Program Manager by and on behalf of the Board, whichever occurs first, subject to the Board's right to reject the Account Application if, in processing the Account Application, it is determined that the Account Application has not been fully and properly completed.

13. **Applicable Law.** This Participation Agreement is governed by the laws of Nevada without regard to its community property laws or its conflicts of laws.

14. **Extraordinary Events.** The Board, the Program Administrator and the Program Manager shall not be liable for loss caused directly or indirectly by government restrictions, exchange or market rulings, suspension of trading, war, acts of terrorism, strikes or other conditions beyond their control.

15. **Severability.** In the event that any clause, provision, or portion of this Participation Agreement is found to be invalid, illegal, void or unenforceable by reason of any law, rule, administrative order or judicial decision of a court of competent jurisdiction, that clause or portion will be severed from this Participation Agreement and the remainder shall continue in full force and effect as if such clause or portion had never been included.

16. **Disputes.** All decisions and interpretations by the Board and the Program Manager in connection with the operation of the Plan shall be final and binding upon you, the Designated Beneficiary and any other person affected thereby. Any claim by you or your Designated Beneficiary against the State of Nevada, the Board, the Trust, the Plan, or any of their respective officers, employees, or agents, pursuant to this Participation Agreement or the Plan shall be made solely against the assets of the Plan. If you have a substantial interest affected by a decision of the Board you may appeal to the Board in writing in accordance with the Board's procedures. The Board shall review the documentation and other submissions and make a determination within 60 days. The Board's appeal determination shall be in writing and returned to the appellant. All appeal decisions of the Board shall be final.

17. **Arbitration. Any controversy or claim arising out of or relating to this Plan or the Account Application, or the breach, termination, or validity of this Plan or the Account Application, shall be settled by arbitration administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules (except that if Upromise Investments or SSgA is a party to the arbitration, it may elect that arbitration will instead be subject to FINRA's Code of Arbitration Procedure), which are made part of this Agreement, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.**

By the Account Owner signing an Account Application and upon acceptance of the Account Owner's initial contribution by the Plan, the Account Owner, the State, the Board, SSgA and Upromise Investments agree as follows:

- **All parties to this Plan are giving up important rights under state law, including the right to sue each other in court and the right to a trial by jury, except as provided by the rules of the arbitration forum;**
- **Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited;**
- **The ability of the parties to obtain documents, witness statements and other discovery is generally more limited in arbitration than in court proceedings;**
- **The potential costs of arbitration may be more or less than the cost of litigation;**
- **The arbitrators do not have to explain the reason(s) for their award;**
- **The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry;**
- **The rules of the arbitration forum may impose time limits for bringing a claim in arbitration;**
- **In some cases, a claim that is eligible for arbitration may be brought in court; and**
- **No person shall bring a putative or certified class action to arbitration, nor 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 until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent set forth in this section.**

18. **Lawsuits Involving Your Account.** By opening an Account, you hereby submit (on behalf of yourself and your Designated Beneficiary) to exclusive jurisdiction of courts in Nevada for all legal proceedings arising out of or relating to this Agreement. The Board or the Program Manager may apply to a court at any time for judicial settlement of any matter involving your Account. If the Board or the Program Manager does so, they must give you or your Designated Beneficiary the opportunity to participate in the court proceeding, but they also can involve other persons. Any expense incurred by the Board or the Program Manager in legal proceedings involving your Account, including attorney's fees and expenses, are chargeable to your Account and payable by you or your Designated Beneficiary if not paid from your Account.

19. **Binding Nature.** This Participation Agreement shall be binding upon the parties and their respective heirs, successors, beneficiaries and permitted assigns. You agree that all of your representations and obligations under this Participation Agreement shall inure to the benefit of the Board and the Program Manager, all of whom can rely upon and enforce your representations and obligations contained in this Participation Agreement.

The SSgA Upromise 529 Plan (Plan) is administered by the Board of Trustees of the College Savings Plans of Nevada (Board), chaired by Nevada State Treasurer Kate Marshall. Upromise Investments, Inc. (UII) serves as the Program Manager. UII has overall responsibility for the day-to-day operations including distribution of the Plan and provision of certain marketing services for the Plan. State Street Global Advisors (SSgA) serves as Investment Manager for the Plan except for the Savings Portfolio, which is managed by Sallie Mae Bank, and also provides or arranges for certain marketing services for the Plan. The Plan's Portfolios invest in either (i) Exchange Traded Funds and mutual funds offered or managed by SSgA or its affiliates; or (ii) a Federal Deposit Insurance Corporation (FDIC)-insured omnibus savings account held in trust by the Board at Sallie Mae Bank. Upromise, Inc., UII and Sallie Mae Bank are affiliates. Except for the Savings Portfolio, investments in the Plan are not insured by the FDIC. Units of the Portfolios are municipal securities and the value of units will vary with market conditions.

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 the Plan, 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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