SUPPLEMENT NO. 4 DATED JULY 1, 2007, TO THE OKLAHOMA COLLEGE SAVINGS PLAN DISCLOSURE BOOKLET DATED JULY 19, 2006

This Supplement No. 4 (this "Supplement") amends, updates and supercedes anything to the contrary contained in the July 19, 2006 Disclosure Booklet of the Oklahoma College Savings Plan (the "Program"), the August 17, 2006 Supplement No. 1 ("Supplement No. 1"), the October 12, 2006 Supplement No. 2 ("Supplement No. 2") and the May 21, 2007 Supplement No. 3 ("Supplement No. 3") to the Disclosure Booklet (the July 19, 2006 Disclosure Booklet, Supplement No. 1, Supplement No. 2 and Supplement No. 3 collectively, the "Disclosure Booklet"). This Supplement does not update any information contained in the Disclosure Booklet except as specifically described herein. It should be read in conjunction with the Disclosure Booklet for complete information about the Program. Capitalized terms used in this Supplement No. 4 and not otherwise defined will have the same meaning as used in the Disclosure Booklet.

STATE TAX LAW TREATMENT

The tax information contained below was written to support the promotion and marketing of the Program. It was neither written nor intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Taxpayers should seek tax advice from an independent tax advisor based on their own particular circumstances.

The Section of the Disclosure Booklet entitled "SECTION I: THE OKLAHOMA COLLEGE SAVINGS PLAN — SUMMARY OF KEY FEATURES — Tax Matters" is amended by adding the following after the sixth sentence in the fourth paragraph of that Section:

For taxable years beginning after December 31, 2006, a deduction for contributions will be limited, and future deductions will be recaptured, in certain circumstances where a contribution is rolled over to another state's qualified tuition program or a taxpayer makes a non-qualified withdrawal, as defined in Oklahoma tax law.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – State Tax Treatment" is amended by deleting the seventh and eighth sentences in the third paragraph in that Section and replacing them with the following:

For taxable years beginning after December 31, 2005, contributions and Rollover Distributions are deductible for a particular tax year if they are made during the tax year or by the later of either April 15 of the next year, or the due date of the taxpayer's state income tax return, excluding extensions. Contributions and Rollover Distribution amounts may only be deducted once.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – State Tax Treatment" is amended by adding the following paragraph directly after the third paragraph in that Section:

For taxable years beginning after December 31, 2006, a deduction for contributions will be limited, and future deductions will be recaptured, in certain circumstances where a contribution is rolled over to another state's qualified tuition program or the taxpayer makes a non-qualified withdrawal, as defined in Oklahoma tax law. Oklahoma defines "non-qualified withdrawal" as a withdrawal other than (i) a qualified withdrawal, (ii) a withdrawal made as a result of the death or disability of the designated beneficiary of an account (iii) a withdrawal made on account of a scholarship or allowance or a payment described in the Internal Revenue Code (including certain veteran's benefits and payments that are exempt from income taxation under any law of the United States), received by the designated beneficiary to the extent the amount of the withdrawal does not exceed the amount of the scholarship, allowance or payment, or (iv) a rollover, change in designated beneficiary of the account or transfer of funds between accounts.

A taxpayer that executes a Rollover Distribution or non-qualified withdrawal, within the same tax year in which a contribution to the taxpayer's Account was made, will be subject to a reduction of the contribution deduction, otherwise available, by the amount of the Rollover Distribution or non-qualified withdrawal. A taxpayer that executes a Rollover Distribution or non-qualified withdrawal, within the five-year carryforward period in which a contribution deduction is received, will be subject to a reduction of the contribution deduction, otherwise available, by the amount of the Rollover Distribution or non-qualified withdrawal. A taxpayer that executes a Rollover Distribution, within one year of the date of the contribution, will be required to include the amount of such Rollover Distribution, for which a contribution deduction was received, in adjusted gross income in the taxable year of the Rollover Distribution. A taxpayer that executes a non-qualified withdrawal will be required to include the amount of such non-qualified withdrawal, for which a contribution deduction was received, and any earnings thereon, in adjusted gross income in the taxable year of the non-qualified withdrawal.

SUPPLEMENT NO. 3 DATED MAY 21, 2007, TO THE OKLAHOMA COLLEGE SAVINGS PLAN DISCLOSURE BOOKLET DATED JULY 19, 2006

This Supplement No. 3 (this "Supplement") amends, updates and supercedes anything to the contrary contained in the July 19, 2006 Disclosure Booklet of the Oklahoma College Savings Plan (the "Program"), the August 17, 2006 Supplement No. 1 ("Supplement No. 1") and the October 12, 2006 Supplement No. 2 ("Supplement No. 2") to the Disclosure Booklet (the July 19, 2006 Disclosure Booklet, Supplement No. 1, and Supplement No. 2, collectively, the "Disclosure Booklet"). This Supplement does not update any information contained in the Disclosure Booklet except as specifically described herein. It should be read in conjunction with the Disclosure Booklet for complete information about the Program. Capitalized terms used in this Supplement No. 3 and not otherwise defined will have the same meaning as used in the Disclosure Booklet.

I. FEES AND EXPENSES

The fees and expenses of certain underlying Mutual Funds have been lowered. Accordingly, the Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — FEES AND EXPENSES" is amended by replacing that Section with the following:

The following table describes the fees and expenses that you pay if you open and contribute to an Account in the Program. These fees are directly or indirectly paid out of the assets of your Account. Except for the fees listed below, there are currently no other fees, charges or penalties imposed by or payable to the Board in connection with opening or maintaining an Account, other than any applicable taxes or related penalties. The Board reserves the right to change the current fees, or to impose new or additional fees, expenses, charges or penalties in the future.

FEE TABLE

	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES
Investment Option	**Estimated Underlying Mutual Fund Expenses (a)**	**Program Manager Fee(b)**	**State Fee(c)**	**Miscellaneous Fees**	**TOTAL ANNUAL ASSET-BASED FEES(d)**	**Other Fees**
Managed Allocation Option						
Age Band 1 (0-3 Years)	0.18%	0.65%	None	None	0.83%	None
Age Band 2 (4-7 Years)	0.20%	0.65%	None	None	0.85%	None
Age Band 3 (8-11 Years)	0.23%	0.65%	None	None	0.88%	None
Age Band 4 (12-14 Years)	0.25%	0.65%	None	None	0.90%	None
Age Band 5 (15-17 Years)	0.25%	0.65%	None	None	0.90%	None
Age Band 6 (18 and over)	0.21%	0.65%	None	None	0.86%	None
Diversified Equity Option	0.33%	0.65%	None	None	0.98%	None
100% Equity Option	0.14%	0.65%	None	None	0.79%	None
Balanced Option	0.33%	0.65%	None	None	0.98%	None
Fixed Income Option	0.34%	0.65%	None	None	0.99%	None
Guaranteed Option	None(e)	None(e)	None	None	None	None

(a) Each Account invested in the Program's Investment Options other than the Guaranteed Option pays its pro rata share of the operating expenses of each Mutual Fund (generally 0.08% to 0.59% of the average daily net assets) ("**Underlying Fund Expenses**") held in such Investment Option. Underlying Fund Expenses include payment to the Program Manager's affiliates, for investment advisory, administrative and other expenses. The information provided in this column is (i) based on the total net operating expense ratio of the institutional class of shares of each Mutual Fund for the most recent fiscal year reported in the Mutual Funds' February 1, 2007 prospectus and (ii) for each Age Band of the Managed Allocation Option invested in multiple Mutual Funds, and for Program assets allocated to the Diversified Equity Option, the 100% Equity Option, the Balanced Option and the Fixed Income Option, which are also invested in multiple Mutual Funds, based on a weighted average of each Mutual Fund's expense ratio in accordance with the relevant allocations among the Mutual Funds as of February 1, 2007. The total net operating expense ratio measures the annual operating expenses of a Mutual Fund as a percentage of its average daily net assets.

(b) The Program Manager Fee with respect to the Managed Allocation Option, the Diversified Equity Option, the 100% Equity Option, the Balanced Option and the Fixed Income Option may not exceed 0.65% of the average daily net assets of the Program invested in these Investment Options.

(c) Account Owners are not charged a State Fee.

(d) Total Annual Asset-Based Fees are the total fees assessed against Accounts over the course of a year determined by adding together amounts in the prior columns. Please see the investment cost example chart below for the assumed investment cost of these fees over 1-, 3-, 5-, and 10-year periods.

(e) Account Owners are not subject to any additional charge to pay for the expenses of the Funding Agreement held in the Guaranteed Option. Although TIAA-CREF Life pays an annual asset-based expense fee to the Program Manager for distribution, administration and other reasonable expenses with respect to assets invested in the Guaranteed Option, this fee is *not* deducted from your Account. This fee is based upon the amount of assets in the Guaranteed Option and may be discontinued at any time by TIAA-CREF Life. The interest rate for the Funding Agreement is set periodically by TIAA-CREF Life after consideration of several factors including the amount of this fee, and in any event, such rate is no less than the Minimum Rate.

Investment Cost Example

The example in the following table is intended to help you compare the cost of investing in the different Investment Options over various periods of time. This example assumes that:

- You invest $10,000 in an Account for the time periods shown below.
- Your investment has a 5% compounded return each year, except for the Guaranteed Option, which is assumed to have a 3% compounded return each year.
- You withdraw the assets from your Account at the end of the specified periods for Qualified Higher Education Expenses.
- Total annual asset-based fees remain the same as shown in the Fee Table above.

- The example does not consider the impact of any potential state or federal taxes on the redemption.

Although your actual costs may be higher or lower, based on the above assumptions your costs would be:

INVESTMENT OPTIONS	APPROXIMATE COST OF $10,000 INVESTMENT			
	One Year	Three Years	Five Years	Ten Years
Managed Allocation Option				
Age Band 1 (0-3 Years)	$85	$266	$462	$1,029
Age Band 2 (4-7 Years)	$87	$272	$473	$1,052
Age Band 3 (8-11 Years)	$90	$282	$490	$1,088
Age Band 4 (12-14 Years)	$92	$288	$500	$1,112
Age Band 5 (15-17 Years)	$92	$288	$500	$1,112
Age Band 6 (18 and over)	$88	$275	$479	$1,064
Diversified Equity Option	$100	$314	$544	$1,206
100% Equity Option	$81	$253	$440	$981
Balanced Option	$100	$314	$544	$1,206
Fixed Income Option	$101	$317	$549	$1,217
Guaranteed Option	$0	$0	$0	$0

Additional Fees

The table below indicates that there are no additional fees and expenses deducted from each Account/paid directly by the Account Owner.

	Percent	Dollars
Application Fee	0.00%	$0
Cancellation Fee	0.00%	$0
Change in Beneficiary	0.00%	$0
Change in Investment Options	0.00%	$0
Other charges as applicable	0.00%	$0

II. PAST PERFORMANCE – MANAGED ALLOCATION OPTION

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — PAST PERFORMANCE — Managed Allocation Option" is amended by replacing the "Average Annual Total Returns For the Period Ended May 31, 2006" performance table in that Section with the following:

Managed Allocation Option

Average Annual Total Returns[1]
For the Period Ended March 31, 2007

Age Band[2]	Age of Beneficiary	Inception Date	1 Year	3 Year	Since Inception
1	0-3	January 16, 2004	11.78%	10.42%	10.10%
	Blended Index[3]	-	12.64%	11.85%	11.61%
2	4–7	January 16, 2004	11.13%	9.76%	9.58%
	Blended Index[3]	-	11.89%	10.79%	10.68%
3	8-11	January 16, 2004	10.11%	8.26%	8.32%
	Blended Index[3]	-	10.78%	9.20%	9.32%
4	12-14	January 16, 2004	9.45%	7.26%	7.53%
	Blended Index[3]	-	10.10%	8.18%	8.50%
5	15-17	January 16, 2004	8.18%	5.83%	6.23%
	Blended Index[3]	-	8.74%	6.57%	7.01%
6	18 and over	January 16, 2004	6.93%	4.86%	5.05%
	Blended Index[3]	-	7.35%	5.37%	5.59%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like current performance data, please visit the Program's website at www.ok4saving.org or call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

[1] All figures in the table represent the average annual compound rate of total return.

[2] Beneficiaries are moved from one Age Band to the next Age Band on the first "rolling date" following their fourth, eight, twelfth, fifteenth and eighteenth birthdays. The "Rolling Dates" are March 20, June 20, September 20 and December 20 (or the first business day thereafter).

[3] The Blended Indexes are unmanaged and do not reflect the deduction of any fees or expenses.

III. PAST PERFORMANCE – ADDITIONAL INVESTMENT OPTIONS

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — PAST PERFORMANCE — Additional Investment Options" is amended by replacing the "Average Annual Total Returns For the Period Ended May 31, 2006" performance table in that Section with the following:

Additional Investment Options

Average Annual Total Returns[1]
For the Period Ended March 31, 2007

	Inception Date	1 Year	3 Year	5 Year	Since Inception
100% Equity Option	April 27, 2001	13.62%	12.75%	8.86%	4.99%
Blended Index[2]	April 27, 2001	14.25%	14.03%	9.91%	6.36%
Diversified Equity Option[3]	July 19, 2006	N/A	N/A	N/A	18.80%
Blended Index[2]	July 19, 2006	N/A	N/A	N/A	17.39%
Balanced Option[3]	July 19, 2006	N/A	N/A	N/A	12.90%
Blended Index[2]	July 19, 2006	N/A	N/A	N/A	12.52%
Fixed Income Option[3]	July 28, 2006	N/A	N/A	N/A	3.80%
Blended Index[2]	July 28, 2006	N/A	N/A	N/A	4.76%
Guaranteed Option[4]	May 1, 2001	3.40%	3.21%	3.46%	3.75%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account (other than investments in the Guaranteed Option) will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like current performance data, please visit the Program's Web site at www.ok4saving.org or call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

[1] All figures for the 100% Equity Option and the Guaranteed Option in the table represent the average annual compound rate of total return. All figures for the Diversified Equity Option, the Balanced Option and the Fixed Income Option represent cumulative, non-annualized returns.

[2] The Blended Index is unmanaged and does not reflect the deduction of any fees or expenses.

[3] These Investment Options have limited operating histories, so the returns cited may not be a good indication of how they may perform over a longer time period.

[4] Effective April 1, 2006, accumulations under the Funding Agreement for the Guaranteed Option as of March 31, 2006, were credited to the Oklahoma College Savings Plan with an effective annual interest rate of 3.45%, and were guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company. The Oklahoma College Savings Plan was credited with an effective annual interest rate of 3.45% on contributions received and earnings on such contributions under the Funding Agreement for the Guaranteed Option from April 1, 2006, until further notice, and was guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company.

Effective April 1, 2007, accumulations under the Funding Agreement for the Guaranteed Option as of March 31, 2007, are credited to the Oklahoma College Savings Plan with an effective annual interest rate of 3.60%, and are guaranteed to earn this rate through March 31, 2008, subject to the claims-paying ability of TIAA-CREF Life Insurance Company. The Oklahoma College Savings Plan will be credited with an effective annual interest rate of 3.60% on contributions received and earnings on such contributions under the Funding Agreement for the Guaranteed Option from April 1, 2007, until further notice, and is guaranteed to earn this rate through March 31, 2008, subject to the claims-paying ability of TIAA-CREF Life Insurance Company.

IV. THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" is amended by replacing the first paragraph of that Section with the following:

The following summarizes the investment policies of the Mutual Funds in which the Board will invest the contributions made to your Account. As noted in the individual investment strategy descriptions below, most of the Mutual Funds have a policy of investing at least 80% of their assets (net assets, plus the amount of any borrowings for investment purposes) in the particular type of securities implied by their names. The term "equity securities" means an ownership interest, or the right to acquire an ownership interest, in an issuer. For purposes of the 80% policy of a Mutual Fund, the term includes common stocks, preferred stocks, convertible securities, warrants, and other securities which, by their terms are convertible to common stock. The allocations among the Mutual Funds can be changed at any time by the Board. The use of a particular benchmark index by a Mutual Fund is not a fundamental policy and can be changed without shareholder approval. An investment in the Program is not the same as a direct investment in the Mutual Funds. No one can assure that a Mutual Fund will achieve its investment objective and investors should not consider any one Mutual Fund or Investment Option to be a complete investment program. Each Mutual Fund is a separate series of the TIAA-CREF Institutional Mutual Funds, which is registered as an investment company under the Investment Company Act of 1940, as amended. No Mutual Fund financial information is included in this Disclosure Booklet. The information provided in this Disclosure Booklet is only a summary. Please consult the Mutual Funds' prospectus for additional information. For copies of the prospectus and more information about the Mutual Funds, contact your Program Manager or visit http//:www.tiaa-cref.org/prospectuses/index.html.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Equity Funds — Active Equity Funds — The TIAA-CREF Institutional Mid-Cap Value Fund" is amended by replacing the paragraphs under the heading "Principal Investment Strategies" with the following:

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of medium-sized domestic companies, as defined by the Fund's benchmark index (the Russell Midcap® Value Index), that appear undervalued by the market based on the portfolio manager's evaluation of their potential worth.

The Fund uses a variety of comparative valuation criteria to determine whether shares of a particular company might be undervalued, including:

- analyses of historical valuations of the same security;
- valuations of comparable securities in the same sector or the overall market;

- various financial ratios such as stock price-to-book value, stock price-to earnings, and dividend yield; and

- free cash flow generated by the company.

The Fund may invest up to 20% of its total assets in foreign investments. The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Equity Funds – Active Equity Funds — The TIAA-CREF Institutional International Equity Fund" is amended by replacing the first paragraph under the label "Principal Investment Strategies" with the following:

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of foreign issuers. The Fund has a policy of maintaining investments of equity securities of foreign issuers located in at least three countries other than the United States. The active managers select individual stocks, and let the Fund's country and regional asset allocations evolve from their stock selection. The Fund does, however, regularly manage its sector and country exposure against the Fund's benchmark index, the Morgan Stanley Capital International EAFE® (Europe, Australasia, Far East) Index (the "**MSCI EAFE® Index**"), in order to control risk. The Fund may invest in emerging market securities to varying degrees, depending on the prevalence of stock specific opportunities. The Fund may sometimes hold a significant amount of stocks of smaller, lesser-known companies.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Equity Index Funds" is amended by replacing the first paragraph of that Section with the following:

Index Funds

Each of the Index Funds seeks a favorable long-term total return from a diversified portfolio of equity securities selected to track the various U.S. or foreign markets of publicly traded stocks, as represented by a broad stock market index. The Index Funds may use a sampling approach to create a portfolio that closely matches the overall investment characteristics (for example, market capitalization and industry weightings of securities) of its index without investing in all of the stocks in the index. Each of the Index Funds is described below.

Principal Investment Strategy of the Index Funds: Each Index Fund is designed to track various U.S. or foreign equity markets as a whole or a segment of these markets. Each Fund primarily invests its net assets in equity securities selected to track a designated broad stock market index. Because the return of an index is not reduced by investment and other operating expenses, a Fund's ability to match its index is negatively affected by the costs of buying and selling securities as well as other expenses.

Generally, the Index Funds are subject to the same risks as the Equity Funds, described in more detail below.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Equity Funds" is amended by replacing the first sentence in that Section with the following:

An investment in an Equity Fund, or any Fund's equity investments, will be subject to the following principal investment risks as described below:

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Equity Funds" is amended by replacing the bulleted paragraph labeled "Index Risk" with the following:

- **Index Risk** — This is the risk that a Fund's performance will not match its index for any period of time. Although each Index Fund attempts to closely track the investment performance of its respective index, an Index Fund may not duplicate the exact composition of its index. In addition, unlike a Fund, the returns of an index are not reduced by investment and other operating expenses, and therefore, the ability of an Index Fund to match the performance of its index is adversely affected by the costs of buying and selling investments as well as other expenses. Therefore, none of the Index Funds can guarantee that its performance will match its index for any period of time.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Equity Funds" is amended by deleting in its entirety the bulleted paragraph labeled "Small Company Risk" and the prior introductory sentence.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Equity Funds" is amended by deleting in its entirety the bulleted paragraph labeled "Large Company Risk" and the prior introductory sentence.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Equity Funds" is amended by replacing the bulleted paragraph labeled "Small-Cap/Mid-Cap Risk" with the following:

- **Small-Cap/Mid-Cap Risk**—Securities of small and mid-sized companies may experience steeper fluctuations in price than the securities of larger companies. They may also have to be sold at a discount from their current market prices or in small lots over an extended period, since they may be harder to sell than larger-cap securities.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Fixed Income Funds — The TIAA-CREF Institutional Bond Fund" is amended by replacing the second paragraph under the label "Principal Investment Strategies" with the following:

The Fund overweights or underweights individual securities or sectors relative to its benchmark index, the Lehman Brothers U.S. Aggregate Index, when it believes that it can take advantage of what appear to be undervalued, overlooked or misunderstood issuers that offer the potential to boost returns above that of the index. The Fund is managed to maintain an average duration that is similar to the Lehman Brothers U.S. Aggregate Index. Duration is a measure of volatility in the price of a bond in response to a change in prevailing interest rates, with a longer duration indicating more volatility. As of December 31, 2006, the duration of the Lehman Brothers U.S. Aggregate Index was 4.42 years. By keeping the duration of the Fund close to that of the index, the returns due to changes in interest rates should be similar between the Fund and the index. The Fund may invest up to 15% of its total assets in fixed income securities of foreign issuers.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Fixed Income Funds — The TIAA-CREF Institutional Bond Fund" is amended by replacing the first paragraph under the label "Investment Risks" with the following:

Investment Risks: The Fund is subject to substantial interest rate risk and significant prepayment/extension risk, income risk, moderate credit risk and moderate call risk, as described below under "Principal Risks of Investing in the Fixed Income Funds," as well as company risk, moderate foreign investment risk and moderate index risk, as described above under "Principal Risks of Investing in the Equity Funds." The value of securities held by the Fund changes in response to daily changes in prevailing market interest rates. Although the Fund invests primarily in investment-grade securities, market values for such securities can still vary independent of interest rate changes, depending upon the market evaluation of general credit conditions and liquidity.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Fixed Income Funds — The TIAA-CREF Institutional Inflation-Linked Bond Fund" is amended by replacing the first paragraph under the label "Principal Investment Strategies" with the following:

Principal Investment Strategies: The Fund invests at least 80% of its assets in fixed-income securities whose returns are designed to track a specified inflation index over the life of the security. Typically, the Fund will invest in U.S. Treasury Inflation-Indexed Securities ("**TIIS**"). The Fund can also invest in (1) other inflation indexed bonds issued or guaranteed by the U.S. Government or its agencies, by corporations and other U.S. domiciled issuers, as well as foreign governments, and (2) money market instruments or other short-term securities.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Fixed-Income Funds" is amended by replacing the first sentence in that Section with the following:

An investment in a Fixed-Income Fund, or any Fund's fixed-income investments, typically is subject to the following principal investment risks described below. In addition, certain of the Funds may be subject to some of the risks previously identified for the Equity Funds, which are described above:

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Principal Risks of Investing in the Fixed-Income Funds" is amended by replacing the bulleted paragraph labeled "Credit Risk (a type of Company Risk)" with the following:

- **Credit Risk** (a type of **Company Risk**) – The risk that a decline in a company's financial position may prevent it from making principal and interest payments on fixed-income securities when due. As a result, the issuer could default on its obligations, thereby causing a Fund to lose its investment in the security. This risk is heightened in the case of investments in lower-rated high-yield fixed-income securities.

- **Call Risk** – The risk that an issuer will redeem a fixed-income security prior to maturity. This often happens when prevailing interest rates are lower than the rate specified for the fixed-income security. If a fixed-income security is called early, a Fund may not be able to benefit fully from the increase in value that other fixed-income securities experience when interest rates decline. Additionally, a Fund would likely have to reinvest the payoff proceeds at current yields, which are likely to be lower than the fixed-income securities in which the Fund originally invested.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Money Market Fund — The TIAA-CREF Institutional Money Market Fund" is amended by replacing the paragraphs under the label "Principal Investment Strategies" with the following:

Principal Investment Strategies: The Fund invests primarily in high-quality short-term money market instruments.

The Fund invests in:

(1) Commercial paper (short term "IOUs" issued by corporations and others) or variable-rate, floating rate, or variable-amount securities of domestic or foreign companies;
(2) Obligations of commercial banks, savings banks, savings and loan associations, and foreign banks whose latest annual financial statements show more than $1 billion in assets. These include certificates of deposit, time deposits, bankers' acceptances, and other short-term debt;
(3) Securities issued by, or whose principal and interest are guaranteed by, the U.S. Government or one of its agencies or instrumentalities;
(4) Other debt obligations with a remaining maturity of 397 days or less issued by domestic or foreign companies;
(5) Repurchase agreements involving securities issued or guaranteed by the U.S. Government or one of its agencies or instrumentalities, or involving certificates of deposit, commercial paper, or bankers' acceptances;
(6) Participation interests in loans banks have made to the issuers of (1) and (4) above (these may be considered illiquid);
(7) Asset-backed securities issued by domestic corporations or trusts;
(8) Obligations issued or guaranteed by foreign governments or their political subdivisions, agencies, or instrumentalities; and/or
(9) Obligations of international organizations (and related government agencies) designated or supported by the U.S. or foreign government agencies to promote economic development or international banking.

The Money Market Fund limits its investments to securities that present minimal credit risk that are rated in the highest rating categories for short-term instruments. The Fund will only purchase money market instruments that at the time of purchase are "First Tier Securities," that is, instruments rated within the highest category by at least two nationally recognized statistical rating organizations ("**NRSROs**"), or rated within the highest category by one NRSRO if it is the only NRSRO to have issued a rating for the security, or unrated securities of comparable quality. The Fund can also invest up to 30% of its assets in money market and debt instruments of foreign issuers denominated in U.S. dollars.

The above list of investments is not exclusive and the Fund may make other investments consistent with its investment objectives and policies.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Money Market Fund — The TIAA-CREF Institutional Money Market Fund" is amended by replacing the paragraph labeled "Investment Risks" with the following:

Investment Risks: The principal risk of investing in the Money Market Fund is current income risk — that is, the income the Fund receives may fall as a result of a decline in interest rates. To a lesser extent the Fund is also subject to market risk, company risk, income volatility, interest rate risk, prepayment risk and extension risk. Although the Fund seeks to preserve the value of any investment at $1.00 per share, it is possible to lose money by investing in the Fund. An investment in the Money Market Fund, like the other Funds, is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

V. THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT

The Section of the Disclosure Booklet entitled "SECTION I: THE OKLAHOMA COLLEGE SAVINGS PLAN — SUMMARY OF KEY FEATURES — Investment Options" is amended by replacing the paragraph under the bullet "Guaranteed Option" with the following:

Contributions under this Investment Option are allocated to a Funding Agreement issued by TIAA-CREF Life to the Program. The Funding Agreement expires on April 4, 2010, unless further extended by the Board and TIAA-CREF Life. The Funding Agreement guarantees the Program principal and a minimum rate of interest per annum (the "**Minimum Rate**"), with the opportunity for additional returns as may be periodically declared in advance by TIAA-CREF Life. For information regarding any additional declared rates, please visit the Program's Web site at www.ok4saving.org or contact the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284). The Minimum Rate over the term of the Funding Agreement will not be less than 1% nor greater than 3% and will be reset each April 1 (the "**Reset Date**"). The Minimum Rate is based on the average five-year Constant Maturity Treasury Rate ("**CMT**") reported by the Federal Reserve for the calendar month of February that precedes the Reset Date, less 0.0125**,** rounded to the nearest 0.0005. TIAA-CREF Life may make changes to the Reset Date and/or the choice of calendar month for which the CMT is calculated. The investment objective of the Guaranteed Option is to provide a return of principal and a minimum rate of return with the potential for additional interest.

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — INVESTMENT OPTIONS" is amended by replacing the paragraph under the bullet "Guaranteed Option" with the following:

Contributions under this Investment Option are allocated to a Funding Agreement issued by TIAA-CREF Life to the Program. The Funding Agreement expires on April 4, 2010, unless further extended by the Board and TIAA-CREF Life. The Funding Agreement is an insurance contract which provides the Program with a guaranteed return of principal and a Minimum Rate, with the opportunity for additional returns. The Minimum Rate over the term of the Funding Agreement will not be less than 1% nor greater than 3% and will be reset each Reset Date. The Minimum Rate is based on the average five-year CMT reported by the Federal Reserve for the calendar month of February that precedes the Reset Date, less 0.0125**,** rounded to the nearest 0.0005. TIAA-CREF Life may make changes to the Reset Date and/or the choice of calendar month for which the CMT is calculated. Periodically, TIAA-CREF Life will declare the rate it will pay under the Funding Agreement, including any additional returns in excess of the annual Minimum Rate. For information regarding any additional rates that may be declared, please visit the Program's Web site at www.ok4saving.org or contact the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284). The rate of such additional returns is declared in advance by TIAA-CREF Life for a period of up to twelve months and is not guaranteed for future periods. However, the Program cannot predict the amount of any such additional returns under the Funding Agreement beyond such twelve-month period. See "THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT" below for additional information. It is important to note that this Investment Option does not have an allocation mix that changes as the Beneficiary approaches the age when he/she would generally be expected to enroll in an Eligible Educational Institution, as does the Managed Allocation Option. **The return on an investment in the Guaranteed Option may not be sufficient to meet a particular college savings goal.**

The Section of the Disclosure Booklet entitled "SECTION II: THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION — THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT" is amended by replacing the third paragraph of that Section with the following:

The Funding Agreement guarantees the Program a return of all principal and the Minimum Rate. The Minimum Rate over the term of the Funding Agreement will not be less than 1% nor greater than 3% and will be reset each Reset Date. The Minimum Rate is based on the average five-year CMT reported by the Federal Reserve for the calendar month of February that precedes the Reset Date, less 0.0125**,** rounded to the nearest 0.0005. TIAA-CREF Life may make changes to the Reset Date and/or the choice of calendar month for which the CMT is calculated. Periodically, TIAA-CREF Life will declare the rate it will pay under the Funding Agreement, including any additional returns in excess of the annual Minimum Rate. Any such additional interest rates will be declared in advance by TIAA-CREF Life for a period of up to twelve months and are not guaranteed for future periods.

If you would like to obtain additional copies of the Disclosure Booklet, you can download and print these documents at www.ok4saving.org or call 1-877-ok4-saving (1-877-654-7284) toll-free to request copies.

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SUPPLEMENT NO. 2 DATED OCTOBER 12, 2006 TO THE OKLAHOMA COLLEGE SAVINGS PLAN DISCLOSURE BOOKLET DATED JULY 19, 2006

This Supplement No. 2 (this "Supplement") amends, updates and supercedes anything to the contrary contained in the July 19, 2006 Disclosure Booklet (the "Disclosure Booklet") of the Oklahoma College Savings Plan (the "Program") and Supplement No. 1 to the Disclosure Booklet dated August 17, 2006. The July 19, 2006 Disclosure Booklet and Supplement No. 1 to the Disclosure Booklet dated August 17, 2006 are collectively referred to herein as the "Disclosure Booklet." This Supplement does not update any information contained in the Disclosure Booklet except as specifically described herein. It should be read in conjunction with the Disclosure Booklet for complete information about the Program. Capitalized terms used in this Supplement No. 2 and not otherwise defined will have the same meaning as used in the Disclosure Booklet.

I. PAST PERFORMANCE – MANAGED ALLOCATION OPTION

The Section of the Disclosure Booklet entitled "THE OKLAHOMA COLLEGE SAVINGS PLAN – DETAILED PROGRAM DESCRIPTION – PAST PERFORMANCE – Managed Allocation Option" is amended by replacing the "Average Annual Total Returns For the Period Ended May 31, 2006" performance table in that Section with the following:

Managed Allocation Option

Average Annual Total Returns [1]
For the Period Ended May 31, 2006

Age Band[2]	Age of Beneficiary	Inception Date	1 Year	Since Inception
1	0-3	January 16, 2004	9.59%	7.93%
	Blended Index[3]		11.54%	9.57%
2	4–7	January 16, 2004	8.49%	7.53%
	Blended Index[3]		9.91%	8.74%
3	8-11	January 16, 2004	6.22%	6.48%
	Blended Index[3]		7.45%	7.54%
4	12-14	January 16, 2004	4.58%	5.80%
	Blended Index[3]		5.76%	6.84%
5	15-17	January 16, 2004	3.17%	4.80%
	Blended Index[3]		4.00%	5.62%
6	18 and over	January 16, 2004	3.37%	3.90%
	Blended Index[3]		3.93%	4.45%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like to see the past performance of the closed age bands that were in place for this Investment Option prior to January 16, 2004, please call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).
[1] All figures in the table represent the average annual compound rate of total return.
[2] These Age Bands have limited operating histories, so the returns cited above may not be a good indication of how they may perform over a longer time period. Beneficiaries are moved from one Age Band to the next Age Band on the first "rolling date" following their fourth, eight, twelfth, fifteenth and eighteenth birthdays. The "Rolling Dates" are March 20, June 20, September 20 and December 20 (or the first business day thereafter).
[3] The Blended Indexes are unmanaged and do not reflect the deduction of any fees or expenses.

II. PAST PERFORMANCE – ADDITIONAL INVESTMENT OPTIONS

The Section of the Disclosure Booklet entitled "THE OKLAHOMA COLLEGE SAVINGS PLAN – DETAILED PROGRAM DESCRIPTION – PAST PERFORMANCE – Additional Investment Options" is amended by replacing the "Average Annual Total Returns For the Period Ended May 31, 2006" performance table in that Section with the following:

Additional Investment Options

Average Annual Total Returns [1]
For the Period Ended May 31, 2006

	Inception Date	1 Year	3 Year	5 Year	Since Inception
100% Equity Option	April 27, 2001	12.72%	15.47%	3.50%	2.81%
Blended Index [2]		14.71%	16.79%	4.54%	4.25%
Guaranteed Option[3]	May 1, 2001	3.24%	3.13%	3.77%	3.79%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account (other than investments in the Guaranteed Option) will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like to see current performance, please visit the Program's Web site at www.ok4saving.org or call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).
[1] All figures in the table represent the average annual compound rate of total return.
[2] The Blended Index is unmanaged and does not reflect the deduction of any fees or expenses.
[3] Effective April 1, 2006, accumulations under the Funding Agreement for the Guaranteed Option as of March 31, 2006, will be credited to the Oklahoma College Savings Plan with an effective annual interest rate of 3.45%, and are guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company. The Oklahoma College Savings Plan will be credited with an effective annual interest rate of 3.45% on contributions received and earnings on such contributions under the Funding Agreement for the Guaranteed Option from April 1, 2006, until further notice, and are guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company.

SUPPLEMENT NO. 1 DATED AUGUST 17, 2006 TO THE OKLAHOMA COLLEGE SAVINGS PLAN DISCLOSURE BOOKLET DATED JULY 19, 2006

This Supplement No. 1 (this "Supplement") amends, updates and supercedes anything to the contrary contained in the July 19, 2006 Disclosure Booklet (the "Disclosure Booklet") of the Oklahoma College Savings Plan (the "Program"). This Supplement does not update any information contained in the Disclosure Booklet except as specifically described herein. It should be read in conjunction with the Disclosure Booklet for complete information about the Program. Capitalized terms used in this Supplement No. 1 and not otherwise defined will have the same meaning as used in the Disclosure Booklet.

I. PERMANENCY OF 2001 TAX ACT BENEFITS RELATING TO QUALIFIED TUITION PROGRAMS

The tax information contained below was written to support the promotion and marketing of the Program. It was neither written nor intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Taxpayers should seek tax advice from an independent tax advisor based on their own particular circumstances.

On June 7, 2001, the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "2001 Tax Act") was enacted into law. The 2001 Tax Act provides certain federal tax benefits that enhance the value of your investment in the Program. Those benefits, however, were set to expire on December 31, 2010. On August 17, 2006, the Pension Protection Act of 2006 (the "2006 Tax Act") made permanent the benefits of the 2001 Tax Act that are applicable to qualified tuition programs. Accordingly, the following revisions are made to the Disclosure Booklet.

The Section of the Disclosure Booklet entitled "THE OKLAHOMA COLLEGE SAVINGS PLAN - SUMMARY OF KEY FEATURES – Tax Matters" is amended by replacing the portion of the third paragraph of that Section following the third sentence with the following:

The provisions of the 2001 Tax Act were set to expire on December 31, 2010. On August 17, 2006, the Pension Protection Act of 2006 (the "**2006 Tax Act**") was enacted into law. The 2006 Tax Act makes permanent the benefits provided by the 2001 Tax Act relating to investment in qualified tuition programs.

The Section of the Disclosure Booklet entitled "THE OKLAHOMA COLLEGE SAVINGS PLAN - SUMMARY OF KEY FEATURES – Risks of Investing in the Program" is amended by replacing the sixth bullet point with the following:

- the risk that certain federal tax benefits associated with your investment in the Program will be eliminated as a result of changes in federal law;

The Section of the Disclosure Booklet entitled "RISKS OF INVESTING IN THE PROGRAM – Risks Related to Expiration of the 2001 Tax Act" is deleted.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – Tax Law Changes Affecting the Program" is amended by replacing that Section with the following:

On June 7, 2001, the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "**2001 Tax Act**") was enacted into law. The provisions of the 2001 Tax Act specifically applicable to accounts in qualified tuition programs are summarized in the following description of the federal tax treatment of Accounts in the Program and in other sections of this Disclosure Booklet. The provisions of the 2001 Tax Act were set to expire on December 31, 2010. However, on August 17, 2006, the Pension Protection Act of 2006 (the "**2006 Tax Act**") was enacted. The 2006 Tax Act makes permanent the provisions of the 2001 Tax Act that affect qualified tuition programs.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – Federal Income Tax Treatment – Qualified Withdrawals" is amended by deleting the last sentence of the first paragraph of that Section.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – State Tax Treatment" is amended by deleting "and the potential State tax consequences of the expiration of the 2001 Tax Act," from the last sentence of the last paragraph of that Section.

The Section of the Disclosure Booklet entitled "APPENDIX – TAX INFORMATION – Federal Tax Effects of the Expiration of the 2001 Tax Act" is amended by replacing that Section with the following:

The 2001 Tax Act repealed a provision of the IRC that provided that if Account Owners contribute to a Coverdell ESA on behalf of a Beneficiary and also contribute to a qualified tuition program account for the same Beneficiary in the same year, the contribution to the Coverdell ESA would be subject to an annual 6% excise tax until withdrawal of the funds. The repeal of that provision is set to expire on December 31, 2010. Unless Congress extends the repeal of that provision or otherwise changes the law, the federal tax law governing excise taxes on contributions to a Coverdell ESA will revert on January 1, 2011, to the rules that existed until December 31, 2001 and, consequently, the above-stated provision that was repealed by the 2001 Tax Act will again be effective.

II. THE TIAA-CREF INSTITUTIONAL REAL ESTATE SECURITIES FUND

The Section of the Disclosure Booklet entitled "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS – Real Estate Securities Fund – The TIAA-CREF Institutional Real Estate Securities Fund" is amended by replacing the first paragraph under the label "Principal Investment Strategies" with the following:

Principal Investment Strategies: The Fund invests at least 80% of its assets in the equity and fixed-income securities of companies that are principally engaged in or related to the real estate industry ("**real estate securities**"), including those that own significant real estate assets, such as real estate investment trusts ("**REITs**"). The Fund is actively managed using a research-oriented process with a focus on cash flows, asset values and its belief in management's ability to increase shareholder value. The Fund does not invest directly in real estate. The Fund concentrates its investments in the real estate industry.

DISCLOSURE BOOKLET AND PARTICIPATION AGREEMENTS

for

THE OKLAHOMA COLLEGE SAVINGS PLAN

TRUSTEE:

THE BOARD OF TRUSTEES OF THE OKLAHOMA

COLLEGE SAVINGS PLAN

Oklahoma 529
College Savings Plan

PROGRAM MANAGER:

TIAA-CREF TUITION FINANCING, INC.

July 19, 2006

No security issued by the Program has been registered with or approved by the United States Securities and Exchange Commission or any state securities commission.

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FOR THE GREATER GOOD®

OK0607.XXP

No dealer, broker, salesperson or other person has been authorized by the Board of Trustees of the Oklahoma College Savings Plan (the "**Board**") or TIAA-CREF Tuition Financing, Inc. ("**TFI**" or the "**Program Manager**") to give any information or to make any representations other than those contained in this document and, if given or made, such other information or representations must not be relied upon as having been authorized by the Board or the Program Manager.

This Program Disclosure Booklet (this "**Disclosure Booklet**") includes the attached Appendix (the "**Appendix**"), Addendum I: Participation Agreements and Addendum II: Notice of TIAA-CREF Privacy Policy. Each Participation Agreement incorporates by reference those portions of the Disclosure Booklet concerning the Program and the terms applicable to Accounts (as modified from time to time), and is the contract between the Board and an account owner (an "**Account Owner**"). Statements contained in this Disclosure Booklet which involve estimates, forecasts or matters of opinion, whether or not expressly so described therein, are intended solely as such and are not to be construed as representations of facts.

The information and opinions in this Disclosure Booklet are subject to change without notice, and neither delivery of this Disclosure Booklet nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Board or the Program Manager since the date of this Disclosure Booklet.

This Disclosure Booklet 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 Oklahoma College Savings Plan by any person, in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Disclosure Booklet is available as public information on the Program's Web site at www.ok4saving.org or by calling the Program Manager at 1-877-ok4-saving (1-877-654-7284).

LOCATOR TABLE

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GLOSSARY

The Disclosure Booklet and Participation Agreements are intended to be as clear and understandable as possible. However, certain words and terms used throughout the Disclosure Booklet do carry special meaning in connection with the Program. This Glossary is included here for your convenient reference. Refer to the text throughout the Disclosure Booklet for more complete discussion of these terms.

2001 Tax Act	The Economic Growth and Tax Relief Reconciliation Act of 2001.
Account	An account in the Program opened by an Account Owner to receive his/her contributions and to provide funds for the Qualified Higher Education Expenses of the Beneficiary.
Account Owner/You	The owner of an Account in the Program.
Act	The Oklahoma College Savings Plan Act, which authorizes the Oklahoma College Savings Plan.
Additional Tax	A 10% federal additional tax imposed on the earnings portion of Non-Qualified Withdrawals.
Affiliate Materials	Informational materials concerning financial products and services offered by TIAA-CREF and its affiliates that Participants may opt to receive.
Age Bands	Groupings of Beneficiaries based on age for purposes of allocating contributions under the Managed Allocation Option.
Annual Information	The financial information and operating data relating to the Program provided each year to Account Owners by the Program Manager.
Appendix	The Appendix to the Program Disclosure Booklet which contains tax information.
Application	The application to open an Account.
Beneficiary	Beneficiary for an Account in the Program as designated by the Account Owner.
Blended Index	A customized index combining the Fund benchmarks for each of the Mutual Funds held in that Investment Option during the relevant time period weighted according to the allocations of those Mutual Funds and adjusted to reflect any changes in the allocations and the benchmarks during the relevant period.

Board	The Board of Trustees of the Oklahoma College Savings Plan.
CMO	A Collateralized Mortgage Obligation.
CMT	Constant Maturity Treasury Rate
Contingent Account Owner	A designee of the Account Owner who will become the owner of the Account in the event of that Account Owner's death.
Coverdell ESA	A Coverdell Education Savings Account.
CPI-U	The Consumer Price Index for All Urban Consumers.
CREF	College Retirement Equities Fund.
Disclosure Booklet	The Program Disclosure Booklet.
Eligible Educational Institutions	Accredited, postsecondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree or another recognized postsecondary credential, including certain proprietary institutions and postsecondary technical or vocational schools and certain institutions in foreign countries, which are eligible to participate in a financial aid program under Title IV of the Higher Education Act of 1968.
Fund/Funds/Mutual Funds	One or more of the TIAA-CREF Institutional Mutual Funds.
Funding Agreement	The current funding agreement issued by TIAA-CREF Life Insurance Company to the Program which guarantees a return of principal and a minimum rate of return each year.
Inception Date	The day on which funds (e.g., contributions and earnings) were first invested in an Age Band or Investment Option after it was made available.
Investment Options	The investment options to which you may allocate your contributions and earnings thereon.
IRC	The Internal Revenue Code of 1986, as amended.
IRS	Internal Revenue Service.
Management Agreement	Agreement under which the Board has engaged TFI to serve as the Program Manager.

Maximum Account Balance Limit	The maximum amount that may be contributed to an Account, currently $300,000. When the total balance of your Account and all other Accounts for the same Beneficiary has reached the Maximum Account Balance Limit, any additional contribution that you make to your Account will be rejected and returned.
Member of the Family	A person related to the Beneficiary as follows: (1) a son or daughter, or a descendant of either; (2) a stepson or stepdaughter; (3) a brother, sister, stepbrother or stepsister; (4) the father or mother, or an ancestor of either; (5) a stepfather or stepmother; (6) a son or daughter of a brother or sister; (7) a brother or sister of the father or mother; (8) a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law; (9) the spouse of any of the foregoing individuals or the spouse of the Beneficiary; or (10) a first cousin of the Beneficiary. For this purpose, a child includes a legally adopted child and a brother or sister includes a half-brother or half-sister.
Military Academies	The United States Military Academy, the United States Naval Academy, the United States Air Force Academy, the United States Coast Guard Academy and the United States Merchant Marine Academy.
Minimum Rate	The minimum rate of interest guaranteed to the Program by TIAA-CREF Life under the Funding Agreement which applies to funds invested in the Guaranteed Option.
Moody's	Moody's Investors Service, Inc., a securities ratings agency.
NAV	The net asset value per share of each Mutual Fund.
Non-Qualified Withdrawal	Any withdrawal from an Account other than (1) a Qualified Withdrawal; (2) a withdrawal paid to a beneficiary of or the estate of the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at a Military Academy by, the Beneficiary; or (3) a Rollover Distribution. In the event of a Non-Qualified Withdrawal, an Additional Tax of 10% of the earnings portion of the withdrawal will be imposed on the distributee.

NRMSIR	Nationally Recognized Municipal Securities Information Repository.
NRSRO	Nationally Recognized Statistical Rating Organization.
NYSE	The New York Stock Exchange.
Participation Agreement	An agreement between an individual, entity, a custodian under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act or a trustee and the Board for the purpose of opening and maintaining an Account in the Program. Your rights and obligations as an Account Owner are set forth in your Participation Agreement.
Personal Information	Certain nonpublic personal information of Participants addressed by the TIAA-CREF Privacy Policy. See ADDENDUM II — NOTICE OF TIAA-CREF PRIVACY POLICY.
Program	The Oklahoma College Savings Plan.
Program Manager	TIAA-CREF Tuition Financing, Inc.
Program Manager Fee	The annual management fee paid to the Program Manager, currently equal to 0.65% of the average daily net assets held the Program (excluding assets held in the Guaranteed Option), plus the expenses of the underlying Mutual Funds.
Qualified Higher Education Expenses	Tuition, certain room and board expenses, fees and the cost of books, supplies and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution.
Qualified Withdrawal	A distribution from your Account that is used to pay the Qualified Higher Education Expenses of the Beneficiary.
Real Estate Securities	Equity and fixed-income securities of companies that are principally engaged in or related to the real estate industry.
REIT	Real Estate Investment Trust.
REOC	Real Estate Operating Company.
Reset Date	The date each year on which the Minimum Rate is determined.

Rolling Date	The date on which an Account in the Managed Allocation Option is moved from one Age Band to the next Age Band based on the Beneficiary reaching his/her fourth, eighth, twelfth, fifteenth, and eighteenth birthdays. The Rolling Dates currently are March 20, June 20, September 20, or December 20 (or the first business day thereafter).
Rollover Distribution	Withdrawal of funds from an Account or from an account in another qualified tuition program, followed within 60 days by deposit to a qualified new or existing Account or to a qualified account in another qualified tuition program, including a transfer of funds between an Account and an account in another qualified tuition program.
S&P	Standard & Poor's, a securities ratings agency.
State	The State of Oklahoma.
TFI	TIAA-CREF Tuition Financing, Inc., the Program Manager.
TIAA	Teachers Insurance and Annuity Association of America.
TIAA-CREF	The TIAA-CREF group of companies, which includes TFI, TIAA, TIAA-CREF Life, Teachers Personal Investors Services, Inc. and TIAA-CREF Individual & Institutional Services, LLC among others.
TIAA-CREF Life	TIAA-CREF Life Insurance Company, which guarantees to the Program under the Funding Agreement a return of principal and a minimum rate of return per year for funds invested in the Guaranteed Option.
TIIS	United States Treasury Inflation-Indexed Securities.
UGMA	The Uniform Gifts to Minors Act.
Underlying Fund Expenses	The operating expenses of the Mutual Funds held in the Program's Investment Options.
Unit	A share of the assets held by the Oklahoma College Savings Plan.
UTMA	The Uniform Transfers to Minors Act.

SECTION I:
THE OKLAHOMA COLLEGE SAVINGS PLAN — SUMMARY OF KEY FEATURES

This Section I is a brief summary of the terms applicable to a Participation Agreement and the operation of the Program. Section II of this Disclosure Booklet contains a more detailed description of the Program. For complete information, you should read the entire Participation Agreement and this entire Disclosure Booklet.

Program and Board

The Oklahoma College Savings Plan (the "**Program**") created by the State of Oklahoma (the "**State**") is designed to help people save for the costs of education after high school. The Program was implemented and is administered by the Board of Trustees of the Oklahoma College Savings Plan (the "**Board**"). Currently, federal and State tax benefits enhance the value of investing in the Program. For additional information, see "SECTION II — OVERSIGHT OF THE PROGRAM."

Program Manager

TIAA-CREF Tuition Financing, Inc. ("**TFI**" or the "**Program Manager**") manages the Program under the direction of the Board. TFI was selected by the Board as the result of a competitive bidding process. TFI is part of the TIAA-CREF group of companies, a financial services organization with more than 87 years of investment experience. TFI and the Board have entered into a contract (the "**Management Agreement**") under which TFI and its affiliated companies and subcontractors provide services to the Program. TFI's term as Program Manager was originally for a five-year period ending on April 5, 2005. Pursuant to the terms of the contract, the Board has extended the term of the Management Agreement for an additional five-year term ending on April 4, 2010. For additional information, see "SECTION II — THE PROGRAM MANAGER."

Fees and Expenses

For its services as Program Manager, including all of its expenses and payments to its affiliates and subcontractors, TFI is paid an annual management fee (the "**Program Manager Fee**") equal to 0.65% of the average daily net assets held by the Program (excluding assets held in the Guaranteed Option, described below), plus the expenses of the underlying Mutual Funds. For additional information, see "SECTION II — FEES AND EXPENSES."

No Insurance or Guarantee

Investments in the Program are not insured or guaranteed (except to the extent of the guarantee by TIAA-CREF Life Insurance Company ("TIAA-CREF Life") to the Program under the Guaranteed Option) by the State, any State agency or instrumentality, the Program, the Board, the Federal Deposit Insurance Corporation, any federal government agency, TFI or Teachers Insurance and Annuity Association of America ("TIAA") and its affiliates. Investments in the Guaranteed Option are guaranteed by TIAA-CREF Life to the Program,

not to Account Owners in the Program. For additional information, see "SECTION II — RISKS OF INVESTING IN THE PROGRAM—No Insurance or Guarantee."

Tax Matters

State tax benefits offered in connection with the Program are available only to State taxpayers.

If you or the Beneficiary (defined below) of your Account reside in another state or have taxable income in another state, it is important for you to note that if that state has established a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended ("IRC"), that state's plan may offer favorable state income tax benefits or other benefits that are only available if you invest in that state's plan, and that are not available to you or the Beneficiary if you invest in this Program. Those benefits, if any, should be considered before making a decision to invest in the Program. State income tax benefits should be one of many appropriately weighted factors to be considered in making an investment decision. You should consult with a qualified advisor or contact that state's qualified tuition program to find out more about such benefits (including any applicable limitations) and to learn how the features, benefits and limitations of that state's plan may apply to your specific circumstances.

Currently, federal and State tax benefits enhance the value of investing in the Program. On June 7, 2001, the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "**2001 Tax Act**") was enacted into law. The provisions of the 2001 Tax Act specifically applicable to Accounts are summarized in this Disclosure Booklet and are described in the Appendix under "Tax Law Changes Affecting the Program." These provisions of the 2001 Tax Act are set to expire on December 31, 2010. If Congress does not extend these provisions beyond December 31, 2010, or otherwise change the law, the federal law governing the Program will revert on January 1, 2011, to the rules that existed until December 31, 2001, as described in the Appendix under "Federal Tax Effects of the Expiration of the 2001 Tax Act." When considering an investment, you should be aware that laws affecting your Account may change while your Account is open as further described under "SECTION II — RISKS OF INVESTING IN THE PROGRAM — Risks Related to Changes in Law and Risks Related to Expiration of the 2001 Tax Act." See the Appendix under "Tax Law Changes Affecting the Program" and "Federal Tax Effects of the Expiration of the 2001 Tax Act" for more complete information on the effects of the 2001 Tax Act. You should consult your tax advisor about how the 2001 Tax Act applies to you or your Beneficiaries.

The earnings on your Account are tax-deferred for federal and State income tax purposes until withdrawal. As long as withdrawals from your Account are used for the Beneficiary's Qualified Higher Education Expenses or satisfy Rollover Distribution requirements, the earnings portion of the withdrawals will not be subject to federal income taxation or State income taxation. Contributions to Accounts are deductible for State income tax purposes, subject to certain limits. For each tax year beginning on or after January 1, 2005, a taxpayer may deduct from Oklahoma adjusted gross income contributions to all Accounts up to a maximum of $10,000.00 for an individual taxpayer or $20,000.00 for taxpayers filing a joint return. To the extent that a taxpayer does not take a deduction in a tax year for contributions that are made for that tax year, the taxpayer may take a deduction over the following five tax years, provided that the amount deducted in each subsequent tax year for contributions does not exceed the annual deduction limit. For taxable years beginning after December 31, 2005, contributions and rollovers are deductible for a particular tax year if they are made during the tax year or by the later of either April 15 of the next year, or the due date of the taxpayer's state income tax return, excluding extensions. Contributions and rollover amounts may only be deducted once. For additional federal and State tax information, see "APPENDIX — TAX INFORMATION — Federal Income Tax Treatment" and "State Tax Treatment."

Use of Your Account for the Beneficiary

When you complete an application for the Program (an "**Application**"), which incorporates by reference a participation agreement for the Program (a "**Participation Agreement**") and portions of this Disclosure Booklet, and open an account (an "**Account**") as an account owner (an "**Account Owner**"), unless the Account is a scholarship account, you will be required to name a beneficiary (the "**Beneficiary**") for that Account. You may change the Beneficiary of your Account, subject to certain limitations. Any individual 18 years of age or older with a valid Social Security Number or federal Taxpayer Identification Number who is a U.S. citizen or resident alien may open and own an Account. Any individual with a valid Social Security Number or federal Taxpayer Identification Number who is a U.S. citizen or resident alien may be named a Beneficiary. Corporations and certain other types of entities are eligible to open Accounts in the Program. In addition, the Program allows custodians for minors under the Uniform Gifts to Minors Act ("**UGMA**") or Uniform Transfers to Minors Act ("**UTMA**") to open Accounts in the Program. Entity Accounts and UGMA/UTMA Accounts, however, are subject to additional restrictions or administrative requirements which are not applicable to individual Accounts. For additional information, see "SECTION II — OPENING AND MAINTAINING YOUR ACCOUNT — How to Participate in the Program." An Account Owner does not have to be an Oklahoma resident. However, the preferential State income tax treatment under Oklahoma law for Account Owners in the Program is available only to Oklahoma taxpayers.

Each Account may have only one Beneficiary. If you wish to make contributions for more than one Beneficiary, you must complete a separate Application and open a separate Account for each Beneficiary. You may change the Beneficiary of your Account; however, such change is subject to the Maximum Account Balance Limit of $300,000 that applies to all contributions to Accounts in the Program for the same Beneficiary and may be taxable under certain circumstances. For more information, see "SECTION II — OPENING AND MAINTAINING YOUR ACCOUNT — Contributions — *Maximum Account Balance Limit*" and "SECTION II — CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS." The Account and all rights under the Participation Agreement belong to you as the Account Owner and not to the Beneficiary.

No part of your Account nor any other interest in the Program can be used by you or your Beneficiary as security for a loan. The funds held in your Account are intended to pay for that Beneficiary's Qualified Higher Education Expenses at an Eligible Educational Institution as defined below.

- "**Qualified Higher Education Expenses**" are tuition, fees and the cost of books, supplies and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution. The amount of room and board expenses that are eligible to be treated as Qualified Higher Education Expenses is subject to certain limitations as described in detail below under "WITHDRAWALS — Qualified Withdrawals."

- "**Eligible Educational Institutions**" are accredited, postsecondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree or another recognized postsecondary credential, including certain proprietary institutions and postsecondary technical or vocational schools and certain institutions in foreign countries.

Investment Options

The Program has established six investment options (the "**Investment Options**") that are available to Account Owners. Five of these Investment Options allocate your contributions and earnings thereon to one or more of the TIAA-CREF Institutional Mutual Funds (collectively, the "**Funds**" or "**Mutual Funds**"). The sixth Investment Option allocates your contributions and earnings thereon to a funding agreement (the "**Funding Agreement**") issued by TIAA-CREF Life to the Program.

You may allocate your contributions to your Account for investment in any one or a combination of the Investment Options. However, once made, contributions and any earnings thereon may only be transferred to another Investment Option once per calendar year or upon a change of Beneficiary. See "SECTION II — CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS" for more information. Additional information about the Investment Options, including limitations and risks, appears in SECTION II under "INVESTMENT OPTIONS." Allocations for the Investment Options are made in accordance with the investment policy adopted by the Board and may be changed at any time by the Board.

The Investment Options are:

- **Managed Allocation Option**: The Program allocates your contributions under this Investment Option among a combination of the equity, real estate, fixed-income and money market Mutual Funds. The age of the Beneficiary of an Account and the date that Beneficiaries of his or her age would generally be expected to enroll in college determine how contributions are allocated. A larger percentage of contributions is allocated to equity and real estate investments in the early years of the Beneficiary's life. As the Beneficiary grows older, a declining percentage of the funds held in your Account will be allocated to equity and real estate investments, and an increasing percentage of the funds held in your Account will be allocated to fixed-income and money market investments. The investment objective of the Managed Allocation Option seeks to achieve investment returns over the applicable period from the time that contributions to an Account are made through the projected date of a withdrawal from the Account to pay for Qualified Higher Education Expenses that are at a rate that exceeds the rate of increase in the costs of higher education over that period.

- **Diversified Equity Option**: The Program allocates your contributions under this Investment Option among a combination of equity and real estate Mutual Funds in accordance with the investment policy adopted by the Board. The investment objective of the Diversified Equity Option is to exceed a blended return of its benchmarks for each of the Funds held in this Investment Option. For the current percentage of assets allocated to each Mutual Fund, see "Current Allocation Guidelines for the Diversified Equity Option" set forth under "INVESTMENT OPTIONS — Choosing Your Investment Options and How the Investment Options Are Invested."

- **100% Equity Option**: The Program allocates your contributions under this Investment Option among a combination of the equity and real estate Mutual Funds in accordance with the investment policy adopted by the Board. The investment objective of the 100% Equity Option is long term growth that is equal to the blended return of its benchmarks, before the deduction of expenses, for each of the Funds held in this Investment Option. For the current percentage of assets allocated to each Mutual Fund, see "Current Allocation Guidelines for the 100% Equity Option" set forth under "INVESTMENT OPTIONS — Choosing Your Investment Options and How the Investment Options Are Invested."

- **Balanced Option**: The Program allocates your contributions under this Investment Option among a combination of equity, real estate and fixed-income Mutual Funds in accordance with the investment policy adopted by the Board. The investment objective of the Balanced Option is to provide meaningful returns over time while limiting the potential risk associated with high allocations to a single asset class or the risk associated with a higher exposure to equities.

- **Fixed Income Option**: The Program allocates your contributions under this Investment Option between the TIAA-CREF Institutional Bond Fund and the TIAA-CREF Institutional Inflation-Linked Bond Fund in accordance with the investment policy adopted by the Board. The investment objective of the Fixed Income Option is to attempt to provide favorable long-term total returns through current income, while preserving capital and providing a degree of protection from inflation.

- **Guaranteed Option**: Contributions under this Investment Option are allocated to a Funding Agreement issued by TIAA-CREF Life to the Program. The expiration date of the Funding Agreement is April 4, 2010. The Funding Agreement guarantees the Program principal and a minimum rate of interest per annum (the "**Minimum Rate**"), with the opportunity for additional returns as may be periodically declared in advance by TIAA-CREF Life. The current Minimum Rate through March 31, 2007 is 3%. For information regarding any additional rates that may be declared, please visit the Program's Web site at www.ok4saving.org or contact the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284). The Minimum Rate over the term of the Funding Agreement will not be less than 1% or more than 3% and will be reset each April 1 (the "**Reset Date**") beginning on April 1, 2007. Beginning on April 1, 2007, the Minimum Rate will be based on the average five-year Constant Maturity Treasury Rate ("CMT") reported by the Federal Reserve for the calendar month of February that precedes the Reset Date, less 0.0125. TIAA-CREF Life may make changes to the Reset Date and/or the choice of calendar month for which the CMT is calculated. The investment objective of the Guaranteed Option is to provide a return of principal and a minimum rate of return with the potential for additional interest.

Account Owners should understand that an investment in an Investment Option is the purchase of interests issued by the Program, which are municipal fund securities. An investment in an Investment Option is not a direct investment in any underlying Mutual Fund or other investment vehicle to which funds in that Investment Option may be allocated, such as the Funding Agreement. Account Owners cannot sell, liquidate, or otherwise deal with any such underlying Mutual Fund or other investment vehicle.

No Account Owners or Beneficiaries may direct the investment of any contributions made to an Account or any earnings on contributions.

The value of your Account will fluctuate based on the performance of the Mutual Funds or other investment vehicles underlying your choice of Investment Options. **Investments under the Program are not guaranteed (except to the extent of the guarantee by TIAA-CREF Life to the Program under the Guaranteed Option), and no one can predict the returns from the investment of your contributions to the Program. The rate of return on assets in your Account during any particular period may be less than the rate of increase in the costs of higher education.**

Limitations on Contributions, Withdrawals and Transfers Between Investment Options

The limitations on contributions, withdrawals, and transfers between Investment Options by an Account Owner in the Program are intended to comply with Section 529 of the IRC. There is a Maximum Account Balance Limit of $300,000, based on certain higher education costs, that applies to all Accounts in the Program for the same Beneficiary. For additional information, see "SECTION II — OPENING AND MAINTAINING YOUR ACCOUNT – Contributions – *Maximum Account Balance Limit*." Also, under Section 529 of the IRC, transfers of funds from one Investment Option to another are limited to once per calendar year without a change in Beneficiary. For additional information, see "SECTION II — CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS — Transfers Between Investment Options."

Although Account Owners may withdraw funds from their Accounts, certain limitations and restrictions apply with respect to the tax consequences of such withdrawals pursuant to Section 529 of the IRC. A withdrawal from your Account is either: (a) a Qualified Withdrawal; (b) a withdrawal due to the death or disability of the Beneficiary, or made on account of a scholarship to the Beneficiary; (c) a withdrawal made on account of the Beneficiary's attendance at 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 "**Military Academies**"); (d) a Non-Qualified Withdrawal; or (e) a Rollover Distribution. There is a federal income tax penalty (an "**Additional Tax**"), that is applied to Non-Qualified Withdrawals. For additional information, see "SECTION II — WITHDRAWALS."

Account Owners are not able to withdraw a contribution until ten days after receipt of that contribution by the Program Manager's transfer agent.

Risks of Investing in the Program

Your investment in the Program is subject to certain risks. Those risks include, but are not limited to:

- the risks associated with the lack of insurance and guarantees to Account Owners investing in the Program by the Federal Deposit Insurance Corporation or any other government agency or entity;
- the risk that the value of your Account will decrease;
- the risk that investment returns over the applicable investment period will be less than the rate of increase in the costs of higher education over that period;
- the risk that the Board will change Investment Options and/or the underlying investment vehicles held in an Investment Option;
- the risks related to a potential change in the Program Manager;
- the risk that certain federal tax benefits associated with your investment in the Program will be eliminated if the 2001 Tax Act expires or other similar changes to the federal tax laws occur;
- the risk that certain Oklahoma state income tax benefits associated with your investment in the Program will be eliminated as the result of changes in Oklahoma law;
- the risk that changes will be made to the Program that render it less favorable to investors, including without limitation, an increase in fees and expenses; and
- the risk that contributions to an Account may adversely affect the Account Owner's or Beneficiary's eligibility for financial aid or other benefits.

For additional information, see "SECTION II — RISKS OF INVESTING IN THE PROGRAM."

Program Administration

The Program is authorized by the Oklahoma College Savings Plan Act (the "**Act**"). The Board has the authority to enter into contracts for program management services, adopt guidelines and procedures for the administration of the Program and establish investment policies for the Program.

Your rights as an Account Owner and the rights of your Beneficiary are established under provisions of the Act, any guidelines and procedures adopted by the Board, and your Participation Agreement.

For additional information concerning the Board's oversight of the Program, see "SECTION II — OVERSIGHT OF THE PROGRAM" and "THE PROGRAM MANAGER."

Circular 230 Disclosure

The tax information contained in this Disclosure Booklet was written to support the promotion and marketing of the Program. It was neither written nor intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Taxpayers should seek tax advice from an independent tax advisor based on their own particular circumstances.

The Disclosure Booklet and Additional Information

The remainder of this Disclosure Booklet in Section II, the Appendix and the Addenda describes the Program, the Investment Options and the Program's investment objectives, how to open an Account, and other relevant information about the Program. The Appendix contains detailed information about the tax benefits and consequences of investing in the Program under federal and State law. Addenda containing the Participation Agreements and a Notice of TIAA-CREF Privacy Policy appear after the Appendix. You may contact the Program Manager to receive additional copies of this Disclosure Booklet and answers to your questions about the Program by calling toll-free at 1-877-ok4-saving (1-877-654-7284) or visiting the Program Web site at www.ok4saving.org.

SECTION II:
THE OKLAHOMA COLLEGE SAVINGS PLAN — DETAILED PROGRAM DESCRIPTION

OPENING AND MAINTAINING YOUR ACCOUNT

How to Participate in the Program

You may contact the Program Manager or obtain any of the Applications or forms described below in any of the following ways: (1) access the Program's Web site at www.ok4saving.org, (2) call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284) or (3) write to the Program Manager at P.O. Box 8193, Boston, MA 02266-8193.

To open an Account, a prospective Account Owner executes the pertinent Participation Agreement (individual, entity or UGMA/UTMA) by signing the corresponding Application. You must complete an Application, designate a Beneficiary (who must be an individual) and mail the completed Application with your initial contribution to the following address: Oklahoma College Savings Plan, P.O. Box 8193, Boston, MA 02266-8193. You may also open an Account by completing the Application online at www.ok4saving.org. The three Participation Agreements (individual, entity and UGMA/UTMA) are set forth in Addendum I of this Disclosure Booklet. Each Participation Agreement incorporates by reference those portions of the Disclosure Booklet that concern the Program and the terms applicable to Accounts, as modified from time to time.

Accounts Owned by Individuals

Anyone with a valid Social Security Number or federal Taxpayer Identification Number who is a U.S. citizen or resident alien may open an Account or be a Beneficiary, except that an Account Owner must be at least 18 years of age. Each Account may have only one designated Beneficiary. If you wish to make contributions for more than one Beneficiary, you must complete a separate Application and open a separate Account for each Beneficiary. Other persons may open their own Account for the same Beneficiary. When you open your Account you should also designate a contingent account owner (who must be at least 18 years of age) to become the owner of your Account in the event of your death.

Accounts Owned by Entities

Corporations, trusts and certain other types of entities may also participate in the Program. Such entities, however, may be subject to certain restrictions and administrative requirements that are not applicable to Account Owners who are individuals. For example, an entity Account Owner is not permitted to designate a contingent account owner and entities will be required to submit documentation to open the Account and conduct certain transactions.

A State or local government (or agency or instrumentality) or organization described in Section 501(c)(3) of the IRC may also open an Account to fund scholarships. A Beneficiary need not be designated for such Accounts, but each individual who receives an interest in the

Account as a scholarship will be treated as a Beneficiary for that portion of the Account awarded to him or her. These Accounts may be subject to additional restrictions or administrative requirements.

Trustees may open entity Accounts, subject to the requirement that the trustee will be required to sign forms in the trustee's capacity as a trustee and may be required to execute such other forms and statements as the Board or the Program Manager may reasonably require. In addition, an Account Owner who is acting as a representative in a trustee capacity pursuant to a court order may also be subject to certain limitations and requirements which are not applicable to non-trustee Account Owners. Such limitations may apply to changing the ownership of the Account, and to designating a contingent account owner or Beneficiary, and to transferring funds from the Account.

Accounts Owned by UGMA/UTMA Custodians

The Program allows custodians for minors under UGMA/UTMA to open Accounts in the Program. Accounts opened by UGMA/UTMA custodians will be subject to the following restrictions:

- The custodian will be required to sign forms in the custodian's representative capacity as a custodian;

- The custodian will not be permitted to change the Beneficiary of an Account (directly or by means of a Rollover Distribution);

- The custodian will not be permitted to change the Account Owner of an Account from the custodian to anyone other than a successor custodian or the Beneficiary without providing the Program Manager with a court order directing the change (or as otherwise allowed under UGMA/UTMA);

- The custodian will be required to notify the Program Manager when the Beneficiary is legally entitled to take control of the Account and become the registered owner. At that time, the Beneficiary must complete an Application to open an individual Account. After completion of the Application, the Account will be converted from an UGMA/UTMA Account to an individual Account, and the Beneficiary, as Account Owner, will be able to conduct the same transactions on the Account as individual Account Owners; and

- The custodian will be permitted to make a Non-Qualified Withdrawal only in accordance with the UGMA/UTMA rules, which may indicate that any funds withdrawn must be used for the benefit of the Beneficiary.

UGMA/UTMA custodians and trustees should consult a tax advisor about the tax consequences of opening and holding Accounts in the Program, as well as legal counsel regarding their rights and responsibilities as custodians and trustees.

You must specify in your Application how you want your contributions invested among the Investment Options. You may invest in any one or a combination of the Investment Options. If you elect to contribute to more than one Investment Option, you must specify how you want your contributions allocated among those Investment Options. For information on how to revise your Investment Option elections in the future, see "CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS — Transfers Between Investment Options."

Your rights and obligations as an Account Owner are set forth in the Participation Agreement. However, any amendments to the Act or the guidelines and procedures adopted by the Board or to federal and State tax law will automatically amend the Participation Agreement, and any amendments to the operating procedures and policies of the Program will amend the Participation Agreement when such amendments become effective. Account Owners will be notified of any such amendments in due course.

Important Information About Procedures for Opening a New Account

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an Account.

What this means for you: When you open an Account, the Program Manager's affiliated broker-dealer will ask for your name, address, date of birth, Social Security number and other information that will allow it to identify you, such as your home telephone number. Until you provide the information needed, the Program may not be able to open an Account or effect any transactions for you.

Contributions

A contribution will be credited to your Account on the day it is received by the Program Manager's transfer agent if it is received before the close of trading (usually 4:00 p.m., Eastern Time) on the New York Stock Exchange ("**NYSE**"). Contributions received by the Program Manager's transfer agent after the close of trading or on a day when the NYSE is not open for trading will be credited to your Account on the next day of trading on the NYSE. Contributions will be credited to your Account only if the documentation received from you is complete and in good order.

Minimum Contributions

The minimum initial contribution to your Account is $100 per Investment Option and the minimum subsequent contribution to your Account is $25 per Investment Option. However, if your employer allows payroll deduction, the minimum initial contribution to your Account is $100 per Investment Option and the minimum subsequent contribution to your Account may be as low as $15 per Investment Option per pay period.

Maximum Account Balance Limit

By law, you may not make additional contributions to your Account if at the time of a proposed contribution the total account balance of your Account and all other Accounts under the Program for the same Beneficiary has reached the **Maximum Account Balance Limit**. The Maximum Account Balance Limit established by the Board is currently $300,000, which is based on certain higher education costs. The Board periodically will review the Maximum Account Balance Limit and will inform Account Owners in writing of any changes to the Maximum Account Balance Limit. This limitation on Account balances is intended to comply with the federal tax law requirement that the Program have adequate safeguards to prevent contributions to an Account in excess of those necessary to provide for the Qualified Higher Education Expenses of the Account's Beneficiary. The Maximum Account Balance Limit applies no matter which Investment Option or combination of Investment Options you select for your Account and takes into account the total balances, including earnings, of all Accounts in this Program for the same Beneficiary.

The portion of a contribution for any Beneficiary that would cause the total account balance for all Accounts held for that Beneficiary to exceed the Maximum Account Balance Limit will be rejected and returned. Accounts that have reached the Maximum Account Balance Limit may continue to accrue earnings.

The calculation of the Maximum Account Balance Limit is based on estimates and projections of future Qualified Higher Education Expenses. Therefore, even if the combination of contributions and earnings in all Accounts held for a Beneficiary reaches the Maximum Account Balance Limit, such funds may not be sufficient to pay all Qualified Higher Education Expenses of the Beneficiary.

Method of Payment

Your contributions to your Account can be made by check, automatic contribution plan, payroll deduction, electronic funds transfer (including electronic purchase option), a transfer of funds between Accounts, a transfer of funds from another qualified tuition program or a Rollover Distribution. A contribution may not be made in the form of property. You may make systematic contributions by automatic deductions from your bank account through the automatic contribution plan. You can also make recurring contributions to your Account through payroll deduction if your employer provides for it and you complete a payroll deduction form.

Checks should be made payable to the Oklahoma College Savings Plan. Contributions by check must be drawn on a banking institution located in the United States in U.S. dollars. Personal checks, bank drafts, teller's checks, and checks issued by a financial institution or brokerage firm payable to the Account Owner and endorsed over to the Program by the Account Owner are permitted, as are third-party personal checks up to $10,000. Money orders, cashier's checks, traveler's checks, starter checks, and credit card convenience checks are not permitted, nor are third-party personal checks exceeding $10,000.

If your method of payment is by check and you have selected more than one Investment Option for your Account, you must provide written instructions to the Program Manager whenever you make a new contribution regarding the dollar amount of each check that is to be invested in each Investment Option.

You may make contributions to your Account through the electronic purchase option, which enables you to make payments by telephone by speaking with a customer service representative, over the Internet through a password-protected feature on the Program Web site (www.ok4saving.org), or by calling the toll-free, automated telephone number for the Program (1-877-ok4-saving (1-877-654-7284)) and following the pertinent instructions. These methods of making contributions can be used if you have followed the instructions on the Application for selecting the electronic purchase option, you complete the appropriate form, or you provide certain banking information online at the Program Web site.

You may also access information about your Account on the Program Web site or through the automated telephone system after creating a password. You can change your physical address, bank information, and your e-mail address in the password-protected, interactive section of the Program Web site, or you can download and print appropriate forms from the Web site for the same purpose.

If your method of payment is payroll deduction, you can change the amount of your contributions, stop payroll deduction, or reallocate future contributions among Investment Options or multiple Accounts by following the instructions on the appropriate form. This may involve contacting your employer. If your method of payment is the automatic contribution plan, you can completely stop your participation in the automatic contribution plan, or you can stop or change the timing and amount of your contributions to any Investment Option that you selected for your Account, by making these changes online at the Program Web site or downloading and completing the appropriate form.

To make a contribution with a transfer of Account funds, a transfer of funds from another qualified tuition program, or a Rollover Distribution, contact the Program Manager.

Naming a Contingent Account Owner

An individual Account Owner may designate a contingent Account Owner ("**Contingent Account Owner**") to become the owner of the Account in the event of that Account Owner's death. You may designate a Contingent Account Owner by completing the appropriate section of the Application when the Account is opened. If you have already established an Account, you may designate a Contingent Account Owner or change your designation by completing the appropriate form.

Prior to taking any action regarding the Account following your death, your Contingent Account Owner will be required to provide the Program Manager with the Account Owner's Social Security Number and a certified copy of a death certificate identifying the deceased Account Owner or other proof of identity recognized under applicable law and acceptable to the Program Manager.

No Pledging of Account

An Account Owner or a Beneficiary may not use all or any part of any Account or other interest in the Program as security for a loan.

Bankruptcy and Related Matters

Pursuant to Oklahoma law, any interest in a Program Account held by an Oklahoma resident shall generally be exempt from attachment or execution and any other type of forced sale for the payment of debts in Oklahoma. This exemption, however, may not be enforceable or available to exempt an individual's interest in such an Account in such individual's bankruptcy proceedings in other states where other laws may apply. This exemption does not apply in other states. In addition, new bankruptcy legislation that became effective for bankruptcy cases commenced by individuals under Title 11 of the United States Code on or after October 17, 2005 expressly excludes from such individual's bankruptcy estate (and, therefore, will not be available for distribution to such individual's creditors), certain funds paid or contributed by such individual to an Account. The bankruptcy protection for these types of Accounts, however, is limited. To be protected, the Beneficiary of the Account must be a child, stepchild, grandchild, or step-grandchild of such individual during the year of such contribution and the funds must have been contributed at least 365 days prior to a bankruptcy filing. The new bankruptcy protection also imposes a cap on the amount of funds that may be excluded from such individual bankruptcy's estate. The maximum amount entitled to the new bankruptcy exclusion is $5,000 for payments or contributions made by such individual to the Account for the Beneficiary during the period between 365 and 720 days prior to the bankruptcy filing. Contributions made more than 720 days prior to the bankruptcy filing should not be part of the bankruptcy estate provided that the aggregate amount contributed by such individual to the Account does not exceed the Maximum Account Balance Limit at the time of the bankruptcy filing, as adjusted for changes in the cost of education under a specified index. This information is not meant to be individual advice and Account Owners should consult with their own advisors concerning their individual circumstances.

FEES AND EXPENSES

The following table describes the fees and expenses that you pay if you open and contribute to an Account in the Program. These fees are directly or indirectly paid out of the assets of your Account. Except for the fees listed below, there are currently no other fees, charges or penalties imposed by or payable to the Board in connection with opening or maintaining an Account, other than any applicable taxes or related penalties. The Board reserves the right to change the current fees, or to impose new or additional fees, expenses, charges or penalties in the future.

FEE TABLE

	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES
Investment Option	**Estimated Underlying Mutual Fund Expenses (a)**	**Program Manager Fee(b)**	**State Fee(c)**	**Miscellaneous Fees**	**TOTAL ANNUAL ASSET-BASED FEES(d)**	**Other Fees**
Managed Allocation Option						
Age Band 1 (0-3 Years)	0.18%	0.65%	None	None	0.83%	None
Age Band 2 (4-7 Years)	0.20%	0.65%	None	None	0.85%	None
Age Band 3 (8-11 Years)	0.24%	0.65%	None	None	0.89%	None
Age Band 4 (12-14 Years)	0.26%	0.65%	None	None	0.91%	None
Age Band 5 (15-17 Years)	0.26%	0.65%	None	None	0.91%	None
Age Band 6 (18 and over)	0.22%	0.65%	None	None	0.87%	None
Diversified Equity Option	0.33%	0.65%	None	None	0.98%	None
100% Equity Option	0.14%	0.65%	None	None	0.79%	None
Balanced Option	0.34%	0.65%	None	None	0.99%	None
Fixed Income Option	0.35%	0.65%	None	None	1.00%	None
Guaranteed Option	None(e)	None(e)	None	None	None	None

(a) Each Account invested in the Program's Investment Options other than the Guaranteed Option pays its pro rata share of the operating expenses of each Mutual Fund (generally 0.08% to 0.55% of the average daily net assets) ("**Underlying Fund Expenses**") held in such Investment Option. Underlying Fund Expenses include payment to the Program Manager's affiliates, for investment advisory, administrative and other expenses. The information provided in this column is (i) based on the total net operating expense ratio of the institutional class of shares of each Mutual Fund for the most recent fiscal year reported in the Mutual Funds' February 1, 2006 prospectus and (ii) for each Age Band of the Managed Allocation Option invested in multiple Mutual Funds, and for Program assets allocated to the Diversified Equity Option, the 100% Equity Option, the Balanced Option and the Fixed Income Option, which are also invested in multiple Mutual Funds, based on a weighted average of each Mutual Fund's expense ratio in accordance with the relevant allocations among the Mutual Funds as of February 1, 2006. The total net operating expense ratio measures the annual operating expenses of a Mutual Fund as a percentage of its average daily net assets.

(b) The Program Manager Fee with respect to the Managed Allocation Option, the Diversified Equity Option, the 100% Equity Option, the Balanced Option and the Fixed Income Option may not exceed 0.65% of the average daily net assets of the Program invested in these Investment Options.

(c) Account Owners are not charged a State Fee.

(d) Total Annual Asset-Based Fees are the total fees assessed against Accounts over the course of a year determined by adding together amounts in the prior columns. Please see the investment cost example chart below for the assumed investment cost of these fees over 1-, 3-, 5-, and 10-year periods.

(e) Account Owners are not subject to any additional charge to pay for the expenses of the Funding Agreement held in the Guaranteed Option. Although TIAA-CREF Life pays an annual asset-based expense fee to the Program Manager for distribution, administration and other reasonable expenses with respect to assets invested in the Guaranteed Option, this fee is *not* deducted from your Account. This fee is based upon the amount of assets in the Guaranteed Option and may be discontinued at any time by TIAA-CREF Life. The interest rate for the Funding Agreement is set periodically by TIAA-CREF Life after consideration of several factors including the amount of this fee, and in any event, such rate is no less than the Minimum Rate. The expiration date of the Funding Agreement is April 4, 2010.

Investment Cost Example

The example in the following table is intended to help you compare the cost of investing in the different Investment Options over various periods of time. This example assumes that:

- You invest $10,000 in an Account for the time periods shown below.
- Your investment has a 5% compounded return each year, except for the Guaranteed Option, which is assumed to have a 3% compounded return each year.
- You withdraw the assets from your Account at the end of the specified periods for Qualified Higher Education Expenses.
- Total annual asset-based fees remain the same as shown in the Fee Table above.

- The example does not consider the impact of any potential state or federal taxes on the redemption.

Although your actual costs may be higher or lower, based on the above assumptions your costs would be:

INVESTMENT OPTIONS	**APPROXIMATE COST OF $10,000 INVESTMENT**			
	One Year	**Three Years**	**Five Years**	**Ten Years**
Managed Allocation Option	$	$	$	$
Age Band 1 (0-3 Years)	$83	$260	$451	$1,004
Age Band 2 (4-7 Years)	$85	$266	$462	$1,028
Age Band 3 (8-11 Years)	$89	$278	$483	$1,074
Age Band 4 (12-14 Years)	$91	$284	$494	$1,097
Age Band 5 (15-17 Years)	$91	$284	$494	$1,097
Age Band 6 (18 and over)	$87	$272	$472	$1,051
Diversified Equity Option	$98	$306	$531	$1,178
100% Equity Option	$79	$247	$430	$958
Balanced Option	$99	$309	$536	$1,189
Fixed Income Option	$100	$312	$542	$1,201
Guaranteed Option	$0	$0	$0	$0

Additional Fees

The table below indicates that there are no additional fees and expenses deducted from each Account/paid directly by the Account Owner.

	Percent	Dollars
Application Fee	0.00%	$0
Cancellation Fee	0.00%	$0
Change in Beneficiary	0.00%	$0
Change in Investment Options	0.00%	$0
Other charges as applicable	0.00%	$0

CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS

You may make the following changes and transfers related to your Account:

1. Change the Beneficiary of your Account,
2. Transfer funds between Accounts,
3. Make a "**Rollover Distribution**," including a transfer of funds between an Account and an account in another qualified tuition program.

You should be aware that there are additional prohibitions and limitations on your ability to make these changes and transfers to Accounts that you have opened as an UGMA/UTMA custodian. For additional information, see "OPENING AND MAINTAINING YOUR ACCOUNT — How to Participate in the Program" and "Accounts Owned by UGMA/UTMA Custodians."

Certain federal tax consequences may apply to the changes and transfers referenced above as follows:

- A beneficiary change in (1) will be a nontaxable event and will not be subject to the Additional Tax (as defined below) only if the new Beneficiary is a Member of the Family of the previous Beneficiary. Otherwise, the earnings on your Account will be subject to federal taxation, including the Additional Tax.

- A transfer of funds between Accounts or between an Account and an account in another qualified tuition program (a Rollover Distribution) will not be subject to federal income tax and will not be subject to the Additional Tax if the Beneficiary of the Account or account to which funds are transferred is a Member of the Family of the previous Beneficiary. You may also transfer funds from an account in one qualified tuition program to an account in another qualified tuition program for the same Beneficiary once every 12 months without incurring federal income tax, including the Additional Tax. Otherwise, the earnings on amounts transferred will be subject to federal taxation, including the Additional Tax.

- A Rollover Distribution in (3) will be treated the same as a transfer described in (2), provided the deposit to the Account or other new account occurs within 60 days. If the 60-day deadline is not met, amounts withdrawn from your Account or from the account in another qualified tuition program will be subject to federal taxation, including the Additional Tax, except as described below under "WITHDRAWALS."

A "**Member of the Family**" is a person related to the Beneficiary as follows: (1) a son or daughter, or a descendant of either; (2) a stepson or stepdaughter; (3) a brother, sister, stepbrother or stepsister; (4) the father or mother, or an ancestor of either; (5) a stepfather or stepmother; (6) a son or daughter of a brother or sister; (7) a brother or sister of the father or mother; (8) a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law; (9) the spouse of any of the foregoing individuals, including the Beneficiary; or (10) a first cousin of the Beneficiary. For this purpose, a child includes a legally adopted child and a brother or sister includes a half-brother or half-sister.

The "**Additional Tax**" is an additional 10% federal tax imposed on the earnings portion of Non-Qualified Withdrawals. For more information on the Additional Tax, see "WITHDRAWALS — Non-Qualified Withdrawals and Additional Tax."

You should be aware that there are also important State tax consequences that may apply to these changes or transfers. These State tax consequences are not discussed in this section. For information on State tax consequences, see "APPENDIX — TAX INFORMATION — State Tax Treatment."

You should retain documents and information adequate to substantiate that a particular Rollover Distribution, including a transfer of funds between qualified tuition programs, is not subject to federal income tax, including the Additional Tax, because it is your responsibility to substantiate that such Rollover Distribution qualifies for federal tax exemption if the Internal Revenue Service ("**IRS**") requires you to do so.

You may make the changes, transfers or Rollover Distributions described above to your Account and you may also make such transfers and Rollover Distributions to an Account that is owned by another Account Owner. If a change of Beneficiary, transfer or Rollover Distribution causes the total account balance for all Accounts under the Program for the new Beneficiary to exceed the Maximum Account Balance Limit, the excess amount will be rejected and returned.

If you make a change of Beneficiary, or if you make a transfer of funds or a Rollover Distribution to an Account for a new Beneficiary, you may invest the funds for the new Beneficiary in the same or different Investment Options. For changes of Beneficiaries, the Account for the new Beneficiary will be governed by the same Participation Agreement that applied to the previous Beneficiary.

If you are transferring funds from a qualified tuition program of another state to an Account in the Program, the program from which you are transferring funds may restrict or prohibit such transfer or impose charges or such transfer may be subject to state tax, so you should investigate this option thoroughly before requesting a transfer.

See "WITHDRAWALS" below for a description of your choices if a change or transfer that you want to make does not meet the requirements discussed above. See "APPENDIX — TAX INFORMATION — Federal Income Tax Treatment" and "State Tax Treatment" for information concerning tax consequences.

To make any of the changes to, or transfers from, your Account, you may download and print the appropriate form at www.ok4saving.org or call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

Transfers Between Investment Options

You may choose Investment Options for your Account by completing and submitting an Application that is available upon request from the Program Manager. Future contributions to your Account are not limited to your initial Investment Option elections. Each time you make contributions to your Account, you may determine in which Investment Option you wish to invest. After you have signed an Application, you may revise your Investment Option election(s) in the future by: (1) adding new Investment Options; (2) stopping contributions to an Investment Option that you previously selected; or (3) increasing or decreasing future contributions to an Investment Option that you previously selected. You may also transfer all or any portion of the funds already invested in a particular Investment Option to another Investment Option once per calendar year or upon a change of the Beneficiary of your Account.

After the Application is signed, if you choose to revise your Investment Option elections at a later date, you must provide the Program Manager with the appropriate instructions identifying each Investment Option to be added to your Account and the amount of your contributions to be allocated to each Investment Option. You must also notify the Program Manager in writing if you are using payroll deduction or the automatic contribution plan and you wish to stop your contributions to any Investment Option.

Changing Account Ownership

You may change ownership of your Account to another individual or entity that is eligible to be an Account Owner in the Program. When you transfer ownership of your Account, you are not required to change the Beneficiary. Changes in the Account Owner of an Account owned by an UGMA/UTMA custodian are subject to special limitations. For additional information, see "OPENING AND MAINTAINING YOUR ACCOUNT — How to Participate in the Program."

A change of ownership of an Account will be effective to transfer ownership only if the assignment: (1) is irrevocable and (2) transfers all ownership, reversionary rights, powers of appointment and powers to direct the withdrawal of funds. Unless you have your signature guaranteed on the transfer form provided by the Program Manager, the transfer will result in a 30-day hold on withdrawals from the Account. You may get a signature guarantee from a bank or trust company, savings bank, savings and loan association or member of a national stock exchange. A notary public cannot provide a signature guarantee. A change in Account ownership may have federal or state tax consequences, and Account Owners are urged to consult their own tax advisors prior to implementing any such change.

WITHDRAWALS

Only the Account Owner may direct withdrawals from an Account. A withdrawal from your Account will be either: (a) a Qualified Withdrawal, (b) a withdrawal paid to a beneficiary of, or the estate of, a Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary, (c) a Non-Qualified Withdrawal or (d) a Rollover Distribution. You may request a withdrawal from your Account by completing the appropriate form. However, you will not be able to withdraw a contribution until 10 days after receipt of that contribution by the Program Manager's transfer agent. If your Account is invested in more than one Investment Option, for every withdrawal made from the Account, you may select the Investment Option from which funds are to be withdrawn to the extent permitted by Section 529 of the IRC. You can request any of the withdrawals described below by downloading and completing the appropriate form from the Program's Web site at www.ok4saving.org or by contacting the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

Qualified Withdrawals

A "**Qualified Withdrawal**" is a distribution from your Account that is used to pay the Qualified Higher Education Expenses of the Beneficiary. By law, such expenses are defined to include only tuition, fees, and the cost of books, supplies and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution and room and board in some cases. Qualified Higher Education Expenses include certain additional enrollment and attendant costs of special needs beneficiaries. No portion of withdrawals from an Account will be includible in the Beneficiary's federal taxable income as long as the withdrawals are used for the Beneficiary's Qualified Higher Education Expenses. (See important coordination rules described in the Appendix under "Federal Income Tax Treatment — Coordination With Other Income Tax Incentives for Education.") The IRS could require that Qualified Higher Education Expenses be paid within a prescribed time period (for example, within the same taxable year) after a Qualified Withdrawal is made. As with the federal income tax treatment of distributions, Qualified Withdrawals are exempt from State income tax. Residents of other states and those who pay state taxes in other states should consult with their tax advisors regarding whether a Qualified Withdrawal will be subject to state income taxation in their state.

Unlike expenses for tuition, fees, books, supplies and equipment, the cost of room and board may be treated as Qualified Higher Education Expenses only if it is incurred during an academic period during which the Beneficiary is enrolled or accepted for enrollment in a degree, certificate, or other program which leads to a recognized educational credential awarded by an Eligible Educational Institution, and during which the Beneficiary is enrolled at least half-time. Half-time is defined as half of a full-time academic workload for the course of study the student is pursuing based on the standard at the Beneficiary's Eligible Educational Institution. The Eligible Educational Institution's standard for a full-time workload must equal or exceed the standard established by the U.S. Department of Education under the Higher Education Act.

The amount that may be treated as a Qualified Higher Education Expense is generally limited to the room and board allowance (applicable to the student) that is included by the Eligible Educational Institution in its "cost of attendance" for purposes of determining eligibility for federal education assistance for that year. For students living in housing owned or operated by the Eligible Educational Institution, if the actual invoice amount charged by the Eligible Educational Institution for room and board is higher than the "cost of attendance" figure, then the actual invoice amount may be treated as qualified room and board costs. You may contact the Program Manager to obtain more information regarding the treatment of room and board expenses.

Eligible Educational Institutions generally are accredited postsecondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree, or another recognized postsecondary credential. Some proprietary institutions and postsecondary technical or vocational institutions and some institutions located in foreign countries are also Eligible Educational Institutions. Prior to requesting a Qualified Withdrawal, you should contact your school to determine if it qualifies as an Eligible Educational Institution.

You should retain receipts, invoices or other documents and information adequate to substantiate that a particular expense is a Qualified Higher Education Expense of the Beneficiary, because it is your responsibility to substantiate any expense you claim on your federal and State income tax returns as a Qualified Higher Education Expense.

Withdrawals Due to Death, Disability, Scholarship or Attendance at the Military Academies

Withdrawals paid to a beneficiary of, or the estate of, the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary generally are not subject to the Additional Tax. However, the earnings portion of such withdrawals is taken into account for purposes of computing the federal income tax liability of the distributee (i.e., the Account Owner or the Beneficiary). The portion of such withdrawal that is attributable to earnings and previously deducted principal will be included in the Account Owner's income for State tax purposes. For more information, see "APPENDIX — TAX INFORMATION — State Tax Treatment." Residents of other states and those who pay state taxes in other states should consult their tax advisors regarding whether a withdrawal described in this section is subject to state income tax in their state.

A scholarship includes certain educational assistance allowances under Section 25A(g)(2) of the IRC. The earnings portion of the amount withdrawn will be subject to the Additional Tax applicable to Non-Qualified Withdrawals to the extent the amount withdrawn exceeds the amount of the scholarship.

You should retain receipts, invoices or other documents and information adequate to substantiate that a particular withdrawal was paid to a beneficiary of, or the estate of, the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military

Academies by, the Beneficiary, because it is your responsibility to substantiate the reason for such a withdrawal if the IRS requires you to do so. For more information, contact the Program Manager.

Non-Qualified Withdrawals and Additional Tax

A "**Non-Qualified Withdrawal**" is any withdrawal from an Account other than (1) a Qualified Withdrawal; (2) a withdrawal paid to a beneficiary of, or the estate of, the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary; or (3) a Rollover Distribution. An Additional Tax of 10% of the earnings portion of any Non-Qualified Withdrawal will be imposed on the distributee and will be paid by that taxpayer through his or her federal income tax return to the United States Treasury.

The earnings portion of Non-Qualified Withdrawals is taken into account for purposes of computing the federal income tax liability of the distributee and the State income tax liability of the Account Owner. More information is available in "APPENDIX — TAX INFORMATION — Federal Income Tax Treatment" about how the earnings portion of the withdrawal is calculated and the tax consequences of a Non-Qualified Withdrawal.

Refunds of Payments of Qualified Higher Education Expenses

If an Eligible Educational Institution refunds to a Beneficiary any portion of an amount withdrawn from an Account that the institution receives under the Program for the payment of Qualified Higher Education Expenses, you likely must treat the refund as a Non-Qualified Withdrawal for purposes of federal income tax, the earnings portion of which will be subject to the Additional Tax, unless you allocate the amount to other Qualified Higher Education Expenses or the refund was paid to a beneficiary of or the estate of the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary. If you allocate the amount to other Qualified Higher Education Expenses or if the refund was paid to a beneficiary of or the estate of the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary, you should retain receipts, invoices or other documents and information adequate to substantiate this allocation or reason for the withdrawal, because it is your responsibility to substantiate this if the IRS requires you to do so.

Rollover Distributions

For a description of the requirements and tax considerations relating to (1) a withdrawal from an Account and a deposit within 60 days of the withdrawal to a new Account or (2) a withdrawal from an account in one qualified tuition program and a deposit within 60 days of the withdrawal to an account in another qualified tuition program, or (3) a transfer of funds between an Account and an account in another qualified tuition program, see "CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS" above.

INVESTMENT OPTIONS

Choosing Your Investment Options and How the Investment Options Are Invested

Building an Account that is right for you takes planning. You need to consider your college savings goals, understand your investment options, and select options suitable to your investment needs. This section helps you to understand the types of Investment Options offered under the Program, the risks involved in investing in such options, and the types of investors for whom particular options are most appropriate.

Contributions allocated to the Program, together with any earnings on such funds, are invested in accordance with the investment policy established by the Board. The Board may change the investment policy for the Program, the Investment Options, or the investments held in any Investment Option at any time. The Board may also change program managers in accordance with the terms of the Management Agreement. See "THE PROGRAM MANAGER." You will be notified in the event any of the changes listed above occur.

You may allocate your contributions to any one or more of the Investment Options. Although Account Owners may select Investment Options for contributions made to their Accounts, under federal law no Account Owner or Beneficiary may direct the investment of any contributions to an Account or any earnings on contributions. **Please be aware that, once made, contributions and any earnings thereon may only be transferred to another Investment Option once per calendar year by the Account Owner or upon a change of the Beneficiary of your Account.** See "CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS — Transfers Between Investment Options" for information about revising Investment Option elections.

The Program does not guarantee a minimum rate of return (except to the extent of the guarantee by TIAA-CREF Life to the Program under the Guaranteed Option) and neither the Program nor any Participation Agreement is guaranteed or insured by the State, the Board, the Program Manager or any other party (except to the extent of the guarantee by TIAA-CREF Life to the Program under the Guaranteed Option). You could lose all or part of the value of your Account. Investing in the Investment Options is not the same as directly investing in the underlying Mutual Funds. The Program's six Investment Options are described below.

- **Managed Allocation Option:** The core Investment Option offered under the Program is the Managed Allocation Option. This Investment Option offers investors an opportunity to invest more aggressively when the Beneficiary is young and over time, more conservatively, thereby creating a balanced approach. In addition, this Investment Option is designed to reflect the time horizons, as well as the risk tolerances, for the different Beneficiary age groups. Within the Managed Allocation Option, the Program places Accounts for Beneficiaries into groups according to age ("**Age Bands**"). Beneficiaries are grouped into one of six Age Bands. Contributions allocated to each Age Band will be invested among equity, real estate, bond and money market investments in varying percentages depending on the Beneficiary's time horizon. In the early years of a Beneficiary's life, a larger percentage of contributions is allocated to equity and real estate investments and as the Beneficiary grows older, a declining percentage of funds will be allocated to equity and real estate investments and an increasing percentage of funds will be allocated to bond and money market investments. You should be aware that an investment in the Managed Allocation Option is not the same as a direct investment in the underlying Mutual Funds.

- **Investor Profile:** Because this age-based allocation approach provides a balanced and diversified investment, many Account Owners may want to make this Investment Option their single choice for investing, in order to achieve long-term growth. This option may be best for an investor who can invest in the Program long-term and can tolerate some level of risk.

You may want to combine the additional Investment Options described below with the core Investment Option described above, or in certain cases, invest in these other Investment Options alone.

Under the Managed Allocation Option, the Program allocates your contributions, together with any return on your contributions, among a combination of Mutual Funds. These Mutual Funds are the TIAA-CREF Institutional Large-Cap Growth Index Fund, the TIAA-CREF Institutional Large-Cap Value Index Fund, the TIAA-CREF Institutional S&P 500 Index Fund, the TIAA-CREF Institutional Mid-Cap Growth Index Fund, the TIAA-CREF Institutional Mid-Cap Value Index Fund, the TIAA-CREF Institutional Small-Cap Blend Index Fund, the TIAA-CREF Institutional Real Estate Securities Fund, the TIAA-CREF Institutional International Equity Index Fund, the TIAA-CREF Institutional Bond Fund, the TIAA-CREF Institutional Inflation-Linked Bond Fund, and the TIAA-CREF Institutional Money Market Fund. Each of these Funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" below.

The allocations among the Mutual Funds may be changed at any time by the Board. The Program Manager may recommend changes to the allocation guidelines to the Board based on an assessment of market conditions. When new allocation guidelines are implemented, the Program Manager will have a commercially reasonable period of time to make any necessary adjustments to reach the new allocation percentage for each Age Band in each of the Mutual Funds.

The age of the Beneficiary of an Account and the date that Beneficiaries of his or her age would generally be expected to enroll in college determine how contributions are allocated among the Mutual Funds in the Managed Allocation Option. Contributions allocated to each Age Band are invested in varying percentages of the Mutual Funds. The specific allocations to each Mutual Fund underlying the Managed Allocation Option are shown below. Beneficiaries are moved from one Age Band to the next Age Band on the first "**Rolling Date**" following their fourth, eighth, twelfth, fifteenth and eighteenth birthdays. The Rolling Dates are March 20, June 20, September 20 and December 20 (or the first business day thereafter).

Current Allocation Guidelines for the Managed Allocation Option

The following table provides the percentage of assets of each Age Band within the Managed Allocation Option allocated to each Mutual Fund as of July 19, 2006. *

Age Bands	Age of Beneficiary[1]	Institutional Large-Cap Growth Index Fund	Institutional Large-Cap Value Index Fund	Institutional S&P 500 Index Fund	Institutional Mid-Cap Growth Index Fund	Institutional Mid-Cap Value Index Fund	Institutional Small-Cap Blend Index Fund	Institutional Real Estate Securities Fund	Institutional International Equity Index Fund	Institutional Bond Fund	Institutional Inflation-Linked Bond Fund	Institutional Money Market Fund
1	0-3	4.80%	5.60%	34.16%	3.20%	3.36%	4.88%	8.00%	16.00%	15.00%	5.00%	0.00%
2	4-7	4.20%	4.90%	29.89%	2.80%	2.94%	4.27%	7.00%	14.00%	22.50%	7.50%	0.00%
3	8-11	3.30%	3.85%	23.48%	2.20%	2.31%	3.36%	5.50%	11.00%	33.75%	11.25%	0.00%
4	12-14	2.70%	3.15%	19.21%	1.80%	1.89%	2.75%	4.50%	9.00%	41.25%	13.75%	0.00%
5	15-17	1.80%	2.10%	12.81%	1.20%	1.26%	1.83%	3.00%	6.00%	41.25%	13.75%	15.00%
6	18 and over	1.20%	1.40%	8.54%	0.80%	0.84%	1.22%	2.00%	4.00%	26.25%	8.75%	45.00%

* The actual percentages are generally to be in a range within 3% of the base percentages indicated above; provided, that the Program Manager will have a reasonable time to bring the percentage of assets of each Age Band allocated to each Mutual Fund within this 3% range if a significant movement in the market results in allocations outside of this range.

[1] Beneficiaries are moved from one Age Band to the next Age Band on the first Rolling Date following their fourth, eighth, twelfth, fifteenth and eighteenth birthdays (or the last business day thereafter).

- **Diversified Equity Option:** Under the Diversified Equity Option, the Program allocates your contributions, together with any return on your contributions, among a combination of Mutual Funds in accordance with the investment policy adopted by the Board. These Mutual Funds are the TIAA-CREF Institutional Large-Cap Growth Fund, the TIAA-CREF Institutional Large-Cap Value Fund, the TIAA-CREF Institutional S&P 500 Index Fund, the TIAA-CREF Institutional Mid-Cap Growth Fund, the TIAA-CREF Institutional Mid-Cap Value Fund, the TIAA-CREF Institutional Small-Cap Equity Fund, the TIAA-CREF Institutional Real Estate Securities Fund and the TIAA-CREF Institutional International Equity Fund. Each of these funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" below. The Board has established as part of its investment policy the percentages for allocation of contributions among these Mutual Funds, which may be changed at any time by the Board. The specific allocations to each Mutual Fund underlying the Diversified Equity Option are shown below. The Program Manager may recommend changes to the allocation guidelines to the Board based on an assessment of market conditions. The Board, however, may change the guidelines from time to time without receiving any recommendation from the Program Manager. When new allocation guidelines are implemented, the Program Manager will have a commercially reasonable period of time to make any necessary adjustments to reach the new allocation percentage in each of the Mutual Funds. The allocation among these Mutual Funds will be determined annually. It is important to note that the allocations for this Investment Option (and any future changes to those allocations made by the Board) do not reflect the age of the Beneficiary, unlike the Managed Allocation Option where the allocation changes as your Beneficiary approaches his/her enrollment in an Eligible Educational Institution. Participants should be aware that an investment in the Diversified Equity Option is not the same as a direct investment in the underlying Mutual Funds.

  - **Investor Profile:** Although equity stocks may produce above-average long-term returns, they do not perform well in every type of market. Additionally, a market downturn at the time funds are needed can be disruptive to an investor's plans. For that reason, the Diversified Equity Option is not for everyone. It may be a good choice for you if you can tolerate greater risk and volatility with some of your contributions in exchange for higher potential returns over time. Because of this greater volatility, you may need to supplement your savings if your investment fails to keep pace with tuition inflation. It may also be appropriate for you if you already have substantial college savings from less volatile investments (e.g., fixed-income), if you have a longer time horizon or you want to create a balanced Account by combining this option with the more conservative Guaranteed Option or the Managed Allocation Option.

The specific allocations to each Mutual Fund underlying the Diversified Equity Option are shown below. The Board will review the allocation at least annually and may change it at any time. Each of these Mutual Funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS." You should be aware that an investment in the Diversified Equity Option is not the same as a direct investment in the underlying Mutual Funds.

Current Allocation Guidelines for the Diversified Equity Option

The following table provides the percentage of assets of the Diversified Equity Option allocated to each Mutual Fund as of July 19, 2006.*

Institutional Large-Cap Growth Fund	Institutional Large-Cap Value Fund	Institutional S&P 500 Index Fund	Institutional Mid-Cap Growth Fund	Institutional Mid-Cap Value Fund	Institutional Small-Cap Equity Fund	Institutional Real Estate Securities Fund[1]	Institutional International Equity Fund
6.00%	7.00%	42.70%	4.00%	4.20%	6.10%	10.00%	20.00%

* The actual percentages are generally to be in a range within 3% of the base percentages indicated above; provided that the Program Manager will have a reasonable time to bring the percentage of assets allocated to each Mutual Fund within this 3% range if a significant movement in the market results in allocations outside of this range.

[1] A small portion of the TIAA-CREF Institutional Real Estate Securities Fund may be invested in fixed-income securities.

- **100% Equity Option:** Under the 100% Equity Option, the Program allocates your contributions, together with any return on your contributions, among the TIAA-CREF Institutional Large-Cap Growth Index Fund, the TIAA-CREF Institutional Large-Cap Value Index Fund, the TIAA-CREF Institutional S&P 500 Index Fund, the TIAA-CREF Institutional Mid-Cap Growth Index Fund, the TIAA-CREF Institutional Mid-Cap Value Index Fund, the TIAA-CREF Institutional Small-Cap Blend Index Fund, the TIAA-CREF Institutional Real Estate Securities Fund, and the TIAA-CREF Institutional International Equity Index Fund. Each of these funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" below. The Board has established as part of its investment policy the percentages for allocation of contributions among these Mutual Funds, which may be changed at any time by the Board. The specific allocations to each Mutual Fund underlying the 100% Equity Option are shown below. The Program Manager may recommend changes to the allocation guidelines to the Board based on an assessment of market conditions. The Board, however, may change the guidelines from time to time without receiving any recommendation from the Program Manager. When new allocation guidelines are implemented, the Program Manager will have a commercially reasonable period of time to make any necessary adjustments to reach the new allocation percentage in each of the Mutual Funds. The allocation among these Mutual Funds will be determined annually. It is important to note that the allocations for this Investment Option (and any future changes to those allocations made by the Board) do not reflect the age of the Beneficiary, unlike the Managed Allocation Option where the allocation changes as your Beneficiary approaches his/her enrollment in an Eligible Educational Institution. Account Owners should be aware that an investment in the

100% Equity Option is not the same as a direct investment in the underlying Mutual Funds.

- **Investor Profile:** Although equity stocks may produce above-average long-term returns, they do not perform well in every type of market. For that reason, the 100% Equity Option is not for everyone. It may be a good choice for you if you can tolerate greater risk and volatility with some of your contributions in exchange for higher potential returns over time. It may also be appropriate for you if you already have substantial college savings from less volatile investments (e.g., fixed-income), if you have a longer time horizon or if you want a balanced Account by combining this option with the more conservative Managed Allocation Option.

Current Allocation Guidelines for the 100% Equity Option

The following table provides the percentage of assets of the 100% Equity Option allocated to each Mutual Fund as of July 19, 2006.*

Institutional Large-Cap Growth Index Fund	Institutional Large-Cap Value Index Fund	Institutional S&P 500 Index Fund	Institutional Mid-Cap Growth Index Fund	Institutional Mid-Cap Value Index Fund	Institutional Small-Cap Blend Index Fund	Institutional Real Estate Securities Fund[1]	Institutional International Equity Index Fund
6.00%	7.00%	42.70%	4.00%	4.20%	6.10%	10.00%	20.00%

* The actual percentages are generally to be in a range within 3% of the base percentages indicated above; provided, however, that the Program Manager will have a reasonable time to bring the percentage of assets allocated to each Mutual Fund within this 3% range if a significant movement in the market results in allocations outside of this range.

[1] A small portion of the TIAA-CREF Institutional Real Estate Securities Fund may be invested in fixed-income securities.

- **Balanced Option:** Under the Balanced Option, the Program allocates your contributions, together with any return on your contributions, among the TIAA-CREF Institutional Large-Cap Growth Fund, the TIAA-CREF Institutional Large-Cap Value Fund, the TIAA-CREF Institutional S&P 500 Index Fund, the TIAA-CREF Institutional Mid-Cap Growth Fund, the TIAA-CREF Institutional Mid-Cap Value Fund, the TIAA-CREF Institutional Small-Cap Equity Fund, the TIAA-CREF Institutional Real Estate Securities Fund, the TIAA-CREF Institutional International Equity Fund, the TIAA-CREF Institutional Bond Fund and the TIAA-CREF Institutional Inflation-Linked Bond Fund. The Board has established as part of its investment policy the percentages for allocation of contributions among this combination of Mutual Funds, which may be changed at any time by the Board. The specific allocations to each Mutual Fund are shown below. The Board will review the allocations at least annually and may change them at any time. Each of these Mutual Funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" below. It is important to note that the allocations for this Investment Option (and any future changes to those allocations made by the Board) do not reflect the age of the Beneficiary, unlike the Managed Allocation Option where the allocations change as your Beneficiary approaches his/her enrollment in an Eligible Educational

Institution. You should be aware that an investment in the Balanced Option is not the same as a direct investment in the underlying Mutual Funds.

- **Investor Profile:** The Balanced Option is designed to appeal to moderately conservative and moderately aggressive Account Owners who are willing to accept and can tolerate a degree of volatility in exchange for potentially higher returns over time. This Investment Option may be appropriate for use as a single Investment Option, or for use in conjunction with other Investment Options offered by the Program.

Current Allocation Guidelines for the Balanced Option

The following table provides the percentage of assets of the Balanced Option allocated to each Mutual Fund as of July 19, 2006.*

Institutional Large-Cap Growth Fund	Institutional Large-Cap Value Fund	Institutional S&P 500 Index Fund	Institutional Mid-Cap Growth Fund	Institutional Mid-Cap Value Fund	Institutional Small-Cap Equity Fund	Institutional Real Estate Securities Fund[1]	Institutional International Equity Fund	Institutional Bond Fund[1]	Institutional Inflation-Linked Bond Fund
3.60%	4.20%	25.62%	2.40%	2.52%	3.66%	6.00%	12.00%	30.00%	10.00%

* The actual percentages are generally to be in a range within 3% of the base percentages indicated above; provided, however, that the Program Manager will have a reasonable time to bring the percentage of assets allocated to each Mutual Fund within this 3% range if a significant movement in the market results in allocations outside of this range.

[1] A small portion of the TIAA-CREF Institutional Real Estate Securities Fund may be invested in fixed-income securities.

- **Fixed Income Option:** Under the Fixed Income Option, the Program allocates your contributions, together with any return on your contributions, between a combination of Mutual Funds in accordance with the investment policy adopted by the Board. These Mutual Funds are the TIAA-CREF Institutional Bond Fund and the TIAA-CREF Institutional Inflation-Linked Bond Fund. Each of these funds is described under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS" below. The Board has established as part of its investment policy the percentages for allocations of contributions between these Mutual Funds, which may be changed at any time by the Board. The specific allocations to each Mutual Fund underlying the Fixed Income Option are shown below. The Program Manager may recommend changes to the allocation guidelines to the Board based on an assessment of market conditions. The Board, however, may change the guidelines from time to time without receiving any recommendation from the Program Manager. When new allocation guidelines are implemented, the Program Manager will have a commercially reasonable period of time to make any necessary adjustments to reach the new allocation percentage in each of the Mutual Funds. It is important to note that the allocations for this Investment Option (and any future changes to those allocations made by the Board) do not reflect the age of the Beneficiary, unlike the Managed Allocation Option where the allocation changes as your Beneficiary approaches his/her enrollment in an Eligible Educational Institution. Account Owners should be aware that an investment in the Fixed Income Option is not the same as a direct investment in the underlying Mutual Funds.

- **Investor Profile:** The Fixed Income Option is designed for Account Owners who are willing and able to accept some volatility in returns in order to attempt to achieve a long-term rate of return potentially higher than that offered through less volatile investments such as the Guaranteed Option. It may not be appropriate as a single investment option, but may provide a useful means by which to obtain incremental exposure to fixed-income markets as part of an overall college savings strategy. This Investment Option may serve as a useful complement to investments in other Investment Options within the Program because of the historically low correlation that exists between conventional, inflation-linked and high-yield bonds and other asset classes, such as equities and real estate. This low correlation in returns may help Account Owners to achieve higher returns over time with less volatility than would be possible without the use of the Fixed Income Option.

Current Allocation Guidelines for the Fixed Income Option

The following table provides the percentage of assets of the Fixed Income Option allocated to each Mutual Fund as of July 19, 2006.*

Institutional Bond Fund	Institutional Inflation-Linked Bond Fund
75.00%	25.00%
* The actual percentages are generally to be in a range within 3% of the base percentages indicated above; provided, however, that the Program Manager will have a reasonable time to bring the percentage of assets allocated to each Mutual Fund within this 3% range if a significant movement in the market results in allocations outside of this range.	

- **Guaranteed Option:** Contributions under this Investment Option are allocated to a Funding Agreement issued by TIAA-CREF Life to the Program. The expiration date of the Funding Agreement is April 4, 2010. The Funding Agreement is an insurance contract which provides the Program with a guaranteed return of principal and a minimum rate of interest per annum (the "**Minimum Rate**"), with the opportunity for additional returns. The current Minimum Rate through March 31, 2007 is 3%. The Minimum Rate over the term of the Funding Agreement will be not less than 1% nor more than 3% and will be reset each April 1 (the "**Reset Date**") beginning on April 1, 2007. Beginning on April 1, 2007, the Minimum Rate will be based on the average five-year Constant Maturity Treasury Rate ("**CMT**") reported by the Federal Reserve for the calendar month of February that precedes the Reset Date, less 0.0125. TIAA-CREF Life may make changes to the Reset Date and/or the choice of calendar month for which the CMT is calculated. Periodically, TIAA-CREF Life will declare the rate it will pay under the Funding Agreement, including any additional returns in excess of the annual Minimum Rate. For information regarding any additional rates that may be declared, please visit the Program's Web site at www.ok4saving.org or contact the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284). The rate of such additional returns is declared in advance by TIAA-CREF Life for a period of up to twelve months and is not guaranteed for future periods. However, the Program cannot predict the amount of any such additional returns under the Funding Agreement beyond such twelve-month period. See "THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT" below for additional information. It is important to note that this Investment Option does not have an allocation mix that changes as the Beneficiary approaches the age when he/she would generally be expected to enroll in an Eligible Educational Institution, as does the Managed Allocation Option. **The return on an investment in the Guaranteed Option may not be sufficient to meet a particular college savings goal.**

- **Investor Profile:** The Guaranteed Option provides the stability that many investors may want for at least a portion of their college savings. It provides an Investment Option to investors who can tolerate little risk, including those who have traditionally saved using fixed-income vehicles and are willing to accept returns that may be lower than those offered in other Investment Options. In addition, investors with shorter investment time frames may find this Investment Option appealing, as will investors who want a balanced Account by combining this Investment Option with one of the more aggressive Investment Options detailed above.

TIAA-CREF Life is a wholly owned subsidiary of TIAA that is regulated as a life insurance company by many states, including the State of Okalahoma. TIAA-CREF Life is also an affiliate of the Program Manager.

The Funding Agreement is issued to the Program and is a general obligation of TIAA-CREF Life to the Program. As such, the Funding Agreement provides the Program with the guarantee of principal and a fixed rate of return, as described above, but the guarantee is not made directly to Account Owners. Instead, this guarantee to the Program forms the basis of returns that are credited to Accounts invested in the Guaranteed Option. **Neither the Guaranteed Option nor any Account invested in this Investment Option is guaranteed by the State, the Board, the Program, the Program Manager or any other person or entity.** The Funding Agreement is issued to the Program and is not guaranteed or insured by any person or entity other than TIAA-CREF Life.

You should consult a financial advisor if you are uncertain as to which Investment Option(s) to select for your Account or if you wish to evaluate your individual financial circumstances.

These investment approaches are not recommendations and do not take into consideration your personal goals or preferences. After evaluating information you consider important in making an investment choice, the ultimate investment decision is up to you.

Past performance of each Investment Option is provided below under "PAST PERFORMANCE."

PAST PERFORMANCE

The performance tables below show the returns of each Investment Option over the specified time periods. Performance is calculated from the day on which funds were first invested in each Age Band or Investment Option after it was made available (the "**Inception Date**"). The performance tables help illustrate some of the risks of investing Account assets in certain Investment Options and how investment performance may vary.

The tables below show how the returns of each Age Band and certain Investment Options compare to a customized index benchmark ("**Blended Index**"). The Blended Index used for each Age Band and Investment Option in the tables below is a customized index combining the Fund benchmarks for each of the Mutual Funds held in that Age Band or Investment Option during the relevant period weighted according to the target allocations of those Mutual Funds and adjusted to reflect any changes in allocations and benchmarks during the relevant period.

The Blended Indexes are unmanaged and do not reflect the deduction of any fees or expenses. The benchmarks for each Mutual Fund currently included in the allocations in the Managed Allocation Option and the 100% Equity Option are provided in the description of each Mutual Fund below under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS."

The first table shows performance results for the Managed Allocation Option. The second performance table below under "Additional Investment Options" shows performance results for the 100% Equity Option and the Guaranteed Option.

The Diversified Equity Option, the Balanced Option and the Fixed Income Option are new Investment Options and have no operating history. Thus, no performance information is currently available for those Investment Options.

How the Investment Options have performed in the past is not necessarily an indication of how they will perform in the future. Performance of the Investment Options and the Age Bands under the Managed Allocation Option may be substantially affected over time by changes in the allocations and the Mutual Funds and other underlying investments.

Total returns and the principal value of investments in your Account can increase or decrease based on the investment performance of the Mutual Funds in which the Investment Options (other than the Guaranteed Option) have been invested, so your investment may be worth more or less than the original value when you withdraw your money.

Performance for each Age Band or Investment Option shown below is net of all generally assessed fees, expenses and costs. Performance of each Blended Index below, however, does not reflect deduction of any fees or expenses. No performance result given below for any Age Band, Investment Option or Blended Index considers the impact of any potential state or federal taxes. If the impact of such taxes were considered, performance would be lower.

Due to market volatility, recent performance may be lower or higher than the performance data shown in the tables below. For the most current performance information which is updated monthly, visit the Program's Web site at www.ok4saving.org.

Managed Allocation Option

Average Annual Total Returns [1]
For the Period Ended May 31, 2006

Age Band[2]	Age of Beneficiary	Inception Date	1 Year	Since Inception
1	0-3	January 16, 2004	9.59%	7.93%
	Blended Index[3]		11.68%	9.62%
2	4–7	January 16, 2004	8.49%	7.53%
	Blended Index[3]		10.06%	8.80%
3	8-11	January 16, 2004	6.22%	6.48%
	Blended Index[3]		7.64%	7.62%
4	12-14	January 16, 2004	4.58%	5.80%
	Blended Index[3]		6.01%	6.95%
5	15-17	January 16, 2004	3.17%	4.80%
	Blended Index[3]		4.28%	5.74%
6	18 and over	January 16, 2004	3.37%	3.90%
	Blended Index[3]		4.11%	4.53%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like to see the past performance of the closed age bands that were in place for this Investment Option prior to January 16, 2004, please call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

[1] All figures in the table represent the average annual compound rate of total return.

[2] These Age Bands have limited operating histories, so the returns cited above may not be a good indication of how they may perform over a longer time period. Beneficiaries are moved from one Age Band to the next Age Band on the first "rolling date" following their fourth, eight, twelfth, fifteenth and eighteenth birthdays. The "Rolling Dates" are March 20, June 20, September 20 and December 20 (or the first business day thereafter).

[3] The Blended Indexes are unmanaged and do not reflect the deduction of any fees or expenses.

Consider the investment objectives, risks, charges and expenses before investing in the Oklahoma College Savings Plan. Please visit www.ok4saving.org for additional copies of the Disclosure Booklet containing this information. Read the entire Disclosure Booklet carefully.

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

TFI's affiliate broker dealer, TIAA-CREF Individual & Institutional Services, LLC, member NASD, SIPC, distributes the Oklahoma College Savings Plan.

Additional Investment Options

Average Annual Total Returns [1]
For the Period Ended May 31, 2006

	Inception Date	1 Year	3 Year	Since Inception
100% Equity Option	April 27, 2001	12.72%	15.47%	2.81%
Blended Index [2]		14.99%	16.88%	4.30%
Guaranteed Option[3]	May 1, 2001	3.24%	3.13%	3.79%

The performance data quoted represent past performance and are net of management fees and all other fees and expenses. Past performance is not a guarantee of future results. Your returns and the principal value of your Account (other than investments in the Guaranteed Option) will fluctuate so your investment may be worth more or less than the original value when you withdraw your money. Current performance may be lower or higher than the performance quoted above. If you would like to see current performance, please visit the Program's Web site at www.ok4saving.org or call the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

[1] All figures in the table represent the average annual compound rate of total return.

[2] The Blended Index is unmanaged and does not reflect the deduction of any fees or expenses.

[3] Effective April 1, 2006, accumulations under the Funding Agreement for the Guaranteed Option as of March 31, 2006, will be credited to the Oklahoma College Savings Plan with an effective annual interest rate of 3.45%, and are guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company. The Oklahoma College Savings Plan will be credited with an effective annual interest rate of 3.45% on contributions received and earnings on such contributions under the Funding Agreement for the Guaranteed Option from April 1, 2006, until further notice, and are guaranteed to earn this rate through March 31, 2007, subject to the claims-paying ability of TIAA-CREF Life Insurance Company.

Consider the investment objectives, risks, charges and expenses before investing in the Oklahoma College Savings Plan. Please visit www.ok4saving.org for additional copies of the Disclosure Booklet containing this information. Read the entire Disclosure Booklet carefully.

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

TFI's affiliate broker dealer, TIAA-CREF Individual & Institutional Services, LLC, member NASD, SIPC, distributes the Oklahoma College Savings Plan. The State of Oklahoma, its agencies, the Board of Trustees of the Oklahoma College Savings Plan, TIAA-CREF Tuition Financing, Inc., Teachers Insurance and Annuity Association of America and its affiliates do not insure any Account or guarantee its principal or investment return except for TIAA-CREF Life's guarantee to the Oklahoma College Savings Plan under the Funding Agreement for the Guaranteed Option. Account value will fluctuate based upon a number of factors, including general market conditions.

THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS

The following summarizes the investment policies of the Mutual Funds in which the Board will invest the contributions made to your Account. The allocations among the Mutual Funds can be changed at any time by the Board. The use of a particular benchmark index by a Mutual Fund is not a fundamental policy and can be changed. An investment in the Program is not the same as a direct investment in the Mutual Funds. Each Mutual Fund is a separate series of the TIAA-CREF Institutional Mutual Funds, which is registered as an investment company under the Investment Company Act of 1940, as amended. No Mutual Fund financial information is included in this Disclosure Booklet. The information provided about the Mutual Funds in this Disclosure Booklet is only a summary. Please consult the Mutual Funds' prospectus for additional information. For copies of the prospectus and more information about the Mutual Funds, contact the Program Manager or visit http://www.tiaa-cref.org/prospectuses/index.html.

Principal risks of investing in the Equity Funds, Real Estate Securities Fund and Fixed-Income Funds are described in detail at the end of each section.

Equity Funds

Active Equity Funds

The TIAA-CREF Institutional Large-Cap Growth Fund

Investment Objective: The TIAA-CREF Institutional Large-Cap Growth Fund seeks a favorable long-term return, mainly through capital appreciation, primarily from equity securities.

Principal Investment Strategies: The Fund invests at least 80% of its assets in large-cap equity securities that present the opportunity for growth. For purposes of the Fund's 80% investment policy, "large-cap" securities are securities of issuers included in the Russell 1000® Index at the time of purchase. (Russell 1000® is a trademark and a service mark of the Frank Russell Company.) Generally, these equity securities will be those of large capitalized companies in new and emerging areas of the economy and companies with distinctive products or promising markets. The active managers look for companies that they believe have the potential for strong earnings or sales growth, or that appear to be mispriced based on current earnings, assets or growth prospects. The Fund may invest in large, well-known, established companies, particularly when we believe that the companies offer new or innovative products, services or processes that may enhance their future earnings. The Fund also seeks to invest in companies expected to benefit from prospective acquisitions, reorganizations, corporate restructurings or other special situations. The Fund may invest up to 20% of its total assets in foreign investments. The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark, the Russell 1000® Growth Index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

Fund Benchmark: *Russell 1000® Growth Index.*

The Russell 1000® Growth Index is a subset of the Russell 1000® Index, which represents the top 1,000 U.S. equity securities in market capitalization. The Russell 1000® Growth Index represents those Russell 1000® Index securities with higher relative forecasted growth rates and price/book ratios. The Russell 1000® Growth Index has higher weightings in those sectors of the market with typically higher relative valuations and higher growth rates, including sectors such as technology, health care and telecommunications.

Investment Risks: The Fund is subject to market risk, company risk, style risk and foreign investment risk. It is also subject to special risks of growth investing. In addition, by focusing on the securities of larger companies, the Fund carries with it the risk that it may have fewer opportunities to identify securities that the market misprices and that these companies may grow more slowly than the economy as a whole or not at all. Further, stocks of companies involved in reorganizations and other special situations can often involve more risk than ordinary securities. Accordingly, the Fund's performance is often more volatile than the overall stock market, and it could significantly outperform or underperform the stock market during any particular period. As with any mutual fund, you can lose money by investing in this Fund.

The TIAA-CREF Institutional Large-Cap Value Fund

Investment Objective: The TIAA-CREF Large-Cap Value Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of large domestic companies.

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of large domestic companies, as defined by the Fund's benchmark index (the Russell 1000® Value Index), that appear undervalued by the market based on evaluation of their potential worth.

The Fund uses a variety of comparative valuation criteria to determine whether shares of a particular company might be undervalued, including:

- analyses of historical valuations of the same security;
- valuations of comparable securities in the same sector or the overall market;
- various financial ratios such as stock price-to-book value, stock price-to-earnings, and dividend yield; and
- free cash flow generated by the company.

The Fund may invest up to 20% of its total assets in foreign investments. The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

Fund Benchmark: *Russell 1000® Value Index.*

The Russell 1000® Value Index is a subset of the Russell 1000 Index®, which represents the top 1,000 U.S. equity securities in market capitalization. The Russell 1000® Value Index contains higher weightings of roughly one-third of the Russell 1000 securities with lower relative growth rates and price/book values and lower weightings of the roughly middle third of companies. The Russell 1000® Value Index has higher weightings in those sectors of the market with typically lower relative valuations and growth rates, including sectors such as financial services and energy.

Investment Risks: The Fund is subject to market risk, company risk and moderate foreign investment risk. In addition, the Fund is subject to substantial style risk and the risks of value investing. As with any mutual fund, you can lose money by investing in this Fund.

The TIAA-CREF Institutional Mid-Cap Growth Fund

Investment Objective: The TIAA-CREF Mid-Cap Growth Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of medium-sized domestic companies.

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of medium-sized domestic companies, as defined by the Fund's benchmark index (the Russell Midcap® Growth Index), that present the opportunity for growth.

The Fund seeks equity securities of companies believed to have prospects for strong earnings or sales growth. The Fund invests in equity securities of companies that are in new and emerging areas of the economy, that have distinctive products or services, and that are growing faster than the overall equity market. The Fund may also invest in companies that the Fund managers believe to be undervalued based on current earnings, assets or growth prospects. These investments could include companies likely to benefit from prospective acquisitions, reorganizations, corporate restructurings or other special situations.

The Fund also uses proprietary quantitative models to take positions in securities that represent modest deviations from the benchmark index based on relative value, price or potential earnings growth. The Fund may invest up to 20% of its total assets in foreign investments. The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

Fund Benchmark: *Russell Midcap® Growth Index.*

The Russell Midcap® Growth Index is a subset of the Russell Midcap® Index, which represents the 800 U.S. equity securities in market capitalization following the top 200 U.S. equity securities. The Russell Midcap® Growth Index contains higher weightings in roughly one-third of these 800 Russell Midcap securities with higher relative growth rates and price/book values and lower weightings of the roughly middle third of companies. The Russell Midcap® Growth Index has higher weightings in those sectors of the market with typically higher relative valuations and growth rates, including sectors such as technology, health care and telecommunications.

Investment Risks: The Fund is subject to market risk, substantial company risk, moderate foreign investment risk and mid-cap risk. The Fund also is subject to substantial style risk, in that growth investment may fall out of favor with investors, as well as the special risks of growth investing.

The TIAA-CREF Institutional Mid-Cap Value Fund

Investment Objective: The TIAA-CREF Mid-Cap Value Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of medium-sized domestic companies.

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of medium-sized domestic companies, as defined by the Fund's benchmark index (the Russell Midcap® Value Index), that appear undervalued by the market based on the portfolio manager's evaluation of their potential worth.

The Fund uses a variety of comparative valuation criteria to determine whether shares of a particular company might be undervalued, including:

- analyses of historical valuations of the same security;
- valuations of comparable securities in the same sector or the overall market;
- various financial ratios such as stock price-to-book value, stock price-to-earnings, and dividend yield; and
- free cash flow generated by the company.

The Fund also uses proprietary quantitative models to take positions in securities that represent modest deviations from the benchmark index based on relative value, price or potential earnings growth.

The Fund may invest up to 20% of its total assets in foreign investments. The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

Fund Benchmark: *Russell Midcap® Value Index.*

The Russell Midcap® Value Index is a subset of the Russell Midcap® Index, which represents the 800 largest U.S. equity securities in market capitalization after the largest 200 U.S. equity securities. The Russell Midcap® Value Index contains higher weightings of roughly one-third of these 800 Russell Midcap securities with lower relative growth rates and price/book values and lower weightings of the roughly middle third of companies. The Russell Midcap® Value Index has higher weightings in those sectors of the market with typically lower relative valuations, including sectors such as financial services and energy.

Investment Risks: The Fund is subject to market risk, substantial company risk, mid-cap risk, and moderate foreign investment risk. In addition, the Fund is subject to substantial style risk and the risks of value investing.

The TIAA-CREF Institutional Small-Cap Equity Fund

Investment Objective: The TIAA-CREF Institutional Small-Cap Equity Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of smaller domestic companies.

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of smaller domestic companies, across a wide range of sectors, growth rates and valuations, which appear to have favorable prospects for significant long-term capital appreciation.

The Fund seeks to add incremental return over its stated benchmark index, the Russell 2000® Index, while also managing the relative risk of the Fund versus its benchmark index. The Fund uses proprietary mathematical models based on financial and investment theories to evaluate and score a broad universe of stocks in which the Fund invests. These models typically weigh many different variables, including:

- the valuation of the individual stock versus the market or its peers;
- future earnings and sustainable growth prospects; and
- the price and volume trends of the stock.

The score is used to form the portfolio, along with the following additional inputs:

- weightings of the stock, and its corresponding sector, in the benchmark;
- correlations between the performance of the stocks in the universe; and
- trading costs.

The overall goal is to build a portfolio of stocks that outperform the Fund's stated benchmark index, while also managing the relative risk of the Fund versus its benchmark index.

The Fund's strategy is based upon the understanding of the interplay of market factors and does not assure successful investment. The markets or the prices of individual securities may be affected by factors not taken into account in the portfolio management team's analysis.

Fund Benchmark: *Russell 2000® Value Index.*

The Russell 2000® Value Index is a subset of the Russell 2000® Index, which represents the largest 2,000 U.S. equities in market capitalization following the top 1,000 U.S. equities.

Investment Risks: The Fund is subject to market risk, very substantial company risk and small-cap risk.

The TIAA-CREF Institutional International Equity Fund

Investment Objective: The TIAA-CREF Institutional International Equity Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of foreign issuers.

Principal Investment Strategies: The Fund invests at least 80% of its assets in equity securities of foreign issuers. The Fund has a policy of maintaining investments of equity securities of foreign issuers located in at least three countries other than the United States. The active managers select individual stocks, and let the Fund's country and regional asset allocations evolve from their stock selection. The Fund does, however, regularly manage its sector and country exposure against the Fund's benchmark index, the Morgan Stanley Capital International EAFE® (Europe, Australasia, Far East) Index (the "MSCI EAFE® Index"), in order to control risk. While the Fund currently does not anticipate having many investments in emerging markets based on active stock selection, emerging market securities may be selected through quantitative analysis that is designed to track the performance of the emerging markets segment of the MSCI EAFE® Index. The Fund may sometimes hold a significant amount of stocks of smaller, lesser-known companies.

The Fund looks for companies of all sizes with:

- sustainable earnings growth;
- focused management with successful track records;
- unique and easy-to-understand franchises (brands);
- stock prices that do not fully reflect the stock's potential value, based on current earnings, assets, and long-term growth prospects; and
- consistent generation of free cash flow.

The Fund may, on occasion, also invest a portion of its assets through quantitative techniques to maintain similar overall financial characteristics to the Fund's benchmark index. This quantitative technique, when used, helps the portfolio manager control risk exposures by suggesting security selections that may fill unintended gaps in portfolio construction. Quantitative investment techniques may also be utilized to help the Fund remain fully invested in stocks at all times.

Fund Benchmark: *MSCI EAFE® Index.*

The MSCI EAFE® Index tracks the performance of the leading stocks in 21 MSCI developed countries outside of North America — in Europe, Australasia and the Far East. The MSCI EAFE® Index is primarily a large-capitalization index, with approximately 65 percent of its stocks falling in this category.

Investment Risks: The Fund is subject to substantial foreign investment risk and above-average market risk and company risk, and may occasionally be subject to small company risk.

Equity Index Funds

Each of the Equity Index Funds seeks a favorable long-term total return from a diversified portfolio of equity securities selected to track the various U.S. or foreign markets of publicly-traded stocks, as represented by a broad stock market index. The Equity Index Funds may use a sampling approach to create a portfolio that closely matches the overall investment characteristics (for example, market capitalization and industry weightings of securities) of its index without investing in all of the stocks in the index. Each of the Equity Index Funds is described below.

The TIAA-CREF Institutional Large-Cap Growth Index Fund

Investment Objective: The TIAA-CREF Institutional Large-Cap Growth Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of large domestic growth companies based on a market index.

Fund Benchmark: *Russell 1000® Growth Index*.

The Russell 1000® Growth Index is a subset of the Russell 1000® Index, which represents the top 1,000 U.S. equity securities in market capitalization. The Russell 1000® Growth Index represents those Russell 1000® Index securities with higher relative forecasted growth rates and price/book ratios with higher weightings in those sectors of the market with typically higher relative valuations and higher growth rates, including sectors such as technology, health care and telecommunications.

Investment Risks: The Fund is subject to substantial market and index risk, modest company risk, style risk and the special risks associated with growth investing.

The TIAA-CREF Institutional Large-Cap Value Index Fund

Investment Objective: The TIAA-CREF Institutional Large-Cap Value Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of large domestic value companies based on a market index.

Fund Benchmark: *Russell 1000® Value Index.*

The Russell 1000® Value Index is a subset of the Russell 1000® Index, which represents the top 1,000 U.S. equity securities in market capitalization. The Russell 1000® Value Index contains higher weightings of roughly one-third of the Russell 1000® securities with lower relative growth rates and price/book ratios and lower weightings in the roughly middle third of companies. The Russell 1000® Value Index has higher weightings in those sectors of the market with typically lower relative valuations and higher growth rates, including sectors such as financial services and energy.

Investment Risks: The Fund is subject to substantial market and index risk as well as modest company risk. The Fund is also subject to style risk and the risks of value investing.

The TIAA-CREF Institutional Small-Cap Blend Index Fund

Investment Objective: The TIAA-CREF Institutional Small-Cap Blend Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities in smaller domestic companies based on a market index.

Fund Benchmark: *Russell 2000® Index.*

The Russell 2000® Index represents the largest 2,000 U.S. equities in market capitalization following the top 1,000 U.S. equities.

Investment Risks: The Fund is subject to substantial market and index risk and very substantial company risks and small-cap risk.

The TIAA-CREF Institutional International Equity Index Fund

Investment Objective: The TIAA-CREF Institutional International Equity Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of foreign equity investments based on a market index.

Fund Benchmark: *MSCI EAFE® Index.*

The MSCI EAFE® Index tracks the performance of the leading stocks in 21 MSCI developed countries outside of North America – in Europe, Australasia and the Far East. The MSCI EAFE® Index is primarily a large-capitalization index, with approximately 65 percent of its stocks falling in this category.

Investment Risks: The Fund is subject to substantial market and index risk and modest company risk and may be subject to small company risk. The Fund is subject to very substantial foreign investment risk. These risks are even more pronounced for investments in issuers located in countries with emerging economies and securities markets. The Fund may sometimes hold a significant amount of stocks of smaller, lesser-known companies whose stock prices may fluctuate more than those of larger companies.

In addition, investing in securities traded on foreign exchanges or in foreign markets can involve risks beyond those of domestic investing. These include: (1) changes in currency exchange rates; (2) possible imposition of market controls or currency exchange controls; (3) possible imposition of withholding taxes on dividends and interest; (4) possible seizure, expropriation or nationalization of assets; (5) more limited foreign financial information or difficulties in interpreting it because of foreign regulations and accounting standards; (6) lower liquidity and higher volatility in some foreign markets; (7) the impact of political, social or diplomatic events; (8) the difficulty of evaluating some foreign economic trends; and (9) the possibility that a foreign government could restrict an issuer from paying principal and interest to investors outside the country. Brokerage commissions and transaction costs are often higher for foreign investments, and it may be harder to use foreign laws and courts to enforce financial or legal obligations.

The risks noted above often increase in countries with emerging markets. For example, these countries may have more unstable governments than developed countries, and their economies may be based on only a few industries. Because their securities markets may be very small, share prices may be volatile and difficult to establish. In addition, foreign investors such as the Fund are subject to a variety of special restrictions in many emerging countries.

The TIAA-CREF Institutional S&P 500 Index Fund

Investment Objective: The TIAA-CREF Institutional S&P 500 Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of large domestic companies selected to track U.S. equity markets based on a market index.

Fund Benchmark: *S&P 500® Index.*

The S&P 500® Index is a market capitalization-weighted index of the 500 leading companies in leading industries of the U.S. economy. It is widely recognized as a guide to the overall health of the U.S. stock market. The index covers industrial, utility, technology and financial companies of the U.S. markets.

Investment Risks: The Fund is subject to substantial market and index risk, and modest company risk. In addition, an investment in securities of larger companies carries with it the risk that the company (and its earnings) may grow more slowly than the economy as a whole, or not at all. Also, larger companies may fall out of favor with the investing public for reasons unrelated to their businesses or economic fundamentals.

The TIAA-CREF Institutional Mid-Cap Growth Index Fund

Investment Objective: The TIAA-CREF Institutional Mid-Cap Growth Index Fund seeks a favorable long-term return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of medium-sized domestic growth companies based on a market index.

Fund Benchmark: *Russell Midcap® Growth Index.*

The Russell Midcap® Growth Index is a subset of the Russell Midcap® Index, which represents the 800 U.S. equity securities in market capitalization following the top 200 U.S. equity securities. The Russell Midcap® Growth Index contains higher weightings in roughly one-third of these 800 Russell Midcap securities with higher relative growth rates and price/book values and lower weightings of the roughly middle third of companies. The Russell Midcap® Growth Index has higher weightings in those sectors of the market with typically higher relative valuations and growth rates, including sectors such as technology, health care and telecommunications.

Investment Risks: The Fund is subject to substantial market and index risk, as well as modest company risk. The Fund is also subject to style risk, in that growth investing may fall out of favor with investors, the special risks associated with growth investing, and mid-cap risk.

The TIAA-CREF Institutional Mid-Cap Value Index Fund

Investment Objective: The TIAA-CREF Institutional Mid-Cap Value Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of medium-sized domestic value companies based on a market index.

Fund Benchmark: *Russell Midcap® Value Index.*

The Russell Midcap® Value Index is a subset of the Russell Midcap® Index, which represents the 800 largest U.S. equity securities in market capitalization after the largest 200 U.S. equity securities. The Russell Midcap® Value Index contains higher weightings of roughly one-third of these 800 Russell Midcap securities with lower relative growth rates and price/book values and lower weightings of the roughly middle third of companies. The Russell Midcap® Value Index has higher weightings in those sectors of the market with typically lower relative valuations, including sectors such as financial services and energy.

Investment Risks: The Fund is subject to substantial market and index risk, as well as modest company risk. The Fund is also subject to style risk, the risks of value investing and mid-cap risk.

Principal Risks of Investing in the Equity Funds

An investment in an Equity Index Fund will be subject to the following principal investment risks as described below:

- **Market Risk** — The risk that the price of equity securities may decline, over short or extended periods of time, in response to general market and economic conditions or events. Any stock is subject to the risk that the stock market as a whole may decline in value, thereby depressing the stock's price. Equity markets tend to be cyclical, with periods when prices generally rise and periods when prices generally decline. Foreign equity markets tend to reflect local economic and financial conditions and, therefore, such trends often vary from country to country and region to region.

- **Company Risk** (often called **Financial Risk**) — The risk that the issuer's earnings prospects and overall financial position will deteriorate, causing a decline in the security's value over short or extended periods of time.

- **Index Risk** — This is the risk that a Fund's performance will not match its index for any period of time. Although each Equity Index Fund attempts to closely track the investment performance of its respective index, an Equity Index Fund may not duplicate the exact composition of its index. In addition, unlike a Fund, the returns of an index are not reduced by investment and other operating expenses, and therefore, the ability of an Equity Index Fund to match the performance of its index is adversely affected by the costs of buying and selling investments as well as other expenses. Therefore, none of the Equity Index Funds can guarantee that its performance will match its index for any period of time.

The Funds that may sometimes hold a significant amount of securities of smaller, lesser-known companies are subject to:

- **Small Company Risk** — The risk of investing in equity securities of smaller companies. The prices of equity securities of smaller, lesser-known companies, may fluctuate more than those of larger companies because smaller companies may depend on narrow product lines, have limited operating histories and lack management depth. A Fund may have to sell small company securities at a discount from current market prices or in small lots over an extended period. In addition, it may sometimes be difficult to find buyers for these securities that a Fund wishes to sell when a company is not perceived favorably in the marketplace or during periods of poor economic or market conditions. The costs of purchasing and selling these securities may also be greater than those of more widely traded securities.

The Funds that make foreign investments, particularly the TIAA-CREF Institutional International Equity Fund and the TIAA-CREF Institutional International Equity Index Fund, are subject to:

- **Foreign Investment Risk** — The risks of investing in securities of foreign issuers, securities or contracts traded on foreign exchanges or in foreign markets, or securities or contracts payable in foreign currency. Investing in foreign investments entails risks beyond those of domestic investing. These include: (1) changes in currency exchange rates; (2) possible imposition of market controls or currency exchange controls; (3) possible imposition of withholding taxes on dividends and interest; (4) possible seizure, expropriation or nationalization of assets; (5) more limited foreign financial information or difficulties in interpretation because of foreign regulations and accounting standards; (6) the lower liquidity and higher volatility in some foreign markets; (7) the impact of political, social or diplomatic events; (8) the difficulty of evaluating some foreign economic trends; and (9) the possibility that a foreign government could restrict an issuer from paying principal and interest to investors outside the country. Brokerage commissions and transaction costs are often higher for foreign investments, and it may be harder to use foreign laws and courts to enforce financial or legal obligations.

The risks described above often increase in countries with emerging markets. For example, these countries may have more unstable governments than developed countries, and their economies may be based on only a few industries. Because their securities markets may be very small, share prices may be volatile and difficult to establish. In addition, foreign investors, such as the Funds, are subject to a variety of special restrictions in many such countries.

The Funds that are managed according to a growth or value investment style are subject to:

- **Style Risk** — The risk that equity securities representing growth investing or a value investing style may be out of favor in the marketplace for various periods of time. When this occurs, investors, such as the Funds, holding such securities may experience significant declines in the value of their portfolios.

The Funds that are managed according to a growth investment style are subject to:

- **Risks of Growth Investing** — The risk that growth stocks due to their relatively high valuations are typically more volatile than value stocks. For example, the price of a growth stock may experience a larger decline on a forecast of lower earnings, or a negative event or market development, than would a value stock. Because the value of growth companies is a function of their expected earnings growth, there is a risk that such earnings growth may not occur or cannot be sustained.

The Funds that are managed according to a value investment style are subject to:

- **Value Investing Risk** — Securities believed to be undervalued are subject to the risks that: (1) the issuer's potential business prospects are not realized; (2) their potential values are never recognized by the market; and (3) due to unanticipated or unforeseen problems associated with the issuer or industry, they were appropriately priced (or overpriced) when acquired.

The Funds that invest in the securities of larger companies are subject to:

- **Large Company Risk** — By focusing on the securities of larger companies, a Fund carries with it the risk that it may have fewer opportunities to identify securities that the market misprices and that these companies may grow more slowly than the economy as a whole or not at all.

The Funds that invest in mid- and small-cap securities, particularly the TIAA-CREF Institutional Mid-Cap Growth Fund, the TIAA-CREF Institutional Mid-Cap Value Fund, the TIAA-CREF Institutional Small-Cap Equity Fund, the TIAA-CREF Institutional Mid-Cap Growth Index Fund, the TIAA-CREF

Institutional Mid-Cap Value Index Fund and the TIAA-CREF Institutional Small-Cap Blend Index Fund, are subject to:

- **Small-Cap/Mid-Cap Risk** — Smaller company securities may experience steeper fluctuations in price than the securities of larger companies. They may also have to be sold at discount from their current market prices or in small lots over an extended period, since they may be harder to sell than larger-cap securities.

Real Estate Securities Fund

The TIAA-CREF Institutional Real Estate Securities Fund

Investment Objective: The TIAA-CREF Institutional Real Estate Securities Fund seeks to obtain a favorable long-term total return through both capital appreciation and current income, by investing primarily in equity and fixed-income securities of companies principally engaged in or related to the real estate industry.

Principal Investment Strategies: The Fund invests at least 80% of its assets in the equity and fixed-income securities of companies that are principally engaged in or related to the real estate industry ("**real estate securities**"), including those that own significant real estate assets, such as real estate investment trusts ("**REITs**"). The Fund uses a combination of both active management and indexed strategies. The Fund will use an active strategy using a research-oriented process with a focus on cash flows and asset values when it believes there is an opportunity to increase shareholder value. The Fund will utilize an indexed strategy to keep the Fund close to its benchmark when it does not perceive that there are opportunities to increase share value utilizing an active management strategy. The Fund does not invest directly in real estate. The Fund concentrates its investments in the real estate industry.

An issuer is principally "engaged in" or principally "related to" the real estate industry if at least 50% of its total assets, gross income, or net profits are attributable to ownership, construction, management or sale of residential, commercial or industrial real estate, or to products or services related to the real estate industry. The Fund typically invests in securities issued by equity REITs (which directly own real estate), mortgage REITs (which make short-term construction or real estate development loans or invest in long-term mortgages or mortgage pools), real estate brokers and developers, homebuilders, companies that manage real estate, and companies that own substantial amounts of real estate. Businesses related to the real estate industry include manufacturers and distributors of building supplies and financial institutions that make or service mortgage loans.

The Fund also may invest up to 10% of its total assets in real estate securities of foreign issuers and up to 20% of its total assets in equity and debt securities of issuers that are not engaged in or related to the real estate industry.

Fund Benchmark: *Dow Jones Wilshire Real Estate Securities Index.*

The Dow Jones Wilshire Real Estate Securities Index is a broad measure of the performance of publicly traded real estate securities, such as REITs and real estate operating companies ("**REOCs**"). The Dow Jones Wilshire Real Estate Securities Index is capitalization weighted, is rebalanced monthly, and its returns are calculated on a buy-and-hold basis. The constituents of the Dow Jones Wilshire Real Estate Securities Index are equity owners and operators of commercial real estate deriving 75% or more of their total revenues from the ownership and operation of real estate assets. A company in the Dow Jones Wilshire Real Estate Securities Index must have a capitalization of at least $200 million at the time of its inclusion. If a company's total market capitalization falls below $100 million and remains at that level for two consecutive quarters, it will be removed from the index.

Principal Risks of Investing in the Real Estate Securities Fund

The Fund is subject to the special risks of real estate investing, described below. It is also subject to interest rate risk and income risk, as described below under "Principal Risks of Investing in the Fixed-Income Funds," and substantial market risk and very substantial company risk, as described above under "Principal Risks of Investing in the Equity Funds." Further, because the Fund concentrates its investments in only one industry and holds securities of relatively few issuers, the value of its portfolio is likely to experience greater fluctuations and may be subject to a greater risk of loss than those of other mutual funds.

There are significant risks inherent in the investment objective and strategies of the Fund. Because of its objective of investing in, among other things, the securities of companies that own, construct, manage or sell residential, commercial or industrial real estate, it is subject to all of the risks associated with the ownership of real estate. These risks include: declines in the value of real estate, negative changes in the climate for real estate, risks related to general and local economic conditions, over-building and increased competition, decreases in property revenues, increases in property taxes and operating expenses, changes in zoning laws, casualty or condemnation losses, limitations on rents, changes in neighborhood values, the appeal of properties to tenants, leveraging of interests in real estate, increases in prevailing interest rates, and costs resulting from the clean-up of environmental problems. Because of its objective of investing in the securities of issuers whose products and services are engaged in or related to the real estate industry, it is subject to the risk that the value of such securities will be negatively affected by one or more of these risks.

In addition to these risks, equity REITs may be affected by changes in the value of the underlying property of the trusts, while mortgage REITs may be affected by changes in the quality of any credit extended. Both equity and mortgage REITs are dependent upon management skill and may not be diversified. REITs are also subject to heavy cash flow dependency, defaults by borrowers, self-liquidation, and the possibility of failing to qualify for special tax treatment under the IRC or failing to meet other applicable regulatory requirements. Finally, certain REITs may be self-liquidating meaning that a specific term of existence is provided for in their trust documents. In acquiring the securities of REITs, the Fund runs the risk that they will sell them at an inopportune time.

The Fund is also exposed to the risks associated with investing in securities of smaller companies, as often companies in the real estate industry are smaller, lesser-known companies. These securities may fluctuate in value more than those of larger companies because some smaller companies may depend on narrow product lines, have limited track records, lack depth of management or have thinly-traded securities.

To the extent that the Fund invests in fixed-income securities, an investment in the Fund will be subject to the principal investment risks associated with the Fixed-Income Funds, which are described under "Principal Risks of Investing in the Fixed-Income Funds."

Fixed-Income Funds

The TIAA-CREF Institutional Bond Fund

Investment Objective: The TIAA-CREF Institutional Bond Fund seeks as favorable a long-term total return through income as is consistent with preserving capital, primarily from investment-grade fixed-income securities.

Principal Investment Strategies: The Fund invests at least 80% of its assets in investment-grade bonds and other bonds. The Fund also invests in other fixed-income securities. Bonds of this type may include U.S. Government securities, corporate bonds and mortgage-backed or other asset-backed securities. The Fund does not rely exclusively on rating agencies when making investment decisions. Instead, the Fund also does its own credit analysis, paying particular attention to economic trends and other market events.

The Fund overweights or underweights individual securities or sectors relative to its benchmark index, the Lehman Brothers U.S. Aggregate Index, when it believes that it can take advantage of what appear to be undervalued, overlooked or misunderstood issuers that offer the potential to boost returns above that of the index. The Fund is managed to maintain an average duration that is similar to the Lehman Brothers U.S. Aggregate Index. Duration is a measure of volatility in the price of a bond in response to a change in prevailing interest rates, with a longer duration indicating more volatility. By keeping the duration of the Fund close to that of the index, the returns due to changes in interest rates should be similar between the Fund and the index. The Fund may invest up to 15% of its total assets in fixed-income securities of foreign issuers.

The Fund's investments in mortgage-backed securities can include pass-through securities sold by private, governmental and government-related organizations and collateralized mortgage obligations ("**CMOs**"). Mortgage pass-through securities are created when mortgages are pooled together and interests in the pool are sold to investors. The cash flow from the underlying mortgages is "passed through" to investors in periodic principal and interest payments. CMOs are obligations that are fully collateralized directly or indirectly by a pool of mortgages from which payments of principal and interest are dedicated to the payment of principal and interest.

The Fund may use an investment strategy called "mortgage rolls" (also referred to as "dollar rolls"), in which the Fund sells securities for delivery in the current month and simultaneously contracts with a counterparty to repurchase similar (same type, coupon and maturity) but not identical securities on a specified future date. The Fund loses the right to receive principal and interest paid on the securities sold. However, the Fund would benefit to the extent of any price received for the securities sold and the lower forward price for the future purchase (often referred to as the "drop") plus the interest earned on the short-term investment awaiting the settlement date of the forward purchase. Realizing benefits from the use of mortgage rolls depends upon the ability of Teachers Advisors, Inc., the Fund's investment advisor, to predict correctly mortgage prepayment and interest rates.

The Fund may also engage in duration-neutral relative value trading, a strategy in which the Fund buys and sells government bonds of identical credit quality but different maturity dates in an attempt to take advantage of spread differentials along the yield curve (*i.e.*, differences in yield between short-term and long-term securities). The duration-neutral relative value trading strategy is designed to enhance the Fund's returns but increases the Fund's portfolio turnover rate.

Fund Benchmark: *Lehman Brothers U.S. Aggregate Index.*

The Lehman Brothers U.S. Aggregate Index covers the U.S. investment-grade fixed-rate bond market, including government and credit securities, agency mortgage pass-through securities, asset-backed securities, and commercial mortgage-based securities.

Investment Risks: The Fund is subject to substantial interest rate risk and significant prepayment/extension risk, income risk, and moderate credit risk, as described below under "Principal Risks of Investing in the Fixed-Income Funds," as well as company risk, moderate foreign investment risk and moderate index risk, as described above under "Principal Risks of Investing in the Equity Funds." The value of securities held by the Fund changes in response to daily changes in prevailing market interest rates. Although the Fund invests primarily in investment grade securities, market values for such securities can still vary independent of interest rate changes, depending upon the market evaluation of general credit conditions and liquidity.

Under the Fund's mortgage roll investment strategy, there is a risk that Teachers Advisors, Inc. will not correctly predict mortgage prepayments and interest rates, which will diminish the investment performance of the Fund compared with what such performance would have been without the use of the strategy.

Securities originally rated "investment grade" are sometimes subsequently downgraded, should a ratings agency like Moody's Investors Service, Inc. ("**Moody's**") or Standard & Poor's ("**S&P**") believe the issuer's business outlook or creditworthiness has deteriorated. The Fund will attempt to sell any security held by the Fund which is downgraded to a below investment grade rating as promptly as possible, consistent with the best interests of the Fund. Lower-rated bonds can at times be harder to sell than investment grade bonds, and their prices can be more volatile and more difficult to determine than the prices of higher-quality securities.

The TIAA-CREF Institutional Inflation-Linked Bond Fund

Investment Objective: The TIAA-CREF Institutional Inflation-Linked Bond Fund seeks a long-term rate of return that outpaces inflation, primarily through investment in inflation-indexed bonds.

Principal Investment Strategies: The Fund invests at least 80% of its assets in inflation-indexed bonds – fixed-income securities whose returns are designed to track a specified inflation index over the life of the security. Typically, the Fund will invest in U.S. Treasury Inflation-Indexed Securities ("**TIIS**"). The Fund can also invest in (1) other inflation-indexed bonds issued or guaranteed by the U.S. Government or its agencies, by corporations and other U.S. domiciled issuers, as well as foreign governments, and (2) money market instruments or other short-term securities.

Like conventional bonds, inflation-indexed bonds generally pay interest at fixed intervals and return the principal at maturity. Unlike conventional bonds, an inflation-indexed bond's principal or interest is adjusted periodically to reflect changes in a specified inflation index. Inflation-indexed bonds are designed to preserve purchasing power over the life of the bond while paying a "real" rate of interest (*i.e.*, a return over and above the inflation rate). These bonds are generally issued at a fixed interest rate that is lower than that of conventional bonds of comparable maturity and quality, but they generally retain their value against inflation over time.

The principal amount of a TIIS bond is adjusted periodically for inflation using the Consumer Price Index for All Urban Consumers ("**CPI-U**"). Interest is paid twice a year. The interest rate is fixed, but the amount of each interest payment varies as the principal is adjusted for inflation. The principal amount of a TIIS instrument may diminish in times of deflation. However, the U.S. Treasury guarantees that the final principal payment at maturity is at least the original principal amount of the bond. The interest and principal components of the bonds may be "stripped" or sold separately. The Fund can buy or sell either component.

The Fund may also invest in inflation-indexed bonds issued or guaranteed by foreign governments and their agencies, as well as other foreign issuers. These investments are usually designed to track the inflation rate in the issuing country. Under most circumstances, the Fund's investments in inflation-linked bonds of foreign issuers are generally less than 25% of its total assets.

The Fund is managed to maintain a duration that is similar to its benchmark index, the Lehman Brothers U.S. Treasury Inflation-Protected Securities Index. Duration is the approximate percentage change in the price of a bond in response to a change in prevailing interest rates. By keeping the duration of the Fund close to that of the index, the returns due to changes in interest rates should be similar between the Fund and the index. Typically, the Fund will invest in corporate and foreign inflation-indexed bonds that are similar in duration and maturity to those of U.S. Government inflation-indexed bonds.

The Fund also may invest in other fixed-income securities in which the TIAA-CREF Institutional Bond Fund invests, provided that no more than 5% of its total assets are invested in fixed-income securities rated below investment grade.

Fund Benchmark: *Lehman Brothers U.S. Treasury Inflation-Protected Securities Index.*

The Lehman Brothers U.S. Treasury Inflation-Protected Securities Index measures the return of fixed-income securities with fixed-rate coupon payments that adjust for inflation as measured by the CPI-U. To be selected for inclusion in the Lehman Brothers U.S. Treasury

Inflation-Protected Securities Index, the securities must have a minimum maturity of one year and a minimum par amount outstanding of $250 million.

Investment Risks: The Fund is subject to interest rate risk. As a result, its total return may not actually track the selected inflation index every year. Market values of inflation-indexed bonds can be affected by changes in the market's inflation expectations or changes in real rates of interest. Also, the CPI-U may not accurately reflect the true rate of inflation. If the market perceives that the index used by TIIS does not accurately reflect inflation, the market value of those bonds could be adversely affected. In addition, the Fund may be subject to certain tax risks.

Principal Risks of Investing in the Fixed-Income Funds

An investment in a Fixed-Income Fund will be subject to the following principal investment risks as described below:

- **Income Volatility** — *Income volatility* refers to the degree and speed with which changes in prevailing market interest rates diminish the level of current income from a portfolio of fixed-income securities. The risk of *income volatility* is the risk that the level of current income from a portfolio of fixed-income securities declines in certain interest rate environments.

- **Credit Risk** (a type of **Company Risk**) — The risk that a decline in a company's financial position may prevent it from making principal and interest payments on fixed-income securities when due. As a result, the issuer could default on its obligations, thereby causing a Fund to lose its investment in the security.

- **Interest Rate Risk** (a type of **Market Risk**) — The risk that the value or yield of fixed-income securities may decline if interest rates change. In general, when prevailing interest rates decline, the market value of fixed-income securities (particularly those paying a fixed rate of interest) tends to increase. Conversely, when prevailing interest rates increase, the market value of fixed-income securities (particularly those paying a fixed rate of interest) tends to decline.

- **Prepayment Risk** and **Extension Risk** — *Prepayment risk* and *extension risk* are normally present in adjustable-rate mortgage loans, mortgage-backed securities and other asset-backed securities. For example, homeowners have the option to prepay their mortgages. Therefore, the duration of a security backed by home mortgages can either shorten (*prepayment risk*) or lengthen (*extension risk*). If interest rates on new mortgage loans fall sufficiently below the interest rates on existing outstanding mortgage loans, the rate of prepayment generally increases. Conversely, if mortgage loan interest rates rise above the interest rates on existing outstanding mortgage loans, the rate of prepayment generally decreases. In either case, a change in the prepayment rate and the resulting change in duration of fixed-income securities held by a Fund can result in losses to investors in the Fund.

Money Market Fund

The TIAA-CREF Institutional Money Market Fund

Investment Objective: The Fund seeks high current income consistent with maintaining liquidity and preserving capital.

Principal Investment Strategies: The Fund invests primarily in high-quality short-term money market instruments. It limits its investments to securities that present minimal credit risk and are rated in the highest rating categories for short-term instruments.

The Fund seeks to maintain a stable net asset value of $1.00 per share of the Fund by investing in assets that present minimal credit risk, maintaining an average weighted maturity of 90 days or less, and investing all of the Fund's assets in U.S. dollar-denominated securities or other instruments maturing in 397 days or less. *The Fund cannot assure you that it will be able to maintain a stable net asset value of $1.00 per share for the Fund.*

The Fund will only purchase money market instruments that at the time of purchase are "First Tier Securities," that is, instruments rated within the highest category by at least two nationally recognized statistical rating organizations ("**NRSROs**"), or rated within the highest category by one NRSRO if it is the only NRSRO to have issued a rating for the security, or unrated securities of comparable quality. The Fund can also invest up to 30% of its assets in money market and debt instruments of foreign issuers denominated in U.S. dollars.

Fund Benchmark: *iMoneyNet Money Fund Report Average™ — All Taxable.*

Investment Risks: The principal risk of investing in the Money Market Fund is *current income risk*—that is, the income the Fund receives may fall as a result of a decline in interest rates. To a lesser extent the Fund is also subject to income volatility, interest rate risk, prepayment and extention risk and credit risk as described above under "Principal Risks of Investing in Fixed-Income Funds." An investment in the Money Market Fund, like the other Funds, is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Net Asset Value

The net asset value (the "**NAV**") per share of each Mutual Fund is determined on each day the NYSE is open for business. NAV is calculated as of the time when regular trading closes on all U.S. national exchanges (generally, 4:00 pm Eastern time) where securities or other investments of a Fund are principally traded.

Each Mutual Fund's NAV is calculated by dividing the value of the Fund's assets, less its liabilities, by the number of outstanding shares of that Fund. Individual securities and other instruments held by a Fund (except for the TIAA-CREF Institutional Money Market Fund) are usually valued using market quotations or independent pricing services. If market quotations or independent pricing services are not readily available, or if events that have a significant effect on the value of an investment occur between the time its price is determined and the time a Fund's NAV is calculated, the Fund may use a security's "fair value" as determined in good faith.

To calculate the TIAA-CREF Institutional Money Market Fund's NAV per share, securities held by the Fund are valued at their amortized cost. This valuation method does not take into account unrealized gains or losses on the Fund's securities. Amortized cost valuation involves first valuing a security at cost, and thereafter assuming an amortization to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the security's market value. While this method provides certainty in valuation, there may be times when the value of a security, as determined by amortized cost, may be higher or lower than the price the TIAA-CREF Institutional Money Market Fund would receive if it sold the security.

THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT

The Funding Agreement issued by TIAA-CREF Life is the investment vehicle for the Program's Guaranteed Option described under "INVESTMENT OPTIONS."

Contributions to the Guaranteed Option will be paid by the Program to TIAA-CREF Life under the Funding Agreement until the expiration date of the Funding Agreement, subject to earlier termination at the election of the Board. The Funding Agreement expires April 4, 2010. The Program may make withdrawals under the Funding Agreement at any time without penalty to cover distributions from Accounts that have invested in the Guaranteed Option.

The Funding Agreement guarantees the Program a return of all principal and **the Minimum Rate**. Periodically, TIAA-CREF Life will announce whether it will pay interest in excess of this fixed minimum rate of return. Any such additional interest rates will be declared in advance by TIAA-CREF Life for a period of up to twelve months and are not guaranteed for future periods.

More specifically, Funding Agreement accumulations as of the date that the rate for such additional returns is declared (e.g., April 1, 2007), and contributions received until a different rate is declared, will be credited with the declared rate until the next twelve-month anniversary (e.g. April 1, 2008, in this example). However, contributions deposited after this first declaration date and before the twelve-month anniversary may be credited with different declared rates that could be lower or higher than the first declared rate and which will remain in effect until the last day of the twelve-month period (e.g., March 31, 2008, in this example). Thereafter, any additional interest rates declared for such amounts will remain in effect for periods of twelve months or more. TIAA-CREF Life will review and determine at least annually in advance of each twelve-month anniversary whether additional interest will be credited for the next twelve-month period under the Funding Agreement.

Account Owners will be notified of the current declared rate in their quarterly account statements. The current declared rate will also be posted on the Web site: www.ok4saving.org. You may also obtain this information by calling the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284).

The Funding Agreement provides the guarantee described above to the Program for the benefit of the Account Owners who have selected the Guaranteed Option, but the guarantee is not made directly to Account Owners. Neither the Guaranteed Option nor any Account invested in this Investment Option is guaranteed by the State, any Oklahoma agency or instrumentality, the Program, the Board, the Program Manager or any other person or entity. No financial information as to TIAA-CREF Life is included in this Disclosure Booklet. There is a risk that TIAA-CREF Life could fail to perform its obligations under the Funding Agreement for financial or other reasons.

UNIT VALUE

Your contribution will entitle you to a share of the assets held by the Program, expressed as a number of "**Units**."

The value of a Unit in each Investment Option (other than the Guaranteed Option) will be based on the NAV per share of each of the Mutual Funds in which the Investment Option is invested. See "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS — Net Asset Value." For purposes of this discussion, each Age Band in the Managed Allocation Option is considered a separate Investment Option. The Unit value of each Investment Option is computed by dividing (a) an Investment Option's assets less any liabilities (including the Program Manager Fee) allocated to that Investment Option by (b) the number of outstanding Units in such Investment Option. Unit value is calculated immediately after the NAV for the Mutual Fund(s) underlying the Investment Option is calculated. The value of your Account will increase or decrease depending on an increase or decrease in the NAV per share of the shares of the Mutual Fund(s) comprising the Investment Option in which your Account is invested.

The value of a Unit in the Guaranteed Option will be based on the interest rate underlying the Funding Agreement as declared by TIAA-CREF Life. The Unit value will increase daily based on the declared interest rate. The Unit value for the Guaranteed Option is computed by dividing (a) the value of the assets less any liabilities allocated to the Guaranteed Option by (b) the number of outstanding Units invested in the Guaranteed Option. The value of an Account invested in the Guaranteed Option will increase based on the returns credited to the Program under the Funding Agreement.

PURCHASE AND WITHDRAWAL OF UNITS

A contribution received by the Program Manager will be credited at the Unit value of the applicable Investment Option, determined on the same day the contribution is received in good order, if received before the close of trading on the NYSE. Contributions received in good order after the close of trading on the NYSE, or on a day other than a business day, will be credited at the Unit value of the appropriate Investment Option determined on the next business day.

The Unit value used to calculate the value of a withdrawal from an Account for any of the Investment Options, will be the one next computed after a completed withdrawal request is received in good order by the Program Manager.

OVERSIGHT OF THE PROGRAM

The primary purpose of the Program is to encourage timely financial planning for higher education. The State Treasurer serves as the Chair of the Board of Trustees of the Program under the Act. The Act provides that the Board may take any action necessary to carry out the purposes of the Act pertaining to the Program, including, without limitation, the power to: (1)

develop and implement the Program in a manner consistent with the Act through the adoption of guidelines and procedures; (2) retain professional services, including accountants, auditors, consultants and other experts; (3) seek rulings and other guidance from the United States Department of the Treasury, the IRS, and the State Attorney General relating to the Program; (4) make changes to the Program required for the Account Owners in the Program to obtain the federal income tax benefits or treatment provided by Section 529 of the IRC; (5) interpret, in policies, guidelines and procedures, the provisions of the Act broadly in light of its purpose and objectives; (6) develop a schedule of application fees and other necessary fees and charges in connection with any agreement, contract or transaction relating to the Program that is sufficient to offset the administrative and staffing costs associated with the implementation and administration of the Program; (7) select the financial institution or institutions to act as the depositories and managers of the Accounts in accordance with the Act; and (8) adopt guidelines and procedures to assist in the administration and implementation of the Act.

Pursuant to these powers, the Board has engaged TFI to serve as the Program Manager under the Management Agreement. See "THE PROGRAM MANAGER," below, for additional information about the Program Manager and the Management Agreement.

THE PROGRAM MANAGER

The Program Manager is TFI, a wholly owned, indirect subsidiary of TIAA. TIAA with its companion organization, the College Retirement Equities Fund ("**CREF**"), forms one of America's leading financial services organizations. TIAA and CREF together comprise one of the world's largest pension systems, based on assets under management. Over three million participants are now accumulating future pension benefits with the TIAA-CREF group of companies. While TIAA-CREF's focus has traditionally been institutionally sponsored retirement programs, the organization has offered savings and insurance products to individuals since 1918.

TFI and the Board have entered into a Management Agreement dated as of April 4, 2000, under which TFI, its affiliates and subcontractors provide services to the Program. As the Program Manager, TFI provides investment management, administration, record keeping, reporting, regulatory, tax reporting, marketing and outreach and other services for the Program. TFI has subcontracted certain of its responsibilities relating to distribution, telephone counseling, marketing and information services to two other subsidiaries of TIAA, Teachers Personal Investors Services, Inc. and TIAA-CREF Individual & Institutional Services, LLC, both of which are registered broker-dealers with the Securities and Exchange Commission. TFI may also subcontract its responsibilities relating to certain customer service, record keeping, transfer agency and related services, custody, fund accounting and certain administrative services to others. References to TFI or the Program Manager in this Disclosure Booklet include, where applicable, any entity to which TFI subcontracts or delegates its duties as Program Manager. As Program Manager, TFI is bound by the Management Agreement entered into by the Board and TFI. For additional information, see "TFI's Term as Program Manager" below.

As discussed under "FEES AND EXPENSES" above, in accordance with the Management Agreement, for its services as Program Manager with respect to the Managed Allocation Option, the Diversified Equity Option, the 100% Equity Option, the Fixed Income

Option and the Balanced Option, including all of its expenses and payments to its affiliates and subcontractors, TFI is paid an aggregate annual Program Manager Fee equal to 0.65% of the average daily net assets of the Accounts invested in such Investment Options, plus the investment management fees and other expenses of the underlying Mutual Funds as disclosed in the prospectus for each Mutual Fund. These fees and expenses are paid from the assets in the Accounts invested in such Investment Options. For its services with respect to the Guaranteed Option, TFI will not be entitled to receive a management fee from Accounts invested in the Guaranteed Option, but an annual asset-based expense fee is paid by TIAA-CREF Life to TFI for distribution, administration and other reasonable expenses with respect to assets invested in the Guaranteed Option. The interest rate is set periodically for the Guaranteed Option by TIAA-CREF Life after consideration of several factors including the amount of this fee. For additional information, see "FEES AND EXPENSES."

TFI's Term as Program Manager

TFI's contract with the Board to serve as Program Manager was originally for a five-year term ending on April 4, 2005. Pursuant to the provisions of this Management Agreement, the Board has extended the term of the Management Agreement for an additional five-year period ending on April 4, 2010. The Management Agreement is subject to the possibility of earlier termination at the direction of the Board or TFI in specified circumstances, such as a material breach of contract.

After TFI's term as Program Manager ends, TFI is obligated to work with any successor program manager chosen by the Board to effect an orderly transition to a successor program manager of the Accounts and Program records.

Account Owners and Beneficiaries do not have a role in selection or retention of the Program Manager or of additional investment managers for the Program.

RISKS OF INVESTING IN THE PROGRAM

Prospective Account Owners in the Program should carefully consider, along with other matters referred to in this Disclosure Booklet, the following risks of investing in the Program.

Investment Risks

Although the general objective of the Program is to achieve investment returns over the applicable investment period that are at least equal to the rate of increase in the costs of higher education over that period, there is no guarantee that the Program's investment objective will be realized and in fact, with any Investment Option, there is a possibility that the investment returns over the applicable investment period will be less than the rate of increase in the costs of higher education over that period. The Program does not guarantee principal or a minimum rate of return on contributions to the Program (except to the extent of the guarantee by TIAA-CREF Life to the Program under the Guaranteed Option). The rate of return from an Account may be less than the rate of increase in the costs of higher education over the same period, and may decrease or not increase at all. No one can predict the returns from the investment of your contributions to the Program. You could lose part or all of the value of your Account.

The investment risks of investing in the Investment Options, other than the Guaranteed Option, are generally the same as the investment risks of investing in the Mutual Funds in which those Investment Options invest. The risks of investing in the Mutual Funds are described above under "THE TIAA-CREF INSTITUTIONAL MUTUAL FUNDS." The investment risks of investing in the Guaranteed Option are generally the same as the investment risks of entering into the Funding Agreement directly. The Funding Agreement and its investment risks are described above under "THE TIAA-CREF LIFE INSURANCE COMPANY FUNDING AGREEMENT." Risks of investing in the Investment Options are described above under "INVESTMENT OPTIONS."

No Guarantee of Attendance or Expense

There is no guarantee that a Beneficiary will be accepted for admission to any institution of higher education, including an Eligible Educational Institution, or if admitted, will graduate or receive a degree, or otherwise be permitted to continue to attend an Eligible Educational Institution. Even if the account balance of an Account has reached the Maximum Account Balance Limit, the balance in the Account may not be sufficient to cover the Beneficiary's Qualified Higher Education Expenses. Future inflation in Qualified Higher Education Expenses is uncertain. Qualified Higher Education Expenses have been growing more rapidly than increases in the general cost of living. Increases in Qualified Higher Education Expenses could exceed the rate of return under the Program over the same time period. Contributions to an Account do not create State residency status for an Account Owner or a Beneficiary for determining the rate of tuition charged.

Risks Related to Changes in Law

The proposed federal tax regulations that have been issued under Section 529 of the IRC provide guidance and requirements for the establishment and operation of the Program, but do not provide guidance on certain aspects of the Program. Final regulations or other administrative guidance or court decisions might be issued that could adversely impact the federal tax consequences or requirements with respect to the Program or contributions to, or withdrawals from, Accounts. In particular, IRS administrative guidance and changes to the Program may be necessary to implement the provisions of the 2001 Tax Act. Congress could also amend IRC Section 529 or other federal law in a manner that would materially change or eliminate the federal tax treatment described in this Disclosure Booklet. Such changes in federal law could materially affect the State tax treatment of Account contributions, earnings and distributions. The State could also make changes to Oklahoma tax law that could materially affect the State tax treatment of the Program or changes to the Act that could terminate or otherwise adversely affect the Program. Changes in the law governing the federal and/or State tax consequences described in this Disclosure Booklet might necessitate material changes to the Program for the anticipated tax consequences to apply.

The Program is established pursuant to the Act, applicable State law and applicable securities laws. Changes to the Act or such State and securities laws may affect the continued operation of the Program as contemplated in this Disclosure Booklet.

Risks Related to Expiration of the 2001 Tax Act

If Congress does not extend the provisions of the 2001 Tax Act beyond December 31, 2010, or otherwise change the law, the federal law governing the Program will revert on January 1, 2011 to the rules that existed until December 31, 2001. When considering an investment, you should be aware that laws affecting your Account may change or expire while your Account is open. The effects of a reversion to the rules that existed until December 31, 2001 would be complex and would include numerous changes to federal income and estate and gift tax law. For a description of the provisions of law that will apply to Account Owners and Beneficiaries if the provisions of the 2001 Tax Act are not extended or other action is not taken by Congress, see "Federal Tax Effects of the Expiration of the 2001 Tax Act" in the Appendix.

Risks Related to Illiquidity

Investment in the Program involves the risk of reduced liquidity regarding your investment. Once you open an Account for a Beneficiary the circumstances under which funds may be withdrawn from the Account without Additional Tax are limited. See "WITHDRAWALS," above for further information about these restrictions. Contributions must be on deposit for at least 10 days before being withdrawn. In addition to these restrictions, no part of an Account may be assigned, transferred or pledged as security for a loan or otherwise, except for transfers described above under "CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS."

Limitations on Investment Selection

Once you have selected an Investment Option when making a contribution, you may change the investment selection only once per calendar year, and at any time upon a permissible change in the designated Beneficiary of the Account. You may not direct the investment of an Investment Option. The Board has control over Investment Options, the asset allocations for each Investment Option and the selection of underlying investment vehicles held in each Investment Option and reserves the right to change them at its discretion.

Potential Change of the Program Manager and Other Program Changes

TFI will not necessarily continue as Program Manager for the entire period your Account is open. TFI's initial term as Program Manager was for a period of five years ending on April 4, 2005, subject to earlier termination or renewal at the election of the Board. Pursuant to the terms of the Management Agreement, the Board has extended the term of the contract for an additional five years through April 4, 2010. The Board may hire new investment manager(s) in the future to manage all or part of the Program portfolio. If this happens (or even if it does not), there is no assurance that the terms and conditions of your Participation Agreement would continue without material change. There are, accordingly, various potential consequences that should be considered. These include: (1) changes in the investment manager, or the addition of new investment manager(s) to provide services to the Program concurrently with TFI and its affiliates, (2) changes in the current Program Manager Fee, and (3) if TFI ceases to be the Program Manager, you may have to open a new account in the Program with the successor program manager in order to make future contributions on behalf of your Beneficiary.

The Board may at any time modify the Program to provide additional or different Investment Options or make other changes to the Program. The Board may terminate the Program by giving written notice to the Account Owner, but the assets in the Account may not thereby be diverted from the exclusive benefit of the Account Owner and the Beneficiary.

Potential Impact on Financial Aid and Medicaid Eligibility

The eligibility of your Beneficiary for financial aid will depend upon the circumstances of the Beneficiary's family at the time the Beneficiary enrolls in school, as well as on the policies of the governmental agencies, school, or private organizations to which the Beneficiary and/or the Beneficiary's family apply for financial assistance. Because saving for college will increase the financial resources available to the Beneficiary, it most likely will have some effect on the Beneficiary's eligibility. However, because these policies vary at different institutions and can change over time, the Board cannot say with certainty how the federal financial aid program, or the school your Beneficiary applies to, will treat your Account.

Ownership of an Account in the Program could have an impact on eligibility for Medicaid. Although the result may vary from state to state, assets in your Account may be considered available assets for determining Medicaid assistance eligibility. You should consult your own financial and tax advisors for advice on your particular situation.

Suitability; Investment Alternatives

The Board and the Program Manager, except as required by law, make no representations regarding the appropriateness of the Investment Options as an investment. Other types of investments may be more appropriate depending upon an individual's residence, financial status, tax situation, risk tolerance or age. Various qualified tuition programs other than the Program, including programs designed to provide prepaid tuition and for certain other educational expenses, are currently available, as are other education savings and investment alternatives. The investments, fees, expenses, eligibility requirements, tax and other consequences, and features of these alternatives may differ from those available in the Program. Anyone considering investing in the Program may wish to consider these alternatives prior to opening an Account and should consult a tax or investment advisor.

No Insurance or Guarantee

Investments in the Program are not insured or guaranteed (except to the extent of the guarantee by TIAA-CREF Life to the Program under the Funding Agreement for the Guaranteed Option) by the State, any State agency or instrumentality, the Program, the Board, the FDIC, any federal government agency, the Program Manager or TIAA and its affiliates.

REPORTING

Account Statements

The Program Manager maintains separate records for each Account and will mail to the Account Owner quarterly and annual statements indicating:

- Contributions to each selected Investment Option made to your Account during the period and aggregate contributions year-to-date.

- Withdrawals from each selected Investment Option from your Account made during the period.

- The total value of your Account at the end of the period.

In addition to the above information, the Program Manager will also report the following on an annual basis:

- The rate of return on assets invested in each Age Band in the Managed Allocation Option.

- The rate of return on assets invested in the Diversified Equity Option.

- The rate of return on assets invested in the 100% Equity Option.

- The rate of return on assets invested in the Fixed Income Option.

- The rate of return on assets invested in the Balanced Option.

- The rate of return on assets invested in the Guaranteed Option.

In addition, in the year the Beneficiary will turn age 17, by March 31st of such year, the Program Manager will prepare and deliver to the Beneficiary statements indicating the prior year-end account value of each Account held for the Beneficiary in the Program.

Tax Reports

Withdrawals and other matters will be reported to the IRS, the State, distributees and other persons, if any, as required by law.

Tax Withholding

Under proposed federal tax regulations, withdrawals from Accounts are not subject to backup withholding.

Continuing Disclosure

The Program Manager has executed a Continuing Disclosure Certificate for the benefit of Account Owners. Under the Continuing Disclosure Certificate, the Program Manager will provide certain financial information and operating data relating to the Program ("**Annual Information**") and notices of the occurrence of certain enumerated events set forth in the Continuing Disclosure Certificate. The Annual Information will be filed by the Program Manager with each Nationally Recognized Municipal Securities Information Repository ("**NRMSIR**") and with a depository in the State, if one then exists. Notices of certain enumerated events will be filed by the Program Manager with the NRMSIRs or the Municipal Securities Rulemaking Board and with a depository in the State, if one then exists.

Financial Statements

The Program Manager will prepare annual financial statements for the Program. Each year, PricewaterhouseCoopers, an independent certified public accounting firm, will audit the financial statements in accordance with generally accepted accounting principles. The Program Manager will distribute summary financial information for the Program to each Account Owner annually. The Annual Information provided to regulatory authorities as described above under "REPORTING — Continuing Disclosure" will also be made available to Account Owners on request by calling the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284) once the Annual Information has been filed with such regulatory authorities.

NOTICES

You may contact the Program Manager by telephone at 1-877-ok4-saving (1-877-654-7284), or by mail at the following address: TIAA-CREF Tuition Financing, Inc., P.O. Box 8193, Boston, MA 02266-8193.

OKLAHOMA COLLEGE SAVINGS PLAN

APPENDIX

to Disclosure Booklet
for the Oklahoma College Saving Plan

TAX INFORMATION

The tax information contained below was written to support the promotion and marketing of the Program. It was neither written nor intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Taxpayers should seek tax advice from an independent tax advisor based on their own particular circumstances.

The following discussion is not exhaustive and not intended as individual tax advice. There can be no assurance that the IRS or the Oklahoma Tax Commission will accept the conclusions reached here, or, if challenged by the IRS or the Oklahoma Tax Commission, that these conclusions would be sustained in court.

The federal and state tax rules applicable to the Program, including the 2001 Tax Act described below, are complex, and currently, some of the rules have not been finalized. Their application to any particular person may vary according to facts and circumstances specific to that person. A qualified tax advisor should be consulted about how the laws apply to a particular Account Owner or Beneficiary.

The federal and state tax consequences applicable to Account ownership in the Program by an entity or the establishment of an Account to fund scholarships by an eligible governmental organization or organization described in Section 501(c)(3) of the IRC will vary according to the particular circumstances of the situation and are beyond the scope of this discussion. Entities should consult a tax advisor about the tax consequences of opening such Accounts.

Tax Law Changes Affecting the Program

On June 7, 2001, the Economic Growth and Tax Relief Reconciliation Act of 2001 (the "**2001 Tax Act**") was enacted into law. The provisions of the 2001 Tax Act specifically applicable to accounts in qualified tuition programs are summarized in the following description of the federal tax treatment of Accounts and in other sections of this Disclosure Booklet. These provisions of the 2001 Tax Act are set to expire on December 31, 2010. If Congress does not extend these provisions beyond December 31, 2010, or otherwise change the law, the federal law governing the Program will revert on January 1, 2011 to the rules that existed until December 31, 2001. Therefore, when considering an investment, you should be aware that laws affecting your Account may change or expire while your Account is open. The effects of a reversion to the rules that existed until December 31, 2001 would be complex and would include numerous changes to federal income, estate and gift tax law. For a summary of the provisions of law that will apply to Account Owners and Beneficiaries if the provisions of the 2001 Tax Act are not extended or other action is not taken by Congress, see "Federal Tax Effects of the Expiration of the 2001 Tax Act" below in this Appendix.

Federal Income Tax Treatment

The Program is designed as a qualified tuition program under Section 529 of the IRC. As such, undistributed earnings allocated to Accounts of the Program are exempt from federal income tax. In order to be eligible for such tax treatment and for Account Owners and Beneficiaries to receive the favorable federal income, estate, gift and generation-skipping tax treatment described below, the Program is required to implement certain restrictions and procedures applicable to the operation of the Program. Certain of these restrictions and procedures are described below and in other sections of this Disclosure Booklet.

Contributions. Contributions to an Account by an Account Owner do not result in taxable income to the Beneficiary. An Account Owner may not deduct the contribution from income for purposes of determining federal income taxes. See discussion below under "Federal Gift, Estate and Generation-Skipping Transfer Taxes."

Contributions for any Beneficiary will be rejected and returned to the extent the amount of the contribution would cause the total account balance for the Account(s) held for that Beneficiary to exceed the Maximum Account Balance Limit of $300,000 discussed under "OPENING AND MAINTAINING YOUR ACCOUNT — Contributions — *Maximum Account Balance Limit*" of the Disclosure Booklet. It is not expected but could be possible under federal law that a lower limit on the maximum balance of Accounts for the same Beneficiary might be determined. If this occurs, your subsequent contributions will be limited to such lower amount prescribed by federal law and the Board may take such other action as may be necessary to maintain the Program's qualification as a qualified tuition program under Section 529 of the IRC. Accounts that have reached or exceeded the Maximum Account Balance Limit may continue to accrue earnings.

Account Earnings. Earnings from the investment of contributions to an Account will not be included in computing the federal taxable income of the Account Owner or the Beneficiary until funds are withdrawn, in whole or in part, from the Account. As long as withdrawals are used for the Beneficiary's Qualified Higher Education Expenses, the earnings portion of the withdrawals will not be includible in the Beneficiary's federal taxable income.

Qualified Withdrawals. The Beneficiary will not be required to include the earnings portion of a Qualified Withdrawal in his or her taxable income. (See important coordination rules described below under "Coordination With Other Income Tax Incentives for Education" if you have a Coverdell Education Savings Account ("**Coverdell ESA**"), formerly known as an Education Individual Retirement Account, or plan to take the Hope Scholarship Credit or Lifetime Learning Credit. See "Federal Tax Effects of the Expiration of the 2001 Tax Act" in this Appendix regarding taxation of the earnings portion of Qualified Withdrawals after December 31, 2010.)

You should retain receipts, invoices or other documents and information adequate to substantiate that a particular expense is a Qualified Higher Education Expense of the Beneficiary, because it is your responsibility to substantiate any expense you claim on your federal income tax return as a Qualified Higher Education Expense. The IRS may require that Qualified Higher Education Expenses be paid within a prescribed time period (for example, within the same taxable year) after a withdrawal is taken in order to treat such withdrawal as a Qualified Withdrawal, as discussed above.

Non-Qualified Withdrawals. The distributee must include the earnings portion of a Non-Qualified Withdrawal in his or her taxable income. Furthermore, an Additional Tax of 10% of the earnings portion of Non-Qualified Withdrawals is imposed on the distributee and is payable by that taxpayer through his or her federal income tax return to the United States Treasury.

Withdrawals Due to Death, Disability, Scholarship or Attendance at the Military Academies. The distributee must include in his or her taxable income the earnings portion of a withdrawal paid on the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to the Beneficiary, or made on account of the Beneficiary's attendance at one of the Military Academies. No Additional Tax is due with respect to withdrawals that are not used for a Beneficiary's Qualified Higher Education Expenses if:

- Such withdrawal is made to a beneficiary of the Beneficiary, or the estate of, the Beneficiary on or after the death of the Beneficiary.

- Such withdrawal is made because the Beneficiary has become disabled. "Disabled" means that the Beneficiary is unable to engage in any substantial gainful activity by reason of any medically determined physical or mental impairment which can be expected to result in death or to be of long-continued and indefinite duration.

- Such withdrawal is made in an amount that does not exceed certain qualified scholarships, allowances or payments. For this purpose, a scholarship includes certain educational assistance allowances described in Section 25A(g)(2) of the IRC.

- Such withdrawal is made on account of the attendance by the Beneficiary at one of the Military Academies in an amount that does not exceed the costs of advanced education.

You should retain receipts, invoices or other documents and information adequate to substantiate that a particular withdrawal was made on account of the death or disability of, or scholarship award to, or attendance at one of the Military Academies by, the Beneficiary, because it is your responsibility to substantiate the reason for such a withdrawal.

Even if an exception to the Additional Tax applies, the earnings portion of any withdrawal described in this section is subject to regular federal income tax.

Computation of Withdrawal Amounts. Any withdrawal is treated in part as a withdrawal of contributions to the Account and in part as a withdrawal of earnings. The proportion of contributions and earnings is determined by the Program Manager based on the relative portions of total earnings and contributions as of the withdrawal date for all Investment Options of all Accounts with the same Beneficiary and the same Account Owner. Thus, an amount withdrawn from a particular Investment Option in a particular Account may carry with it a greater or lesser amount of earnings than the earnings in that Investment Option or even that Account. This aggregation may also result in a higher amount of income taxation, including the Additional Tax, when applicable, given that the Additional Tax applies to the earnings portion of certain withdrawals.

Refunds of Payments of Qualified Higher Education Expenses. If an Eligible Educational Institution refunds to a Beneficiary any portion of an amount withdrawn from an Account that the institution receives under the Program for the payment of Qualified Higher Education Expenses, you likely must treat the refund as a Non-Qualified Withdrawal for federal income tax purposes, the earnings portion of which will be subject to income tax and, unless you allocate the amount to other Qualified Higher Education Expenses or the refund was paid to a beneficiary of, or the estate of, the Beneficiary on or after the Beneficiary's death, or attributable to the Beneficiary's being disabled, or made on account of a scholarship award to, or attendance at one of the Military Academies by, the Beneficiary, the Additional Tax. If you allocate the amount to other Qualified Higher Education Expenses or if the refund was made due to the death or disability of, or scholarship award to, or attendance at one of the Military Academies by, the Beneficiary, you should retain receipts, invoices or other documents and information adequate to substantiate this allocation or reason for the refund, because it is your responsibility to substantiate this if the IRS requires you to do so.

Beneficiary Changes, Transfers of Funds and Rollover Distributions. The earnings portion of a withdrawal from an Account will not be treated as taxable income of the Account Owner or Beneficiary and the Additional Tax will not apply to the extent that within 60 days of the withdrawal the Account Owner transfers all or a portion of the withdrawal to another Account, or to an account in another qualified tuition program, established for a new Beneficiary who is a "Member of the Family" of the Beneficiary of the Account from which the withdrawal is made. Such a tax-free transfer may also be made from an Account within 60 days of withdrawal to an account in another qualified tuition program established for the same Beneficiary provided that the Account Owner has not made a transfer to any qualified tuition program for the benefit of that same Beneficiary within the previous 12 months. See "SECTION II — CHANGING THE BENEFICIARY AND TRANSFERRING FUNDS" in the Disclosure Booklet for a definition of the term "Member of the Family." Such a transfer sometimes is referred to as a Rollover Distribution.

A change of the Beneficiary of an Account will be a nontaxable event and will not be subject to the Additional Tax if the new Beneficiary is a Member of the Family of the previous Beneficiary.

Rollover Distributions, transfers of funds and Beneficiary changes that do not meet the foregoing requirements are subject to federal income tax and the Additional Tax in the same manner as Non-Qualified Withdrawals.

You should retain documents and information adequate to substantiate that a particular Rollover Distribution, including a transfer of funds between qualified tuition programs, is not subject to federal income tax, including the Additional Tax, because it is your responsibility to substantiate that such Rollover Distribution or transfer of funds qualifies for the federal tax exemption.

An Account Owner may not change the Beneficiary of an Account or transfer funds between Accounts to the extent that the change or transfer would result in contributions in excess of the Maximum Account Balance Limit for the applicable Beneficiary.

See "Federal Gift, Estate and Generation-Skipping Transfer Taxes" in connection with any change of Account Owners or Beneficiaries or transfers of funds between Accounts.

Coordination With Other Income Tax Incentives for Education. An Account Owner who meets certain age and income limitations and who makes contributions to an Account, the Beneficiary of which is the Account Owner, the Account Owner's spouse or an eligible dependent of the Account Owner, may be allowed to exclude all or a portion of income from certain United States savings bonds issued after 1989 in computing the Account Owner's federal taxable income for the year in which a contribution to an Account is made. In those circumstances, some or all of the excluded savings bond income may be recognized at the time of a subsequent withdrawal from an Account. An Account Owner who makes a contribution to an Account, and is thereby entitled to exclude such bond earnings from income for federal income tax purposes, should contact the Program Manager for more information and should consult a qualified tax advisor with respect to the federal and state tax effects arising therefrom.

For purposes of determining what portion of a withdrawal from the Program constitutes a Qualified Withdrawal, and is therefore exempt from federal income taxation, the following rules apply:

- The amount of a Beneficiary's Qualified Higher Education Expenses in any tax year will be reduced by the aggregate amount: (1) of the Beneficiary's expenses used for such tax year to qualify for the Hope Scholarship Credit and/or Lifetime Learning Credit; and (2) received by the Beneficiary as a result of certain qualified scholarships, allowances or payments.

- If withdrawals from the Program and all other qualified tuition programs and from all Coverdell ESAs for the benefit of a Beneficiary in any tax year exceed the Beneficiary's Qualified Higher Education Expenses for the year (after the reduction described above), then the taxpayer will be required to allocate the expenses among the withdrawals to determine the amount of withdrawals from each qualified tuition program that were used for Qualified Higher Education Expenses. The same expenses cannot count for both the Coverdell ESA and as Qualified Higher Education Expenses for purposes of the Program.

Federal Gift, Estate and Generation-Skipping Transfer Taxes

Contributions to the Program are considered completed gifts for federal tax purposes and, therefore, are potentially subject to federal gift tax. Generally, no federal gift tax will be imposed on an Account Owner for gifts to a Beneficiary during a year if the Account Owner's contributions to an Account for the Beneficiary, together with all other gifts by the Account Owner to the Beneficiary for the year, do not exceed $12,000, or $24,000 for a married individual who elects to split gifts with his or her spouse. (These annual exclusions are as of January 1, 2006 and are periodically adjusted for inflation.) If an Account Owner's contributions to an Account for a Beneficiary in a single year exceed $12,000, the Account Owner may elect to treat up to $60,000 of the contributions, or $120,000 in the case of a consenting married couple, as having been made ratably over a five-year period.

In addition, to the extent not previously used, each Account Owner has a $1,000,000 lifetime exemption that will be applied to gifts in excess of the annual exclusion amounts referred to above. A married couple may elect to split gifts and apply their combined exemption of $2,000,000 to gifts by either of them. Accordingly, while federal gift tax returns are required for gifts in excess of the annual exclusion amounts referred to above (including gifts that the Account Owner elects to treat as having been made ratably over a five-year period), no federal gift tax will be due until the lifetime exemption has been used. The top gift tax rate is currently 46% and is set to be reduced periodically until 2010, at which time it will be 35%. A potential Account Owner should consult with his or her own tax advisor regarding the current lifetime exemptions and the gift tax filing requirements.

Amounts in an Account that were considered completed gifts by the Account Owner will not be included in the Account Owner's gross estate for federal estate tax purposes. However, if the Account Owner elected to treat the gifts as having been made over a five-year period and died before the end of the five-year period, the portion of the contribution allocable to the remaining years in the five-year period (not including the year in which the Account Owner died) would be includible in computing the Account Owner's gross estate for federal estate tax purposes. Amounts in an Account at the death of a Beneficiary will be included in the Beneficiary's gross estate for federal estate tax purposes. The top estate tax rate is currently 46% and is scheduled to be reduced periodically until 2007, at which time it will be 45%.

A permissible change of the Beneficiary of an Account or a permissible transfer to an Account for another Beneficiary will potentially be subject to federal gift tax if the new Beneficiary is in a younger generation than the generation of the Beneficiary being replaced. In addition, if the new Beneficiary is in a generation two or more generations younger than the generation of the prior Beneficiary, the transfer may be subject to the generation-skipping transfer tax discussed below. Under proposed regulations, these taxes are imposed on the prior Beneficiary. Account Owners should consult their own tax advisors for guidance when considering a change of Beneficiary or a transfer of funds to another Account. Furthermore, Account Owners and newly designated Account Owners should consult their tax advisors regarding the potential applicability of gift tax or generation-skipping transfer tax as a result of the transfer of ownership of an Account to a new Account Owner.

Because contributions to an Account are treated as completed gifts for federal transfer tax purposes, an Account Owner may also need to be concerned about the generation-skipping transfer tax. This tax may apply to contributions in excess of the amount that may be elected to be ratably spread over the above-referenced five-year period where the Beneficiary is in a generation more than one generation younger than the generation of the contributor. Each taxpayer has a $2,000,000 generation-skipping transfer tax exemption that will be allocated to transfers that are subject to the generation-skipping transfer tax unless certain elections are made. The current $2,000,000 exemption from the generation-skipping transfer tax will increase gradually to $3,500,000 by 2009. The size of the current and future exemptions makes this tax unlikely to apply to many Account Owners or Beneficiaries. However, where such tax applies, it is currently imposed at a 46 percent flat rate. This tax rate will be reduced to 45 percent in 2007. A potential Account Owner concerned about application of the generation-skipping transfer tax should consult with his or her own tax advisor.

The estate tax and the generation-skipping transfer tax (but not the gift tax) are scheduled to be repealed in 2010. The pre-2002 gift, estate and generation-skipping transfer tax rules will be reinstated in 2011 unless further legislation is enacted to extend the repeal or make additional modifications. A potential Account Owner should consult with his or her own tax advisor regarding these changes to the federal tax laws.

State Tax Treatment

State tax benefits offered in connection with the Program are available only to State taxpayers.

If you or the Beneficiary of your Account reside in another state or have taxable income in another state, it is important for you to note that if that state has established a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, that state's plan may offer favorable state income tax benefits or other benefits that are only available if you invest in that state's plan, and that are not available to you or the Beneficiary if you invest in this Program. Those benefits, if any, should be considered before making a decision to invest in the Program. State income tax benefits should be one of many appropriately weighted factors to be considered in making an investment decision. You should consult with a qualified advisor or contact that state's qualified tuition program to find out more about such benefits (including any applicable limitations) and to learn how the features, benefits and limitations of that state's plan may apply to your specific circumstances.

Except as described below, the Oklahoma tax treatment of contributions, earnings and distributions mirrors federal tax treatment. The manner of determining the earnings portion of any distribution will be the same for State tax purposes as for federal tax purposes as described above. Contributions to an Account by an Account Owner do not result in State taxable income to the Beneficiary. Contributions to Accounts are deductible for State income tax purposes, subject to certain limits. For each tax year beginning on or after January 1, 2005, a taxpayer may deduct from Oklahoma adjusted gross income contributions to all Accounts up to a maximum of $10,000.00 for an individual taxpayer or $20,000.00 for taxpayers filing a joint return. To the extent that a taxpayer does not take a deduction in a tax year for contributions that are made for that tax year, the taxpayer may take a deduction over the following five tax years, provided that the amount deducted in each subsequent tax year for contributions does not exceed the annual deduction limit. For taxable years beginning after December 31, 2005, contributions and rollovers are deductible for a particular tax year if they are made during the tax year or by the later of either April 15 of the next year, or the due date of the taxpayer's state income tax return, excluding extensions. Contributions and rollover amounts may only be deducted once.

Earnings from the investment of contributions to an Account will not be included in computing the State taxable income of the Account Owner or Beneficiary of the Account until funds are distributed, in whole or in part, from the Account. As with the federal income tax treatment of distributions, Qualified Withdrawals are exempt from State income tax.

There may be other state or local taxes that apply, depending on the residency or domicile or source of taxable income of the Account Owner or the Beneficiary. Account Owners and Beneficiaries should consult with their tax advisors about the applicability of state and local income, gift, estate and generation-skipping taxes and the potential State tax consequences of the expiration of the 2001 Tax Act on Account Owners and Beneficiaries who are not State residents or with respect to transfers between Accounts of the Program and qualified tuition programs established by other states.

Tax Reports

TFI will report withdrawals and other matters to the IRS, the State, distributees and other persons, if any, to the extent required pursuant to federal, state or local law, regulation or ruling. Under federal law, a separate report will be filed by the Program Manager with the IRS reporting withdrawals from an Account to each distributee reflecting, among other information, the earnings portion withdrawn during the calendar year to which the report pertains. By January 31 of the following year, the distributee (which in the case of Qualified Withdrawals is deemed to be the Beneficiary whose Qualified Higher Education Expenses are paid thereby) will receive a copy of the report or a corresponding statement.

Lack of Certainty of Tax Consequences; Future Changes in Law

As of the date of this Disclosure Booklet, proposed federal tax regulations have been issued under Section 529 of the IRC that provide guidance and requirements for the establishment and maintenance of the Program as a qualified tuition program. Under a qualified tuition program, the Program, the Account Owners and the Beneficiaries are eligible for favorable federal tax benefits pursuant to Section 529. The proposed tax regulations do not, however, provide guidance on certain aspects of the Program.

Final regulations or other administrative guidance or court decisions might be issued that could adversely impact the federal tax consequences or requirements with respect to the Program or contributions to, or withdrawals from, Accounts. Congress could also amend Section 529 of the IRC or other federal law, and the State could amend Oklahoma law in a manner that could materially change or eliminate the federal tax treatment described above. If necessary, the Board and the Program Manager intend to modify the Program within the constraints of applicable law in order for the Program to meet the requirements of Section 529. If made, changes in the law governing the tax consequences described above might necessitate material changes to the Program for the anticipated tax consequences to apply.

In the event that the Program, as currently structured or as subsequently modified, does not meet the requirements of Section 529 for any reason, the tax consequences to Account Owners and Beneficiaries may be uncertain and it is possible that Account Owners or Beneficiaries could be subject to taxes currently on undistributed earnings in their Accounts as well as to other adverse tax consequences. A potential Account Owner may wish to consult a tax advisor.

Federal Tax Effects of the Expiration of the 2001 Tax Act

The provisions of the 2001 Tax Act specifically applicable to accounts in qualified tuition programs are set to expire on December 31, 2010. If Congress does not extend these provisions beyond December 31, 2010, or otherwise change the law, the federal tax law governing the Program will revert on January 1, 2011 to the rules that existed until December 31, 2001. The following would be some of the more significant effects if such a reversion occurs on January 1, 2011:

- The earnings portion of a Qualified Withdrawal would be recognized as taxable income of the Beneficiary of the Account (unless the withdrawal satisfies the Rollover Distribution requirements). This could require the Beneficiary to file a federal income tax return.

- The Additional Tax would not apply. However, the Additional Tax would be replaced by a similar penalty on the earnings portion of any Non-Qualified Withdrawal that would be charged by, and payable to, the Board. The penalty established by the Board would be paid on the earnings portion of the Non-Qualified Withdrawal, and the amount paid as a penalty would not be included in federal taxable income. This penalty would not apply to a withdrawal made on account of the death or disability of the Beneficiary. In the event of a scholarship, this penalty would not apply except to the extent, if any, the withdrawal were to exceed the amount of the scholarship awarded. This penalty may apply on account of attendance at one of the Military Academies by the Beneficiary.

- Only those Rollover Distributions made for the benefit of a different Beneficiary who is a Member of the Family of the prior Beneficiary would be tax-free distributions not subject to a penalty.

- The definition of "Member of the Family" would no longer include first cousins.

- An Account Owner would no longer be permitted to transfer funds from an account in one qualified tuition program to an account in another qualified tuition program for the same Beneficiary without incurring State and federal income tax and the penalty applicable to Non-Qualified Withdrawals.

- The amount of room and board expenses that constitute Qualified Higher Education Expenses could not exceed the minimum allowance for certain federal financial aid programs and would generally be limited to the amount normally charged most residents for students living in housing that is owned or operated by the school, or $2,500 per year for students living off-campus and not at home, or $1,500 for students living at home with a parent or guardian.

- The additional enrollment and attendant costs of special needs beneficiaries would not constitute Qualified Higher Education Expenses.

- If Account Owners were to contribute to a Coverdell ESA on behalf of a Beneficiary and also contribute to a qualified tuition program account for the same Beneficiary in the same year, the contribution to the Coverdell ESA would be subject to an annual 6% excise tax until withdrawal of the funds.

- Subject to various restrictions and limitations, some of the Qualified Higher Education Expenses of a Beneficiary paid for with amounts withdrawn from an Account could qualify for a credit against the federal income tax liability of that Beneficiary (or a person who can claim that Beneficiary as a dependent) under the federal income tax provisions governing the Hope Scholarship Credit or Lifetime Learning Credit.

- The gift, estate and generation-skipping transfer tax rules in effect prior to January 1, 2002 would be reinstated (*e.g.,* exemption limits would be reduced and the estate tax would be reinstated).

This list is not intended as individual tax advice. Certain of the changes in law described above may affect particular Account Owners and Beneficiaries differently, depending on their specific circumstances.

ADDENDUM I

to the Disclosure Booklet
for the Oklahoma College Savings Plan

PARTICIPATION AGREEMENTS

PARTICIPATION AGREEMENT FOR ACCOUNTS OWNED BY INDIVIDUALS

I hereby agree with, and represent and warrant to, the Board of Trustees of the Oklahoma College Savings Plan (the "**Board**"), as set forth below. Each capitalized term used but not defined in this Participation Agreement has the meaning that term has in the Disclosure Booklet.

A. 1. I hereby establish, as the Account Owner, an Account representing an interest in the Oklahoma College Savings Plan (the "**Program**") for my Beneficiary and enter into this Participation Agreement with the Board. I understand and agree that this Participation Agreement is subject to and incorporates by reference those portions of the Disclosure Booklet concerning the Program, and the terms applicable to Accounts, as modified from time to time.

2. I understand that the Board has retained TIAA-CREF Tuition Financing, Inc. ("**TFI**") as the Program Manager for the Program.

3. I have received, read and understand the Disclosure Booklet as currently in effect. I have been given the opportunity to obtain answers to all of my questions concerning the Program, my Account and this Participation Agreement. I acknowledge that there have been no representations or other information about the Program relied upon in entering into this Participation Agreement, whether oral or written, other than as set forth in the Disclosure Booklet and this Participation Agreement. I understand that this Agreement shall become effective upon the opening of the Account on the records of the Program Manager.

4. I certify that I am opening and contributing to my Account to provide funds for the Qualified Higher Education Expenses of the Beneficiary. I understand that any contribution, or portion of such contribution, that causes the total account balance in the aggregate of all Accounts for the same Beneficiary to exceed the current applicable Maximum Account Balance Limit of $300,000 (subject to change) will be rejected (or if accepted, returned together with any earnings thereon).

5. I recognize that the investment of contributions and of investment returns in this Account involves certain risks, and I have taken into consideration and understand the risk factors relating to these investments, including, but not limited to, those set forth in the Disclosure Booklet. I understand that neither I nor the Beneficiary is, or will be, permitted to exercise any investment discretion over the Account other than the selection, and

potential later revision, of Investment Options for the Account. However, I understand and acknowledge that once invested in a particular Investment Option, contributions and any earnings thereon may only be transferred to another Investment Option once per calendar year or upon a transfer of funds to an Account for a different Beneficiary.

6. I understand that contributions and returns invested in the Guaranteed Option will be allocated by the Program to TIAA-CREF Life pursuant to the Funding Agreement, that guarantees to the Program a return of principal and a Minimum Rate of return per annum, with the possibility of additional returns as may be declared in advance by TIAA-CREF Life for a period of up to 12 months. I understand that any declared rate of such additional returns is not guaranteed for a period greater than 12 months. I also understand that the Funding Agreement provides this guarantee to the Program for the benefit of Account Owners who have selected the Guaranteed Option, but the guarantee is not made directly to Account Owners. I acknowledge that neither the Guaranteed Option nor any Account invested in this option is an investment or security guaranteed to an Account Owner by the State, the Board, the Program, the Program Manager or any other person or entity. I understand that the Funding Agreement is issued to the Program and is not guaranteed or insured by any person or entity other than TIAA-CREF Life.

7. With respect to each Investment Option other than the Guaranteed Option, I understand and acknowledge that neither contributions nor investment returns allocated to this Account are guaranteed or insured by any person or entity, including but not limited to, the State, the Board, the Program, TIAA-CREF Life, the Program Manager and its subcontractors and affiliates, any vendors, contractors, investment advisors, or investment managers selected or approved by the Board or any agents, representatives or successors of the foregoing. I understand that there is no guarantee that the Program's investment objectives will be achieved.

8. I understand and acknowledge that with respect to each Investment Option in the Program, there is no guarantee or commitment whatsoever from the State, the Board, the Program, the Program Manager or any other person or entity that: (a) actual higher education expenses will be equal to projections and estimates provided by the Program; (b) the Beneficiary will be admitted to any institution (including an Eligible Educational Institution); (c) upon admission to an institution, the Beneficiary will be permitted to continue to attend; (d) upon admission to an institution, state residency will be created for tuition, tax, financial aid eligibility, or any other purpose for the Beneficiary; (e) the Beneficiary will graduate or receive a degree from any institution; or (f) contributions and investment returns in this Account will be sufficient to cover the Qualified Higher Education Expenses of the Beneficiary.

9. I understand that TFI will not necessarily continue as Program Manager for the entire period this Account is open and that the Board may retain in the future different investment manager(s) to manage all or part of the Program portfolio whether or not TFI is still the Program Manager. I acknowledge that if this occurs, or even if it does not occur, there is no assurance that the terms and conditions of the current Participation Agreement would continue without material change, and that there are, accordingly, various potential consequences I should take into consideration as discussed in the Disclosure Booklet, including (i) changes in the Program Manager, currently TFI and its subcontractors and affiliates; (ii) changes in the current Program Manager Fee; and (iii) if TFI ceases to be Program Manager, that I may have to open a new Account in the Program with the successor program manager in order to make future contributions on behalf of the Beneficiary of the Account hereby established.

10. I understand that I will retain ownership of contributions made to my Account in the Program and earnings thereon until distribution.

11. (The following sentence is applicable for individuals executing this Agreement in a representative or fiduciary capacity.) I have full power and authority to enter into and perform this Participation Agreement on behalf of the individual named in the Application as Account Owner.

12. I understand and acknowledge that I have not been advised by the Program Manager, the State, the Board or any other person or entity to invest, or to refrain from investing, in a particular Investment Option.

13. I understand that I may cancel this Participation Agreement at any time by written notice to the Program Manager. I also understand that this may be accomplished by a Qualified Withdrawal or a Non-Qualified Withdrawal and that in the event of a Non-Qualified Withdrawal the penalty referred to below in paragraph B of this Participation Agreement may apply.

B. **Penalties, Fees and Taxes**. I understand and agree that I or another person will be subject to an Additional Tax of 10% of the earnings portion of a Non-Qualified Withdrawal and that this tax is payable through my federal income tax return (or the federal income tax return of such other person) to the United States Treasury. I acknowledge that the rate of the Additional Tax may be changed and that the Program Manager Fee is also subject to change, as described in the Disclosure Booklet. In addition, I acknowledge and agree that I or another person may be subject to other fees, taxes, charges or penalties, as referred to in the Disclosure Booklet.

C. **Limitations on Certain Distributions from Accounts**. I acknowledge that my control of the funds in my Account is subject to the following limitation: If I change the Account Owner for my Account or change my mailing address, no distributions can be made from my Account within 30 days after receipt by the Program Manager of the request form unless signature guaranteed.

D. **Necessity of Qualification**. I understand that the Program is intended to be a "qualified tuition program" under Section 529 of the IRC, and to achieve favorable State tax treatment under Oklahoma law. I agree that the Board may make changes unilaterally to the Program, this Participation Agreement and the Disclosure Booklet at any time if it is determined by the Board that such changes are necessary for the continuation of the federal income tax treatment provided by Section 529 of the IRC or the favorable State income tax treatment provided by Oklahoma law, or any similar successor legislation.

E. **Guidelines and Procedures**. The Account and this Participation Agreement are subject to future changes to the Disclosure Booklet and to such guidelines and procedures as the Board may promulgate in accordance with Oklahoma law.

F. **Indemnity**. I understand that the establishment of my Account will be based upon my agreements, representations and warranties set forth in this Participation Agreement. I agree to indemnify and hold harmless the Board, TFI and its subcontractors and affiliates, any vendors, contractors, investment advisors or investment managers selected or approved by the Board, and any agents, representatives, or successors of any of the foregoing, from and against any and all loss, damage, liability or expense, including reasonable attorney's fees, that any of them may incur by reason of, or in connection with, any misstatement or misrepresentation made by me herein or otherwise with respect to my Account, and any breach by me of any of the agreements, representations or warranties contained in this Agreement. All of my agreements, representations and warranties shall survive the termination of this Agreement.

G. **Binding Nature; Third-Party Beneficiaries**. This Participation Agreement shall survive my death and shall be binding upon my personal representatives, heirs, successors and assigns. The Program Manager is a third-party beneficiary of my agreements, representations and warranties in this Participation Agreement.

H. **Transfer**. I understand that I may transfer ownership of this Account to another Account Owner at any time, as described more fully in the Disclosure Booklet and subject to the guidelines and procedures promulgated by the Board. I also understand that certain federal and state tax consequences may apply to such a transfer of ownership. Such transfers shall not be effective until written notice is received by the Board.

I. **No Grant of Security Interest**. I understand that neither I nor my Beneficiary may use my Account or other interest in the Program, or any part thereof, as security for a loan.

J. **Amendment and Termination**. At any time, and from time to time, the Board may amend this Participation Agreement or the Program may be suspended or terminated, but except as permissible under applicable law, the funds in my Account will be held in trust by the Program for my benefit and the benefit of my Beneficiary.

K. **Governing Law**. This Agreement is governed by Oklahoma law.

PARTICIPATION AGREEMENT FOR AN ENTITY ACCOUNT

I, on behalf of the Account Owner named in the Application to open an Account in the Oklahoma College Savings Plan (the "**Program**"), agree with and represent and warrant to the Board of Trustees of the Oklahoma College Savings Plan (the "**Board**"), as set forth below. Each capitalized term used but not defined in this Participation Agreement has the meaning that term has in the Disclosure Booklet.

A. 1. On behalf of the entity Account Owner, I hereby establish this Account, representing an interest in the Oklahoma College Savings Plan, for the Beneficiary and enter into this Participation Agreement with the Board. I understand and agree that this Participation Agreement is subject to and incorporates by reference those portions of the Disclosure Booklet concerning the Program and the terms applicable to Accounts, as modified from time to time.

2. I understand that the Board has retained TIAA-CREF Tuition Financing, Inc. ("**TFI**") as the Program Manager for the Program.

3. I have received, read and understand the Disclosure Booklet as currently in effect. I have been given the opportunity to obtain answers to all of my questions concerning the Program, the Account to be opened by the Account Owner and this Participation Agreement. I acknowledge that there have been no representations or other information about the Program relied upon in entering into this Participation Agreement, whether oral or written, other than as set forth in the Disclosure Booklet and this Participation Agreement. I understand that this Participation Agreement shall become effective upon the opening of the Account on the records of the Program Manager.

4. I certify that I am authorized by the Account Owner to open this Account to provide funds for the Qualified Higher Education Expenses of the Beneficiary. I understand that any contribution, or portion of such contribution, that causes the total account balance in the aggregate to all Accounts for the same Beneficiary to exceed the current applicable Maximum Account Balance Limit of $300,000 (subject to change) will be rejected (or if accepted, returned together with any earnings thereon).

5. I recognize that the investment of contributions and of investment returns in this Account involves certain risks, and the Account Owner has taken into consideration and understands the risk factors related to these investments, including, but not limited to, those set forth in the Disclosure Booklet. I understand that neither the Account Owner nor the Beneficiary is, or will be, permitted to exercise any investment direction over the Account other than the selection, and potential later revision, of Investment Options for the Account. However, I understand and

acknowledge that once invested in a particular Investment Option, contributions and any earnings thereon may only be transferred to another Investment Option once per calendar year or upon a transfer of funds to an Account for a different Beneficiary.

6. I understand that contributions and returns invested in the Guaranteed Option will be allocated by the Program to TIAA-CREF Life pursuant to the Funding Agreement, that guarantees to the Program a return of principal and a Minimum Rate of return per annum, with the possibility of additional returns as may be declared in advance by TIAA-CREF Life for a period of up to 12 months. I understand that any declared rate of such additional returns is not guaranteed for a period greater than 12 months. I also understand that the Funding Agreement provides this guarantee to the Program for the benefit of Account Owners who have selected the Guaranteed Option, but the guarantee is not made directly to Account Owners. I acknowledge that neither the Guaranteed Option nor any Account invested in this option is an investment or security guaranteed to an Account Owner by the State, the Board, the Program, the Program Manager or any other person or entity. I understand that the Funding Agreement is issued to the Program and is not guaranteed or insured by any person or entity other than TIAA-CREF Life.

7. With respect to each Investment Option other than the Guaranteed Option, I understand and acknowledge that neither contributions nor investment returns allocated to this Account are guaranteed or insured by any person or entity, including but not limited to, the State, the Board, the Program, TIAA-CREF Life, the Program Manager and its subcontractors and affiliates, any vendors, contractors, investment advisors, or investment managers selected or approved by the Board or any agents, representatives or successors of the foregoing. I understand that there is no guarantee that the Program's investment objectives will be achieved.

8. I understand and acknowledge that with respect to each Investment Option in the Program, there is no guarantee or commitment whatsoever from the State, the Board, the Program Manager or any other person or entity that: (a) actual higher education expenses will be equal to projections and estimates provided by the Program; (b) the Beneficiary will be admitted to any institution (including an Eligible Educational Institution); (c) upon admission to an institution, the Beneficiary will be permitted to continue to attend; (d) upon admission to an institution, state residency will be created for tuition, tax, financial aid eligibility, or any other purpose for the Beneficiary; (e) the Beneficiary will graduate or receive a degree from any institution; or (f) contributions and investment returns in this Account will be sufficient to cover the Qualified Higher Education Expenses of the Beneficiary.

9. I understand that TFI will not necessarily continue as Program Manager for the entire period this Account is open and that the Board may retain in the future different investment manager(s) to manage all or part of the Program portfolio whether or not TFI is still the Program Manager. I acknowledge that if this occurs, or even if it does not occur, there is no assurance that the terms and conditions of the current Participation Agreement would continue without material change, and that there are, accordingly, various potential consequences that the Account Owner should take into consideration as discussed in the Disclosure Booklet, including (i) changes in the Program Manager, currently TFI and its subcontractors and affiliates; (ii) changes in the current Program Manager Fee; and (iii) if TFI ceases to be Program Manager, that the Account Owner may have to open a new Account in the Program with the successor program manager in order to make future contributions on behalf of the Beneficiary of the Account hereby established.

10. I understand that the Account Owner will retain ownership of contributions made to its Account in the Program and earnings thereon until distribution.

11. I have full power and authority to enter into and perform this Participation Agreement on behalf of the entity named in the Application as Account Owner.

12. I understand and acknowledge that neither I nor the Account Owner have been advised by the Program Manager, the State, the Board or any other person or entity to invest, or to refrain from investing, in a particular Investment Option.

13. I understand that the Account Owner may cancel this Participation Agreement at any time by written notice to the Program Manager. I also understand that this may be accomplished by a Qualified Withdrawal or a Non-Qualified Withdrawal and that in the event of a Non-Qualified Withdrawal the penalty referred to below in paragraph B of this Participation Agreement may apply.

14. I understand and acknowledge that for every transaction conducted on this Account, including the execution of the Application to open the Account, the Account Owner must submit documentation substantiating the following: (1) the legal status of the entity; (2) authorization by the entity to conduct the transaction; and (3) authorization by the entity for the signer of the form or the requester to conduct the transaction. I also understand that the Account Owner may not designate a Contingent Account Owner.

B. **<u>Penalties, Fees and Taxes</u>**. I understand and agree that the Account Owner or another person will be subject to an Additional Tax of 10% of the earnings portion of a Non-Qualified Withdrawal and that this tax is payable through the Account Owner's federal income tax return (or the federal income tax return of such other person) to the United States Treasury. I acknowledge that the rate of the Additional Tax may be changed and that the Program Manager Fee is also subject to change, as described in the Disclosure Booklet. In addition, I acknowledge and agree that the Account Owner or another person may be subject to other fees, taxes, charges or penalties, as referred to in the Disclosure Booklet.

C. **Limitations on Certain Distributions from Accounts**. I acknowledge that the Account Owner's control of the funds in this Account is subject to the following limitation: If the Account Owner for this Account or Account Owner's mailing address is changed, no distributions can be made from this Account within 30 days after receipt by the Program Manager of the request form unless signature guaranteed.

D. **Necessity of Qualification**. I understand that the Program is intended to be a "qualified tuition program" under Section 529 of the IRC, and to achieve favorable State tax treatment under Oklahoma law. I agree that the Board may make changes unilaterally to the Program, this Participation Agreement and the Disclosure Booklet at any time if it is determined by the Board that such changes are necessary for the continuation of the federal income tax treatment provided by Section 529 of the IRC or the favorable State income tax treatment provided by Oklahoma law, or any similar successor legislation.

E. **Guidelines and Procedures**. The Account and this Participation Agreement are subject to future changes to the Disclosure Booklet and to such guidelines and procedures as the Board may promulgate in accordance with Oklahoma law.

F. **Indemnity**. I understand that the establishment of this Account will be based upon the agreements, representations and warranties set forth in this Participation Agreement. I agree, on behalf of the Account Owner, to indemnify and hold harmless the Board, TFI and its subcontractors and affiliates, any vendors, contractors, investment advisors or investment managers selected or approved by the Board, and any agents, representatives, or successors of any of the foregoing, from and against any and all loss, damage, liability or expense, including reasonable attorney's fees, that any of them may incur by reason of, or in connection with, any misstatement or misrepresentation made herein or otherwise with respect to this Account, and any breach of any of the agreements, representations or warranties contained in this Participation Agreement. All of these agreements, representations and warranties shall survive the termination of this Participation Agreement.

G. **Binding Nature; Third-Party Beneficiaries**. This Participation Agreement shall be binding upon the Account Owner's successors and assigns. The Program Manager is a third-party beneficiary of the agreements, representations and warranties in this Participation Agreement.

H. **Transfer**. I understand that the Account Owner may transfer ownership of this Account to another Account Owner at any time, as described more fully in the Disclosure Booklet and subject to the guidelines and procedures promulgated by the Board. I also understand that certain federal and state tax consequences may apply to such a transfer of ownership. Such transfers shall not be effective until written notice is received by the Board.

I. **No Grant of Security Interest**. I understand that neither the Account Owner nor the Beneficiary may use this Account or any other interest in the Program, or any part thereof, as security for a loan.

J. **Amendment and Termination**. At any time, and from time to time, the Board may amend this Participation Agreement or the Program may be suspended or terminated, but except as permissible under applicable law, the funds in this Account will be held in trust by the Program for the Account Owner's benefit and the benefit of the Beneficiary.

K. **Governing Law**. This Participation Agreement is governed by Oklahoma law.

The following list of documents has been approved for the purpose of an entity Account Owner providing the Program with appropriate authorizations to open an entity Account and to conduct all transactions on the Account.

LIST OF APPROVED DOCUMENTS FOR SUBSTANTIATION

An entity Account Owner must provide documentary substantiation when opening an Account in the Program or conducting a transaction for that Account of the following: (1) the legal status of the entity; (2) authorization by the entity to open the Account or conduct the transaction; and (3) authorization by the entity for the signer of the form to open the Account or conduct the transaction.

The same document may provide substantiation of all the three elements above. The documents set forth below, which must be dated no more than sixty (60) days prior to receipt by the Program, have been approved by the Board to meet substantiation requirements:

(1) a corporate by-law extract or corporate resolution certified by an officer of the corporation (other than an individual authorized thereby to act as signer for the corporation's account), with raised seal if in use by the corporation;

(2) a certificate signed by the owner of a sole proprietorship;

(3) a certificate signed by a general partner of a partnership (other than an individual authorized by the certificate to act as signer for the partnership's account);

(4) a certificate signed by either an officer of a limited liability company, other company or association (other than an individual authorized by the

certificate to act as signer for the account of the limited liability company, other company or association);

(5) a certificate signed by the chief executive officer of a state or local government agency;

(6) a certified copy of a court order establishing an estate and naming a legal representative of the estate that is authorized to act as signer of the account of the estate;

(7) a certificate signed by the trustee of a trust, a court order, or a certified copy of the portions of a trust instrument, that confirms the creation of the trust and the identity of the trustee, and provides authorization for the trustee to act as a signer for the account of the trust;

(8) a letter or memorandum from the Internal Revenue Service indicating that the entity is an organization described in Section 501(c)(3) of the Internal Revenue Code;

(9) an original memorandum exhibiting the appropriate letterhead and containing the holographic signature of (a) the chief executive officer of a corporation or limited liability company; (b) the general partner of a partnership; (c) the owner of a sole proprietorship; or (d) the chief executive officer of a state or local government agency; or

(10) If the entity Account Owner is unable to provide substantiation in any of the foregoing forms, the entity Account Owner may propose an alternate form of substantiation to the program administrator’s designee for consideration. The program administrator’s designee must review the alternate form of substantiation for authenticity and completeness and must accept or reject it. If judged authentic and complete, the program administrator’s designee must act on the alternate form of substantiation within thirty (30) business days of so determining. If judged inauthentic or incomplete, the program administrator’s designee must notify the Account Owner of the rejection of the alternate form of substantiation and set forth the reason for such determination in writing within thirty (30) business days of so determining.

PARTICIPATION AGREEMENT FOR AN UGMA/UTMA ACCOUNT

I agree with and represent and warrant, to the Board of Trustees of the Oklahoma College Savings Plan (the "**Board**"), as set forth below. Each capitalized term used but not defined in this Participation Agreement has the meaning that term has in the Disclosure Booklet.

A. 1. I hereby establish, as a custodian under a state's Uniform Gifts to Minors Act or Uniform Transfers to Minors Act ("**UGMA/UTMA**"), an Account, representing an interest in the Oklahoma College Savings Plan (the "**Program**"), for the beneficiary and enter into this Participation Agreement with the Board. I understand and agree that this Participation Agreement is subject to and incorporates by reference those portions of the Disclosure Booklet concerning the Program and the terms applicable to Accounts, as modified from time to time.

2. I understand that the Board has retained TIAA-CREF Tuition Financing, Inc. ("**TFI**") as the Program Manager for the Program.

3. I have received, read and understand the Disclosure Booklet as currently in effect. I have been given the opportunity to obtain answers to all of my questions concerning the Program, my Account and this Participation Agreement. I acknowledge that there have been no representations or other information about the Program relied upon in entering into this Participation Agreement, whether oral or written, other than as set forth in the Disclosure Booklet and this Participation Agreement. I understand that this Participation Agreement shall become effective upon the opening of the Account on the records of the Program Manager.

4. I certify that I am opening this Account to provide funds for the Qualified Higher Education Expenses of the Beneficiary. I understand that any contribution, or portion of such contribution, that causes the total account balance in the aggregate to all Accounts for the same Beneficiary to exceed the current applicable Maximum Account Balance Limit of $300,000 (subject to change) will be rejected (or if accepted, returned together with any earnings thereon).

5. I recognize that the investment of contributions and of investment returns in this Account involves certain risks, and I have taken into consideration and understand the risk factors related to these investments, including, but not limited to, those set forth in the Disclosure Booklet. I understand that neither I nor the Beneficiary is, or will be, permitted to exercise any investment direction over the Account other than my selection, and potential later revision, of Investment Options for the Account. However, I understand and acknowledge that once invested in a particular Investment Option, contributions and any earnings thereon may only be transferred to another Investment Option once per calendar year or upon a transfer of funds to an Account for a different Beneficiary.

6. I understand that contributions and returns invested in the Guaranteed Option will be allocated by the Program to TIAA-CREF Life pursuant to the Funding Agreement, that guarantees to the Program a return of principal and a Minimum Rate of return per annum, with the possibility of additional returns as may be declared in advance by TIAA-CREF Life for a period of up to 12 months. I understand that any declared rate of such additional returns is not guaranteed for a period greater than 12 months. I also understand that the Funding Agreement provides this guarantee to the Program for the benefit of Account Owners who have selected the Guaranteed Option, but the guarantee is not made to Account Owners. I acknowledge that neither the Guaranteed Option nor any Account invested in this option is an investment or security guaranteed to an Account Owner by the State, the Board, the Program, the Program Manager or any other person or entity. I understand that the Funding Agreement is issued to the Program and is not guaranteed or insured by any person or entity other than TIAA-CREF Life.

7. With respect to each Investment Option other than the Guaranteed Option, I understand and acknowledge that neither contributions nor investment returns allocated to this Account are guaranteed or insured by any person or entity, including but not limited to, the State, the Board, the Program, TIAA-CREF Life, the Program Manager and its subcontractors and affiliates, any vendors, contractors, investment advisors, or investment managers selected or approved by the Board or any agents, representatives or successors of the foregoing. I understand that there is no guarantee that the Program's investment objectives will be achieved.

8. I understand and acknowledge that with respect to each Investment Option in the Program, there is no guarantee or commitment whatsoever from the State, the Board, the Program Manager or any other person or entity that: (a) actual higher education expenses will be equal to projections and estimates provided by the Program; (b) the Beneficiary will be admitted to any institution (including an Eligible Educational Institution); (c) upon admission to an institution, the Beneficiary will be permitted to continue to attend; (d) upon admission to an institution, state residency will be created for tuition, tax, financial aid eligibility, or any other purpose for the Beneficiary; (e) the Beneficiary will graduate or receive a degree from any institution; or (f) contributions and investment returns in this Account will be sufficient to cover the Qualified Higher Education Expenses of the Beneficiary.

9. I understand that TFI will not necessarily continue as Program Manager for the entire period this Account is open and that the Board may retain in the future different investment manager(s) to manage all or part of the Program portfolio whether or not TFI is still the Program Manager. I acknowledge that if this occurs, or even if it does not occur, there is no assurance that the terms and conditions of the current Participation

Agreement would continue without material change, and that there are, accordingly, various potential consequences I should take into consideration as discussed in the Disclosure Booklet, including (i) changes in the Program Manager, currently TFI and its subcontractors and affiliates; (ii) changes in the current Program Manager Fee; and (iii) if TFI ceases to be Program Manager, that I may have to open a new Account in the Program with the successor program manager in order to make future contributions on behalf of the Beneficiary of the Account hereby established.

10. I have the full power and authority to act as the custodian for this Account.

11. I understand and acknowledge that I have not been advised by the Program Manager, the State, the Board or any other person or entity to invest, or to refrain from investing, in a particular Investment Option.

12. I understand that I may cancel this Participation Agreement at any time by written notice to the Program Manager. I also understand that this may be accomplished by a Qualified Withdrawal or a Non-Qualified Withdrawal and that in the event of a Non-Qualified Withdrawal, the penalty referred to below in paragraph B of this Participation Agreement may apply.

13. I understand that I will be required to sign forms and conduct transactions for this Account in a representative capacity as the custodian acting for the benefit of the Beneficiary. I understand that I am not permitted to change the Beneficiary of this Account either directly or by means of a Rollover Distribution, including a transfer of funds to another Account for a different Beneficiary. I also understand that I am not permitted to name a Contingent Account Owner, or to change ownership of this Account without providing the Program Manager with a court order directing the change (or as otherwise allowed by the UGMA/UTMA). I understand and acknowledge that I must provide with any request for a withdrawal from the Account a certification that I am the custodian of the Account pursuant to UGMA/UTMA and (except with respect to a withdrawal due to the death of the Beneficiary or a Qualified Withdrawal) that the withdrawal is authorized under UGMA/UTMA and is necessary for the welfare of the Beneficiary.

14. I understand that I am required to notify the Program Manager when the Beneficiary has reached the age of majority or is otherwise legally authorized to assume ownership of the Account so that the Beneficiary can be registered as the Account Owner and take control of the Account. I acknowledge that at that time the Beneficiary would be able to conduct the same transactions on the Account as any individual (non-UGMA/UTMA) Account Owner.

B. **Penalties, Fees and Taxes**. I understand and agree that the Beneficiary will be subject to an Additional Tax of 10% of the earnings portion of a Non-Qualified Withdrawal and that this tax is payable through the federal income tax return for my Beneficiary to the United States Treasury. I understand that the rate of the Additional Tax may be changed and that the Program Manager Fee is also subject to change, as described in the Disclosure Booklet. In addition, I acknowledge and agree that the custodial assets held in this Account may be subject to other fees, taxes, charges or penalties, as referred to in this Disclosure Booklet.

C. **Limitations on Certain Distributions from Accounts**. I acknowledge that my control of the funds in this Account is subject to the following limitation: If I change the Account Owner for this Account or change my mailing address, no distributions can be made from this Account within 30 days after receipt by the Program Manager of the request form unless signature guaranteed.

D. **Necessity of Qualification**. I understand that the Program is intended to be a "qualified tuition program" under Section 529 of the IRC, and to achieve favorable State tax treatment under Oklahoma law. I agree that the Board may make changes unilaterally to the Program, this Participation Agreement and the Disclosure Booklet at any time if it is determined by the Board that such changes are necessary for the continuation of the federal income tax treatment provided by Section 529 of the IRC or the favorable State income tax treatment provided by Oklahoma law, or any similar successor legislation.

E. **Guidelines and Procedures**. The Account and this Participation Agreement are subject to future changes to the Disclosure Booklet and to such guidelines and procedures as the Board may promulgate in accordance with Oklahoma state law.

F. **Indemnity**. I understand that the establishment of this Account will be based upon the agreements, representations and warranties set forth in this Participation Agreement. I agree to indemnify and hold harmless the Board, TFI and its subcontractors and affiliates, any vendors, contractors, investment advisors or investment managers selected or approved by the Board, and any agents, representatives, or successors of any of the foregoing, from and against any and all loss, damage, liability or expense, including reasonable attorney's fees, that any of them may incur by reason of, or in connection with, any misstatement or misrepresentation made by me herein or otherwise with respect to this Account, and any breach by me of any of the agreements, representations or warranties contained in this Participation Agreement. All of these agreements, representations and warranties shall survive the termination of this Participation Agreement.

G. **Binding Nature; Third-Party Beneficiaries**. This Participation Agreement shall survive the Beneficiary's death and shall be binding upon the personal representatives, heirs, successors and assigns of me and the Beneficiary. The Program Manager is a third-party beneficiary of my agreements, representations and warranties in this Participation Agreement.

H. **<u>Transfer</u>**. I understand that I may transfer ownership of this Account to another Account Owner at any time, as described more fully in the Disclosure Booklet and subject to the guidelines and procedures promulgated by the Board, but subject to the restrictions in paragraph A.13. I also understand that certain federal and state tax consequences may apply to such a transfer of ownership. Such transfers shall not be effective until written notice is received by the Board.

I. **<u>No Grant of Security Interest</u>**. I understand that neither I nor my Beneficiary may use this Account or any other interest in the Program, or any part thereof, as security for a loan.

J. **<u>Amendment and Termination</u>**. At any time, and from time to time, the Board may amend this Participation Agreement or the Program may be suspended or terminated, but except as permissible under applicable law, the funds in this Account will be held in trust by the Program for the benefit of my Beneficiary.

K. **<u>Governing Law</u>**. This Participation Agreement is governed by Oklahoma law.

ADDENDUM II

to the Disclosure Booklet
for the Oklahoma College Savings Plan

NOTICE OF TIAA-CREF PRIVACY POLICY

Please read this carefully. It provides information about the privacy policy of TIAA-CREF Tuition Financing, Inc., TIAA-CREF Individual & Institutional Services, LLC, and Teachers Personal Investors Services, Inc. (together referred to as "TIAA-CREF"). The TIAA-CREF privacy policy concerns nonpublic personal information ("personal information") that TIAA-CREF may have about current and former Account Owners in the Oklahoma College Savings Plan (the "Program").

TIAA-CREF may collect personal information about you from various sources. That includes personal information that you give on: the Application; Program forms; and interactive tools. It may also include personal information about your participation in the Program, such as your Investment Options. TIAA-CREF may also obtain certain of your personal information from third parties, such as consumer reporting agencies.

We use your personal information to effect your investment in the Program and to effect related services. When you complete the Application, you may opt to receive information about other financial products and services offered by TIAA-CREF and its affiliates. If so, your personal information may be shared with these affiliates so that they can mail you their materials ("**affiliate materials**"). These affiliates include: insurance companies; broker-dealers; investment companies; investment advisors; and a trust company. Your personal information also is available to the Board in its role as administrator.

TIAA-CREF limits access to your personal information to those employees who must know it to provide Program-related services. TIAA-CREF may also give your personal information to service providers: who process your transactions; mail you Program documents and affiliate materials; or enhance your Program benefits.

We protect your personal information by physical, electronic and procedural safeguards as required by federal and state laws.

TIAA-CREF does not disclose your personal information to any other person outside of the Program, unless you consent or it is permitted under applicable federal and state laws. TIAA-CREF may also disclose your personal information if it is allowed or required by its contract with the Board. With your consent or if allowed by law, we will provide your personal information to the financial advisor you designate.

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OBTAINING ADDITIONAL INFORMATION

Learn more about the Program by visiting our Web site: www.ok4saving.org.

You may reach a customer service representative to answer your questions, complaints or to request an Application by calling the Program Manager toll-free at 1-877-ok4-saving (1-877-654-7284). Questions, complaints and requests may also be sent in writing to TIAA-CREF Tuition Financing, Inc., P. O. Box 8193, Boston, MA 02266-8193.