The T. Rowe Price
COLLEGE SAVINGS PLAN
Offered by the Education Trust of Alaska

- Frequently Asked Questions
- Plan Disclosure Document

Please keep this information for your records.

If the Education Trust of Alaska makes changes to the T. Rowe Price College Savings Plan, an update will be sent to your Account's address of record. If the changes are extensive, you will receive a revised Plan Disclosure Document that will supersede prior versions. **If you or your Beneficiary does not live in Alaska, you should compare this Plan with any 529 college savings program offered by your state.**

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September 2011

In this booklet:

- **Frequently Asked Questions—**an introductory section that answers some frequently asked questions about the T. Rowe Price College Savings Plan.
- **Definition of Frequently Used Terms**
- **Table of Contents for the Plan Disclosure Document**
- **Plan Disclosure Document—**a detailed explanation of the Plan's structure, operations, investments, and other characteristics. An investment in the Plan signifies that you have read, understand, and agree to the Plan Disclosure Document.

Accounts in the T. Rowe Price College Savings Plan and units in the Education Trust of Alaska are not registered as securities with the U.S. Securities and Exchange Commission under the Securities Act of 1933, nor are the Plan's portfolios registered as investment companies under the Investment Company Act of 1940. Relevant sections of both statutes exempt state instrumentalities, such as the Education Trust of Alaska, and interests in such instrumentalities. An investment in the T. Rowe Price College Savings Plan is not FDIC-insured or guaranteed by the Federal Reserve, a bank, the State of Alaska, the Education Trust of Alaska, the University of Alaska, T. Rowe Price, or any other entity.

Information provided herein is intended to reflect federal tax law and Internal Revenue Service guidance as of the date of this document, but is subject to change without notice. No one is authorized to provide information that differs from the information in the most current Plan Disclosure Document.

This Plan Disclosure Document is designed to comply with the Disclosure Principles, Statement No. 5, adopted by the College Savings Plan Network on May 3, 2011.

The information in the current Plan Disclosure Document, together with the Account Agreement and performance information found on the Plan's website, constitute the T. Rowe Price College Savings Plan Offering Materials.

WHERE TO FIND IMPORTANT INFORMATION

Depending upon the laws of the home state of the Account Holder or Beneficiary, favorable state tax treatment or other benefits offered by that home state may be available only for investments in the home state's 529 college savings plan.

Any state-based benefit offered with respect to a particular 529 college savings plan should be one of many appropriately weighted factors to be considered in making an investment decision.

You should consult with your financial, tax, or other advisor to learn more about how state-based benefits (including any limitations) would apply to your specific circumstances. You may also wish to contact your or your Beneficiary's home state or any other 529 college savings plan to learn more about the features, benefits, and limitations of that state's 529 college savings plan.

This section gives you a quick overview of the T. Rowe Price College Savings Plan. It is intended only to introduce some of the Plan's features and answer frequently asked questions and is not part of the Plan Disclosure Document that follows in this booklet.

Before investing, you must be sure to read the more detailed explanation of all the Plan's features in the Plan Disclosure Document, including a discussion of risk factors. Your investment in the Plan signifies that you have read, understand, and agree to the Plan Disclosure Document.

What are 529 college savings plans?

Named for Section 529 of the Internal Revenue Code, these plans help individuals and families save for college in a tax-advantaged way.

What is the T. Rowe Price College Savings Plan?

It is a national Section 529 plan offered by the Education Trust of Alaska and managed by T. Rowe Price.

What is T. Rowe Price?

T. Rowe Price is a well-known financial services provider founded in 1937. The company manages more than 90 mutual funds as well as retirement programs for individuals and institutions.

What is the Education Trust of Alaska?

The Education Trust of Alaska was established within the University of Alaska to help families save and plan for future higher education expenses. The Trust administers Alaska's Section 529 College Savings Program, including the T. Rowe Price College Savings Plan described in this booklet.

What are some of the Plan's major benefits?

- Any growth of your account is tax-deferred
- Distributions for qualified educational expenses are federal tax-free
- Low minimum investment
- Low cost—no loads or commissions
- Easy ways to invest
- Account holder control over distributions
- Gift and estate tax benefits
- Use at almost any college nationwide

Who can participate in the Plan?

Any U.S. citizen or resident alien can open an account, as can trusts, corporations, and other organizations. You are not restricted by age, income, or state of residence.

Does that mean grandparents can contribute?

Certainly! Anyone can contribute to an existing account or open an account of their own, including other family members and even friends.

How do I open an account?

You can open an account online or by calling us. You may also mail a completed account agreement to the Plan.

How are accounts structured?

Only one person—the account holder—can open and control an account. If the account holder is a minor, the account must have a custodian to act on behalf of the minor. Each account may have only one beneficiary (future student), but you may open as many accounts for as many beneficiaries as you want.

Who can contribute to an account?

Anyone can contribute, not just the account holder.

Who can be the beneficiary of an account?

Any U.S. citizen or resident alien—including the account holder—can be the beneficiary.

Can I change the beneficiary of my account?

Yes, you can change your beneficiary at any time, or transfer a portion of your investment to a different beneficiary. Please note that the new beneficiary must be a member of the previous beneficiary's family, as defined by the Internal Revenue Code.

Can the account holder be changed?

Generally, yes; however, special rules may apply for accounts with custodians. You may also name a successor account holder who will take over for you in the event of your death or legal incompetence.

How much money do I need to open an account?

The minimum initial contribution is $250, unless you invest through our systematic contribution program—then the minimum is $50. The minimum for all subsequent contributions is $50. Minimums apply separately to each account.

How much can I invest?

You can invest until the combined account balances for a beneficiary reach $320,000. It is acceptable for earnings (but not contributions) to cause the total account value to go over this amount. This maximum may or may not cover all of your beneficiary's college expenses.

Are contributions tax-deductible?
Not at the federal level; state income tax treatment varies.

How can I contribute to my account?
- Check or money order
- Electronic transfer from your financial institution (e.g., wire transfer from your bank)
- Automatic Monthly Contributions, formerly known as Automatic Asset Builder (systematic contributions from your checking or savings account)
- Payroll deduction
- Rollover from another 529 plan, Coverdell Education Savings Account, or qualified U.S. savings bond

Can I move money from an UGMA/UTMA account to this 529 plan?
Yes, you can redeem assets from your UGMA/UTMA account and use the proceeds to invest in the Plan. Note that this transaction may be taxable. Your 529 account will be set up with the minor as the account holder and beneficiary, and subsequent changes are limited.

What are my investment choices?
The Plan offers two investment approaches, and you may choose one or more.

Enrollment-based portfolios. These eight portfolios are managed to become more conservative as beneficiaries near their anticipated college enrollment date. You may select the portfolio that corresponds to your beneficiary's college enrollment date or choose one that is more conservative or aggressive.

Static portfolios. The allocations of these portfolios remain constant within a specified range. There are five static portfolios: Total Equity Market Index (100% stock funds), Equity (primarily stock funds), Fixed Income (primarily bond funds), Balanced (approximately 60% stock funds and 40% fixed income funds), and Money Market (managed to preserve your investment principal).

Can I use my account balance at any school?
Yes, the money in your account may be used at any eligible school. An eligible educational institution includes most public and private colleges and universities, graduate and postgraduate schools, community colleges, and certain proprietary and vocational schools.

When can I take a distribution from my account?
You can request a distribution at any time.

Are any of the portfolios guaranteed?
Your Account value is never guaranteed, so you could lose money (including your contributions) or not make money by investing in the Plan. However, the Money Market Portfolio is managed to preserve your investment principal.

Can I change the investments I've chosen?
Each time you make a contribution, you may select a different portfolio. In addition, changes to your existing investments for a particular beneficiary generally are permitted once per calendar year.

How can I use the money in my account?
Your account balance can be used for any purpose. However, to receive the full federal tax benefit, the money must be used for qualified education expenses, as defined by the IRS, of the beneficiary at an eligible educational institution. These include tuition, mandatory fees, books, supplies, and equipment required for enrollment or attendance; room and board during any academic period the beneficiary is enrolled at least half time; and certain expenses for a "special needs" student.

What if I do not use the money in my account for a qualified education expense?
The earnings portion of a distribution not used for a beneficiary's qualified education expenses may be subject to federal and state income taxes and a 10% federal penalty.

Is paying off a student loan a qualified expense?
No. Repayment of student loans is not considered a qualified education expense.

What if my beneficiary doesn't go to college?
You can request a distribution or name another beneficiary. The new beneficiary must be a relative of the previous beneficiary.

What if I move to another state?
There are no residency requirements for the Plan, so you can maintain your account and continue to make contributions.

What are the fees?
A $20 annual account fee is prorated across your accounts for the same beneficiary. The fee is waived if, as of the date the fee is assessed:
- You are making systematic investments through Automatic Monthly Contributions (formerly known as Automatic Asset Builder) or payroll deduction;

- Your combined account balances for a particular beneficiary equal $25,000 or more; or
- Your combined account balances, regardless of beneficiaries, equal $75,000 or more.

A 0.20% annualized program management fee is charged to each portfolio and is reflected in the portfolio's unit price. Each portfolio also indirectly bears its pro-rata share of the fees and expenses of the underlying mutual funds in which it invests.

What are the gift and estate tax benefits?

Federal gift tax. Generally, gifts to an individual that exceed $13,000 in a single year are subject to the federal gift tax. However, for 529 plans, gifts of up to $65,000 ($130,000 for a married couple) can be made in a single year for a beneficiary and averaged over five years to qualify for exclusion from the federal gift tax.

Federal estate tax. If you die with money remaining in your account, it will not be included in your estate for federal estate tax purposes. (Note: There are exceptions for contributions that were gifts using the five-year rule noted above.)

What are the advantages of a 529 account versus an UGMA/UTMA account?

With a 529 account:

- You retain control over the account;
- Any growth of your account is tax-deferred;
- Distributions are exempt from federal income tax if used for qualified education expenses; and
- Larger annual contributions may be possible without incurring federal gift taxes.

Will participation in the Plan affect my beneficiary's eligibility for financial aid?

The treatment of investments in a 529 savings plan such as this one is determined by federal guidelines but could vary from school to school. Any investments in a 529 account may affect the student's eligibility to get financial aid based on need. You should check with the U.S. Department of Education and the schools you are considering regarding this issue.

For important details about the Plan, including its risks, fees, and investment options, please read the Plan Disclosure Document that follows. If you have questions, please call 1-800-369-3641.

The Plan Disclosure Document incorporates by reference the Declaration of Trust for the Education Trust of Alaska and the audited financial information for the Plan, which is summarized in the T. Rowe Price College Savings Plan Annual Report. To obtain a copy of the Declaration of Trust, Annual Report, or other forms and documents relating to the Plan, please visit the Plan's website, Price529.com, or call 1-800-369-3641.

I. Definitions of Terms

Capitalized terms used in this Plan Disclosure Document have the following meanings:

Account: an Account established in the Trust by an Account Holder.

Account Agreement: a participation agreement between an Account Holder and the Trust, affirming the Account Holder's agreement to participate in the College Savings Program in accordance with the provisions of the Alaska College Savings Act, the Declaration, and this Plan.

Account Holder: an individual, partnership, corporation, trust, estate, or association who/that establishes an Account in the Trust, referred to in the Alaska College Savings Act, Declaration, and the College Savings Program as Participant.

Administrative Accounts: accounts or subaccounts established in the Trust for the purpose of administering, managing, and operating the Trust.

Alaska College Savings Act: AS 14.40.802-14.40.817, as may be amended from time to time, establishing the Alaska Advance College Tuition Savings Fund and the Alaska Higher Education Savings Trust in the University.

Authorized Plans: the respective plans established by the Trust, pursuant to the Declaration, to implement the College Savings Program.

Automatic Monthly Contributions (formerly known as Automatic Asset Builder): a program in which a contributor authorizes the College Savings Program to transfer money on a regular and predetermined basis from a bank or other financial institution or investment account to an Account or Accounts in the Plan.

Beneficiary: the individual designated by an Account Holder, or as otherwise provided in the Declaration and this Plan, to receive the benefit of an Account.

Board: the Board of Regents of the University.

Code: Internal Revenue Code of 1986, as amended. There are references to various sections of the Code throughout the document, including Section 529 as it exists and may subsequently be amended and regulations adopted under it.

College Savings Program: the post-secondary education savings program, which is operated by the University, as Trustee, in accordance with the Alaska College Savings Act and the Declaration, as such currently exist or may hereafter be amended.

Custodian: a person who has executed an Account Agreement or a notice of intent to participate in the College Savings Program where: (i) the Account Holder is a minor; or (ii) the Account is funded from an UGMA or UTMA, provided the Custodian is required to act under the terms of the UGMA or UTMA. The Custodian is responsible for performing all duties of the Account Holder, unless otherwise provided in the College Savings Program or this Plan Disclosure Document.

Declaration: the Declaration of Trust for the Education Trust of Alaska (formerly known as the Alaska College Savings Trust), initially effective April 20, 2001, and as amended and restated, January 1, 2002, including appendices, and as may be further amended from time to time.

Eligible Educational Institution: an institution as defined in the Code. Generally, the term includes post-secondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree, or another recognized post-secondary credential. Certain proprietary institutions and post-secondary vocational institutions are also Eligible Educational Institutions. The institution must be eligible to participate in a student financial aid program under Title IV of the Higher Education Act of 1965 (20 U.S.C. Section 1088).

Family Member (or Member of the Family): An individual among a Beneficiary's immediate family members as defined in the Code, 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 the Beneficiary or the spouse of any individual described in 1 through 8; or
(10) A first cousin of the Beneficiary.

(For purposes of determining who is a Member of the Family, a legally adopted child of an individual shall be treated as the child of such individual by blood. The terms "brother" and "sister" include half-brothers and half-sisters.)

Fees: administrative, investment, and other Program Manager fees, costs, and charges, including those customarily charged by mutual funds and trusts.

General Conditions: the common conditions of the College Savings Program, which are applicable to, and an integral part of, the Authorized Plans.

Investment Options: the investment portfolios available to Account Holders through the respective Authorized Plans.

Nonqualified Distributions: all distributions that are not Qualified Distributions.

Penalty: an additional federal tax required by the Code that is equal to 10% of the earnings portion attributable to a Nonqualified Distribution.

Plan: the T. Rowe Price College Savings Plan.

Plan Disclosure Document: this document, which is prepared by the Program Manager, discloses all material facts relating to an offer of Accounts in the Trust as made through the Plan.

Program Manager: a person or persons engaged by the Trust to provide services to the Trust and the Trustee as an independent contractor on behalf of the Trust. The Program Manager for the Plan is T. Rowe Price Associates, Inc.

Qualified Distribution: Qualified Distributions are: (1) distributions used to pay Qualified Expenses of a Beneficiary; (2) distributions because the Beneficiary received a scholarship or educational assistance, provided that the scholarship or educational assistance amount is greater than or equal to the amount distributed; (3) distributions as a result of the Beneficiary's disability; (4) distributions as a result of the Beneficiary's death; (5) distributions made due to the attendance of the Beneficiary at a United States military academy, provided the costs of advanced education attributable to such attendance are greater than or equal to the amount distributed; or (6) Rollover Distributions.

Qualified Expenses: qualified higher education expenses are defined in the Code. Generally, these include the following: (1) tuition, all mandatory fees, and the costs of textbooks, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution; (2) the costs of room and board of a Beneficiary during any academic period during which the Beneficiary is enrolled at least half time in a degree, certificate, or other program that leads to a recognized educational credential awarded by an Eligible Educational Institution; and (3) expenses for a special needs student that are necessary in connection with his or her enrollment or attendance at an Eligible Educational Institution.

Rollover Distribution: a distribution that is (1) contributed to another 529 plan for the same Beneficiary or (2) contributed to another 529 plan for a different Beneficiary who is a Member of the Family of the previous Beneficiary. Rollovers between 529 plans for the same Beneficiary are limited to once per 12 months, but there is no restriction on the frequency of rollovers between 529 plans for different Beneficiaries. The distribution must be reinvested in another 529 plan within 60 days of the withdrawal date.

Suspended Account Reserve: an Administrative Account containing Accounts that were suspended.

Trust: the Education Trust of Alaska, the trust declared by the University, pursuant to the Alaska College Savings Act and through the Declaration.

Trustee: the University of Alaska, when acting in its capacity as trustee for the Trust.

UGMA/UTMA: an account created under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of any state.

University: the University of Alaska.

II. Plan Overview

Offeror, Purpose, Program Manager

The T. Rowe Price College Savings Plan (Plan) is intended to be a qualified tuition program under Section 529 of the Internal Revenue Code (Code) and is an Authorized Plan administered by the Education Trust of Alaska (Trust). The University of Alaska serves as Trustee of the Trust. The Plan and the Trust were established under the Alaska College Savings Act (AS 14.40.802-14.40.817).

The Plan allows Account Holders (those persons who open Accounts) to save for college expenses for themselves or other Beneficiaries (future students) on a tax-advantaged basis. To receive the full federal tax benefit from the Plan, Accounts must be used to pay Qualified Expenses at an Eligible Educational Institution.

The purpose of the Trust is to provide tax-advantaged savings and investment options to Account Holders and their Beneficiaries for the purposes of reducing financial barriers to education, providing a convenient method of saving for college or other post-secondary education, encouraging students to achieve higher academic standards in grades 7–12 and to complete their secondary and post-secondary education, and promoting attendance at the University of Alaska.

T. Rowe Price Associates, Inc., was engaged by the Trust to serve as Program Manager, managing the Plan's portfolios and establishing the forms and procedures to be used by Account Holders.

More information can be found in this Plan Disclosure Document in Section XI, The Plan's Legal and Administrative Framework.

III. Opening, Maintaining, and Closing an Account

Who May Open an Account

- Any individual (including a resident alien), partnership, corporation, trust, estate, or association that resides or is organized in the U.S. and has a valid Social Security or taxpayer identification number may become an Account Holder. Account Holders are not restricted by age, income, or state of residence.
- Each Account may have only one Account Holder.

Need for a Custodian

If the Account Holder is a minor or if the Account is funded from assets originally held in an UGMA/UTMA account, a Custodian must complete the Account Agreement and assume most Account Holder responsibilities until released or replaced. Each Account may have only one Custodian, but a successor Custodian may be named.

How to Open an Account

You must complete an Account Agreement, which is a contract between you and the Trust and establishes the obligations of each. You can open an Account online, by calling us, or by mail.

- Online—Visit our website at Price529.com to open an Account online and immediately start contributing.
- Over the Phone—Call us at 1-800-369-3641 to establish and fund your Account. Once your Account is established, you will be provided with an authorization form to complete and return to the Plan.
- By Mail—Complete an Account Agreement and return it to the Plan.

Requirements for Opening an 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. When you complete an Account Agreement, we will ask you for the name, street address, date of birth, and Social Security number or tax identification number for the Account Holder (and any individuals opening an Account on behalf of the Account Holder, such as a Custodian, an agent under a power of attorney, a conservator, trustees, or corporate officers). This information is necessary to properly verify the identity of the person(s) opening the Account.

We will use this information to verify the identity of the Account Holder and any individuals opening the Account on behalf of the Account Holder. If we do not receive all of the required information, your Account may not be opened or there could be a delay in opening the Account. If, after making reasonable efforts, we are unable to verify the Account Holder's or other individuals' identities, the USA PATRIOT Act requires us to take certain actions, including closing the Account. Any redemption made under these circumstances may be considered a Nonqualified Distribution, and tax reporting will be issued to the Account Holder.

Account Holder Responsibilities

You maintain and control the Account, including selecting investments, authorizing distributions, and making any changes to Beneficiaries and addresses.

Changing an Account Holder
You may name a new Account Holder to replace you. The change becomes effective when the Plan receives a correctly completed Change of Account Holder form (or other written notice) from you and an Account Agreement completed by the new Account Holder if the new Account Holder does not already have an Account. A Medallion signature guarantee is required if the Account's value is $50,000 or more, although the Plan reserves the right to require a Medallion signature guarantee at any time for a lesser amount or for other changes to your Account(s). A change of Account Holder may have tax consequences. Check with your attorney or tax advisor.

Custodians of Accounts funded from an UGMA/UTMA account may not request a change of Account Holder.

Death of Account Holder/Appointing a Successor

- If death or dissolution occurs and there is no successor Account Holder, the Beneficiary may designate someone other than himself or herself to be the new Account Holder. If the Beneficiary is a minor, the person legally authorized to act on his or her behalf has the exclusive right to designate a new Account Holder.
- In the Account Agreement or later in writing, you may designate a successor to take over the Account when you die or if you are declared legally incompetent (or, in the case of an entity, if it is dissolved). All identically registered Accounts must have the same successor Account Holder. For a designation or change of successor Account Holder to be valid, it must be received and accepted by the Plan prior to an Account Holder's death, legal declaration of incompetence, or dissolution.
- The Account Holder may change or add a successor at any time by completing the appropriate form.

Changing or Releasing a Custodian
You may name a new Custodian to replace you or the Custodian may be removed or replaced under certain circumstances. A Medallion signature guarantee may be required if the Account's value is $50,000 or more, although the Plan reserves the right to require a Medallion signature guarantee at any time for a lesser amount or for other changes to your Account(s).

Removal of Custodian (Accounts not funded from an UGMA/UTMA). The Custodian will no longer have the authority to act on an Account once the Account Holder reaches the age of majority under Alaska law (currently 18 years old). The Account Holder (upon reaching the age of majority) may be required to complete an Account Agreement and provide proof of age before being able to act on the Account. You can call 1-866-521-1894 and speak to a customer service representative for information on how these requirements apply to your situation.

Change of Custodian (Accounts not funded from an UGMA/UTMA). Prior to the Account Holder reaching the age of majority, the Custodian may be changed at any time. The new Custodian must complete an Account Agreement.

The notice to change the Custodian must be in writing from the current Custodian or be a valid court order appointing another person as Custodian. If the current Custodian dies or is declared legally incompetent prior to the Account Holder reaching the age of majority, then the successor Custodian becomes the new Custodian. If there is no named successor Custodian, then the person legally authorized to act on behalf of the minor Account Holder must appoint a new Custodian.

Removal of Custodian (Accounts funded from an UGMA/UTMA). The Custodian retains the authority to act on an Account until the Account Holder reaches the applicable age of majority under the terms and conditions of the original UGMA/UTMA account. Notice to the Plan to remove the Custodian must be in writing from the current Custodian (stating that the Account Holder has reached the applicable age of majority) or be a valid court order stipulating removal of the Custodian. Once the Custodian is removed, the Account Holder will be able to act on the Account after completing an Account Agreement.

Change of Custodian (Accounts funded from an UGMA/UTMA). The Custodian may be changed at any time upon written notice to the Plan. The new Custodian must complete an Account Agreement.

The notice must be from the current Custodian or be a valid court order appointing another person as Custodian. If the current Custodian dies or is declared legally incompetent, then the successor Custodian becomes the new Custodian. If there is no named successor Custodian, then the person legally authorized to act on behalf of the Account Holder must appoint a new Custodian or authorize relinquishing control of the Account to the Account Holder (if the Account Holder has reached the applicable age of majority).

Naming a Beneficiary

The Account Agreement requires you to name a Beneficiary to receive the distributions from the Account. The Beneficiary may be you or any individual with a valid Social Security number. Each Account may have only one Beneficiary, but you or other Account Holders may establish multiple Accounts for the same Beneficiary.

Exception: An agency or instrumentality of a state or local government, or a tax-exempt organization as described in the Code, may establish an Account as part of a scholarship program without naming a Beneficiary at that time.

Changing a Beneficiary/Death of a Beneficiary

- You may change your Beneficiary at any time but only to a Family Member of the current Beneficiary.
- When changing a Beneficiary, you may select a different portfolio offered by the Plan.
- The right to change a Beneficiary may be denied or limited when it would cause one or more Accounts for that Beneficiary to exceed the maximum contribution limit (see Section IV).
- If your Beneficiary dies, you may name a new Beneficiary who is a Member of the Family of the deceased Beneficiary or request a distribution.

Custodians of Accounts funded from an UGMA/UTMA account may not change a Beneficiary.

Transferring Assets to a Different Beneficiary

- You may direct that a portion of an Account be transferred to another Account you establish for a Beneficiary who is a Family Member of the current Beneficiary.
- The right to transfer a portion of an Account to another Beneficiary may be denied or limited when it would cause one or more Accounts for that Beneficiary to exceed the maximum contribution limit.

Custodians of Accounts funded from an UGMA/UTMA account may not transfer a portion of an Account to another Beneficiary.

Simultaneous Death of Account Holder and Beneficiary

If the same person serves as both the Account Holder and Beneficiary, or if the Account Holder and Beneficiary of an Account both die, and there is no evidence to verify that one died before the other, any appointed successor Account Holder will become the Account Holder. If no successor Account Holder was appointed, the person legally authorized to act on behalf of the deceased Beneficiary's estate must designate the new Account Holder. The new Account Holder may request a distribution or designate a new Beneficiary who is a Family Member of the deceased Beneficiary.

Changing Investment Direction

As of the date of this Plan Disclosure Document, you generally can change your investment strategy for a Beneficiary once per calendar year. If you have multiple Accounts for one Beneficiary, all investment changes requested together on the same day will count as one investment strategy change. The IRS is considering adjusting the number of times you may be permitted to change your investment direction for a Beneficiary per calendar year, and in the future may increase the number of investment strategy changes permitted in a calendar year. Please visit our website at Price529.com or call a customer service representative at 1-800-369-3641 for updated information.

Other Account Changes

By contacting the Plan, you can:

- Change your address;
- Authorize electronic transfers between another financial institution and your Account; or
- Change or add Automatic Monthly Contributions or payroll deduction (see Section IV). Forms to complete these Account changes also can be downloaded from the Plan website.

Keeping Track of Your Accounts

- Confirmations—The Plan will send you a confirmation when you:
  (1) Open an Account;
  (2) Contribute to an Account (except through Automatic Monthly Contributions or payroll deduction) or move money between portfolios;
  (3) Change important Account information, such as your address, Beneficiary, or Automatic Monthly Contributions amount(s) or date(s); and

(4) Take a distribution from your Account.
- Statements—Each quarter, you will receive an Account statement detailing your contributions (including any made through Automatic Monthly Contributions or payroll deduction), distributions, total Account value, and current investments.

Contributors who are not Account Holders will not receive confirmations or statements unless otherwise requested on the *Update Your Account Services* form by the Account Holder.

Accessing Your Account Information

You can call 1-866-521-1894 and speak to a customer service representative to request information about your Account. You can grant certain privileges to another person upon written notice to the Plan. Anyone who has been granted privileges and can properly verify specific pieces of information about you and your Account(s) can request information about your Account(s) and make certain changes. However, privileges do not allow another person to request distributions or address changes on your behalf. Please call the phone number above to obtain the current procedures.

You can also access information about your Account by logging in to Account Access at Price529.com or by calling 1-866-800-7108 to hear automated Account information. Anyone who can enter certain pieces of information, including the personal identification number that you created, can access information about your Account and place transactions on your behalf.

Unused Account Assets

If your Beneficiary does not attend an Eligible Educational Institution or use all the money in the Account, you may name a new Beneficiary or request that the money be distributed to you or your Beneficiary. However, the IRS may consider it a Nonqualified Distribution and taxes and penalties may apply.

Closing an Account

You can close your Account by having all the money distributed.

The Trust's Ability to Terminate an Account

The Trust may close an Account if the Trustee determines, in its sole discretion, that such action is in the best interests of the Trust. In this event, the Plan will give written notice to the Account Holder and will distribute money in the Account to the Account Holder, less any fees or other required amounts in the opinion of the Trust. If an Account is closed because false or misleading information was provided by the Account Holder or Beneficiary, the Trust may retain any accrued earnings in the Account.

IV. Contributing to an Account

Choosing a Portfolio

- You may select one or more of the portfolios when you complete an Account Agreement.
- If no portfolio is selected, contributions will be invested in the enrollment-based portfolio that most closely matches the Beneficiary's expected date of college enrollment, based on his or her date of birth. Contributions for adult Beneficiaries are allocated to the Portfolio for College unless you specify otherwise.
- You may select one or more of the portfolios each time you make a contribution.
- Any new contributions will be allocated to the same portfolio(s) as your most recent contribution, unless you indicate otherwise.
- Generally, once per calendar year, or at any time upon changing the Account's Beneficiary, the Account Holder can choose to redirect the investment of the Account to another portfolio(s) in the Plan. For Account Holders with multiple Accounts for the same Beneficiary, all investment changes requested together on the same day will count as one investment strategy change. Exceptions may apply; see Section III for more detailed information.
- If a completed Account Agreement is already on file, a separate Account Agreement is not required when you open an identically registered Account, i.e., an Account in a new portfolio for the same Beneficiary.

Funding an Account

- There are five primary ways to fund an Account, details of which are provided below:
  (1) Via check or money order (credit cards may not be used);
  (2) Through electronic transfers from your financial institution;
  (3) By investing systematically through Automatic Monthly Contributions or payroll deduction;
  (4) By a rollover from another qualified tuition program (529 plan), Coverdell Education Savings Account, or qualified U.S. savings bond; and
  (5) By moving money from an UGMA/UTMA account.
- Contributions to an Account may come from anyone, not just the Account Holder.
- A contribution received in good order before market close (typically 4 p.m. eastern time) on any day the New York Stock Exchange (NYSE) is open for business is processed based on that day's NAV of the portfolios you designated.

- Contributions received after market close, or on a day that the NYSE is closed, will be processed based upon the next NAV to be calculated.
- Portfolios will be unable to accept wire and Automated Clearing House (ACH) purchases on days when the Federal Reserve Wire System is closed.
- All contributions must be made in U.S. dollars; checks must be drawn on U.S. banks.

Funding Details:

(1) Check or Money Order

- Make your check or money order payable to the T. Rowe Price College Savings Plan. Send it with an Account Agreement if you are contributing for a Beneficiary for the first time.
- If you are making a contribution to an existing Account, please put the Account number on the memo line.
- A check must be made payable directly to the T. Rowe Price College Savings Plan. However, if the Account is funded with proceeds from an UGMA/UTMA account or a check payable to a minor Beneficiary, it must be properly endorsed to the T. Rowe Price College Savings Plan.
- Checks or money orders should be mailed to:
  T. Rowe Price College Savings Plan
  P.O. Box 17300
  Baltimore, MD 21297-1300
- For private courier services requiring a street address, checks or money orders should be mailed to:
  T. Rowe Price College Savings Plan
  4515 Painters Mill Road
  Owings Mills, MD 21117

(2) Electronic Transfers

This service allows the Plan to debit an account at your financial institution and electronically move money to your Plan Accounts. Transfers are made through the ACH network and only occur when you initiate them.

(3) Automatic Monthly Contributions or Payroll Deduction

Automatic Monthly Contributions allows you to have money from your financial institution account invested systematically in your Plan Account via the ACH network. Payroll deduction allows you to have money from your paycheck invested in your Plan Account each pay period.

(4) Rollover Contributions

Rollovers are generally tax-free, but you may want to check with your tax advisor. Rollovers between 529 plans for the benefit of the same Beneficiary are limited to once per 12 months. There is no limit to the number of rollovers between 529 plans if you change the Beneficiary to another Family Member.

- Direct rollover from another 529 plan—You can authorize the direct rollover of money from another 529 plan to your T. Rowe Price Plan Account by having your current 529 plan send the distribution directly to your Account. The distributing program must provide a statement identifying the earnings portion of the rollover within 30 days after the distribution or by January 10 of the year following the calendar year in which the rollover occurred, whichever is earlier. If this information is not provided, the entire rollover contribution will be treated as earnings.
- Indirect rollover from another 529 plan—If you took a distribution from another 529 plan, you must contribute that amount into the Plan within 60 days of receiving it or you may incur taxes and possible penalties. The Account Holder must provide acceptable documentation from the program manager of the distributing 529 plan that identifies the earnings portion of the rollover contribution. Otherwise, the entire rollover contribution will be treated as earnings.
- Coverdell Education Savings Accounts (formerly Education IRAs) and qualified U.S. savings bonds (Series EE and Series I)—If your Account has the same Beneficiary as the Coverdell Education Savings Account, the rollover distribution is generally tax-free. If your Account is for the benefit of the qualified U.S. savings bondholder (or his or her spouse or dependents) and the bondholder's income meets certain limits, then the rollover distribution is also generally tax-free.

Until the Plan receives appropriate documentation showing the earnings portion of the rollover contribution, it must treat the entire amount of the rollover contribution as earnings. Appropriate documentation for a Coverdell Education Savings Account includes an account statement issued by the trustee or custodian that shows the basis (contributions) and earnings in the account. For a qualified U.S. savings bond, documentation includes an account statement or IRS Form 1099-INT issued by the financial institution that redeemed the bonds.

Rollover Distributions out of your Account are discussed in Section VIII.

(5) UGMA/UTMA
You may use proceeds from an UGMA/UTMA account to fund your T. Rowe Price Plan Account, but keep in mind that redemptions from UGMA/UTMA accounts may result in taxes on any gains. If you indicate that the contribution originated from an UGMA/UTMA account, a special registration will be established so that the Account's Beneficiary and Account Holder cannot be changed. The minor on the UGMA/UTMA account must be named as both Account Holder and Beneficiary, and a Custodian must be designated. If additional contributions are made for the Beneficiary that did not originate from an UGMA/UTMA account, it is important to set up a different Account so you retain the ability to change the Beneficiary for those contributions and any earnings. You may wish to consult your tax advisor for more information on this option.

Confirming Your Contribution
After receiving a contribution in good order, the Plan will send you a confirmation (except for contributions through Automatic Monthly Contributions or payroll deductions). Notify the Plan within 120 days if any information in the confirmation is incorrect; after 120 days, the confirmation will be deemed correct.

Minimum Contributions
The minimum initial contribution is $250 unless you invest through Automatic Monthly Contributions or payroll deduction, and then it is $50. The minimum for all subsequent contributions is $50. Minimums apply separately to each Investment Option. The Program Manager may, in its discretion, accept a contribution that does not meet the minimum contribution amount.

Maximum Contributions/Account Balance
- No contributions can be made to an Account that will cause the aggregate balance of all Accounts for that Beneficiary to exceed $320,000. It is acceptable for earnings (but not contributions) to cause the total Account value to go over this amount.
- This maximum may be increased by the Plan, at which point additional contributions up to the new maximum aggregated balance per Beneficiary will be accepted.
- The limit does not apply to Accounts maintained for a scholarship program by an agency or instrumentality of a state or local government or tax-exempt organization as described in the Code.
- Any contributions received in excess of the maximum will be returned to the Account Holder, regardless of contributor, without adjustment for gains or losses.

Nonpayment
If you contribute to your Account with a check or an electronic transfer from your financial institution that does not clear or is otherwise not honored for payment, your contribution may be canceled. You will be responsible for any losses or expenses incurred by the portfolio. However, the loss will be waived if you make a contribution in good order within 10 days. The Plan has the right to reject or cancel any contribution due to nonpayment.

Distribution Restriction
When your contribution is received by check, money order, or electronic funds transfer (assuming all are in good order), the Plan reserves the right, subject to applicable laws, to restrict distributions on that amount from your Account for up to 10 calendar days after deposit.

How Much to Invest
Only you can decide how much you wish to save for a Beneficiary (within the maximum). To help you estimate college expenses and understand how 529 plans may help you achieve your savings goal, refer to the interactive College Investment Calculator on our website at Price529.com.

V. Investment Procedures, Options, and Risks

Establishing Separate Accounts
One Account is generally established for each portfolio you select for a specific Beneficiary. If you have more than one Account, your contributions are allocated according to your instructions.

The Trust's Investment Guidelines
The Trustee established investment guidelines, including the number of portfolios and their general character and composition. Based on the Trustee's guidelines, T. Rowe Price selected the portfolios' asset allocations and the underlying investments for each portfolio. The portfolios help you match your college investment needs with your particular financial goal, risk tolerance, and time horizon.

Default Investment Direction

If you do not designate a portfolio on the Account Agreement, the Plan will invest your contribution in the enrollment-based portfolio corresponding to the Beneficiary's expected year of enrollment in college.

Unless you advise the Plan in writing of changes, your investment selection for your most recent contribution remains in effect for your future contributions.

Investment Approaches Available

The asset allocations, policies, and objectives of the portfolios may change from time to time, as may the selection of underlying T. Rowe Price funds.

Enrollment-Based Portfolios

- Each of the eight portfolios is targeted to the expected college enrollment date of the Beneficiary (e.g., an Account with a very young Beneficiary would be invested in a portfolio focused on stock investments for long-term growth potential). In general, once a portfolio is within 15 years of its target college enrollment date, the portfolio's assets will be shifted gradually every quarter to more conservative allocations to reflect the need for reduced investment risks and lower volatility. Assets are automatically moved to the Portfolio for College in the year corresponding to the name of the portfolio (e.g., the Portfolio 2021 moves to the Portfolio for College in the year 2021), at which point the asset mix of the portfolio generally stops becoming more conservative over time. Once a portfolio is five years from being moved to the Portfolio for College, its allocation to the bond asset class will be transitioned incrementally each quarter from the Spectrum Income Fund to the New Income Fund. When a portfolio reaches its target college enrollment date, its approximate 40% allocation to the bond asset class will be represented solely by the New Income Fund.
- You may choose a more aggressive or conservative approach by designating a portfolio that differs from the one corresponding to your Beneficiary's expected enrollment date.

Static Portfolios

You can choose one or more of the static portfolios, whose target asset allocations remain constant. The five portfolios are the Total Equity Market Index (100% stock funds), Equity (primarily stock funds), Fixed Income (primarily bond funds), Balanced (approximately 60% stock funds and 40% bond funds), and Money Market (managed to preserve your investment principal) Portfolios.

Treatment of Dividends/Capital Gains

Mutual funds distribute dividends and capital gains because they are required by the IRS to do so in order to maintain their tax status as regulated investment companies. Each Plan portfolio, which is an offering through the Trust, is considered a municipal security and not a mutual fund; therefore, the portfolios are not required to comply with the IRS mutual fund distribution requirements.

Any reinvested dividends and capital gains from the underlying mutual funds will become income to the portfolios. Although their underlying mutual funds may distribute dividends and/or capital gains rather than distribute earnings, the portfolios (except for the Money Market Portfolio) reflect their change in value from income and gains on the sale of underlying mutual funds by increasing their NAV. The Money Market Portfolio, by contrast, declares a dividend daily in order to maintain a stable NAV of $1.00.

Allocations of Portfolios

The target asset allocations depicted for all of the portfolios are for the fourth quarter of 2011. For portfolios that invest in more than one asset class (e.g., money market/fixed income, bond, and equity) or more than one fund, the T. Rowe Price Asset Allocation Committee may adjust the predetermined allocations by making tactical decisions to overweight or underweight a particular asset class or fund based on market conditions and outlook. The current target allocation to a broad asset class is not expected to vary from its predetermined target allocation by more than plus or minus 5%. Any variance of the target allocation for a broad asset class may be applied to any combination of funds, or to any single fund, within that broad asset class.

Asset allocation targets and policies of all Investment Options, such as a required minimum or maximum investment in a particular asset class or fund, apply at the time of purchase by the Investment Option. There may be short-term variances from adjusted target allocations to allow for changing conditions, such as market fluctuations and cash flows.

T. Rowe Price mutual funds compose the underlying investments for each of the portfolios.

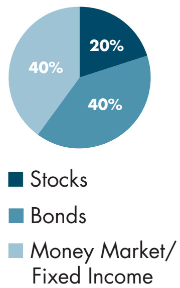
For the most recent target allocations, please visit our website at Price529.com or call 1-800-369-3641 and speak with a customer service representative.

Investment Options and Target Allocations as of October 1, 2011

Enrollment-Based Portfolios

Portfolio for College*

This portfolio is designed for Beneficiaries who are already enrolled or are about to enroll in college. Emphasizing a mix of high-quality money market and fixed income investments, this portfolio also maintains an approximate 20% allocation to a stock fund. The portfolio seeks to generate income—at a time when a Beneficiary may be withdrawing from an Account for higher education expenses—while also providing portfolio growth that meets or exceeds tuition inflation. There is no guarantee the portfolio will provide adequate income, and you could experience losses near, at, or through the college enrollment date.

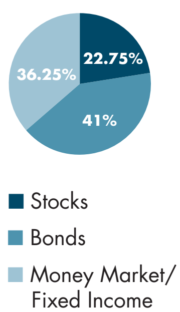


TARGET ALLOCATION	
Inflation Focused Bond	40%
New Income	40%
Equity Index 500	20%

As previously described, the allocations of the following enrollment-based portfolios change each quarter so that they become more conservative over time. Certain portfolios seek to cushion the effects of volatility in U.S. equity markets by diversifying in foreign markets and/or fixed income markets. However, diversification cannot assure a profit or protect against loss in a declining market. The following portfolio allocations are based on a projected year of college enrollment.

Portfolio 2012*

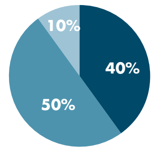
This portfolio is designed for beneficiaries nearing enrollment and invests in a diversified mix of fixed income instruments in addition to a stock fund. For diversification and some capital appreciation, the portfolio may also invest a small component in international equity markets. This mix of funds offers reduced exposure to equities while diversifying in fixed income markets to reduce the risk and volatility typically associated with equity markets.



TARGET ALLOCATION	
Inflation Focused Bond	36.25%
New Income	33.55%
Equity Index 500	22.75%
Spectrum Income	7.45%

Portfolio 2015*

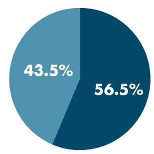
This moderately aggressive portfolio focuses primarily on domestic equity funds with some limited investment in international stocks while seeking diversification through holdings in fixed income. The strategy is based on accepting the risks associated with investing in stocks that have the potential to provide high returns in equity markets while attempting to cushion the effects of volatility through diversification.



TARGET ALLOCATION	
Spectrum Income	35.00%
Equity Index 500	32.00%
New Income	15.00%
Inflation Focused Bond	10.00%
Small-Cap Stock	3.00%
Mid-Cap Growth	1.50%
Mid-Cap Value	1.50%
Blue Chip Growth	1.00%
Value	1.00%

Portfolio 2018*

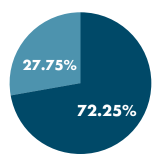
This moderately aggressive portfolio seeks long-term capital appreciation by broadly investing in funds primarily focused on domestic equity markets with some exposure to international equity markets. It also has some exposure to fixed income. The strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the highest potential for long-term capital appreciation while attempting to cushion the effects of volatility through diversification.



TARGET ALLOCATION	
Spectrum Income	43.50%
Equity Index 500	24.75%
Blue Chip Growth	5.25%
Value	5.25%
Small-Cap Stock	5.00%
Intl. Growth & Income	3.25%
International Stock	3.25%
Overseas Stock	3.25%
Mid-Cap Growth	2.50%
Mid-Cap Value	2.50%
Emerging Markets Stock	1.50%

Portfolio 2021*

This aggressive equity portfolio seeks long-term capital appreciation by broadly investing in funds primarily focused on domestic equity markets with some exposure to international equity markets and fixed income. The strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the highest potential for long-term capital appreciation while attempting to cushion the effects of volatility through diversification.

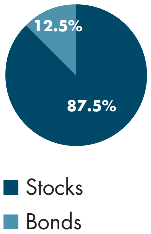


TARGET ALLOCATION	
Equity Index 500	28.00%
Spectrum Income	27.75%
Blue Chip Growth	8.25%
Value	8.25%
Small-Cap Stock	6.50%
Overseas Stock	4.25%
Intl. Growth & Income	4.00%
International Stock	4.00%
Mid-Cap Growth	3.50%
Mid-Cap Value	3.50%
Emerging Markets Stock	2.00%

*Beginning in the fourth quarter of 2011, the portfolio will introduce an allocation to the T. Rowe Price Real Assets Fund. The introduction of the fund is expected to occur on an incremental basis over a 3- to 12-month period, with a target allocation of up to 5% of the portfolio's total equity allocation. The portfolio's allocation to the Real Assets Fund will come proportionately from the portfolio's allocation to domestic and international equity funds.

Portfolio 2024*

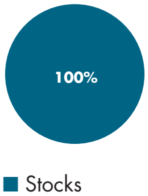
This aggressive portfolio seeks long-term capital appreciation by broadly investing in funds primarily focused on domestic equity markets with some exposure to international equity markets and a minimal allocation to fixed income. The strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the highest potential for long-term capital appreciation.



TARGET ALLOCATION	
Equity Index 500	32.25%
Spectrum Income	12.50%
Blue Chip Growth	10.75%
Value	10.75%
Small-Cap Stock	7.75%
Intl. Growth & Income	5.00%
International Stock	5.00%
Overseas Stock	5.00%
Mid-Cap Growth	4.25%
Mid-Cap Value	4.25%
Emerging Markets Stock	2.50%

Portfolio 2027*

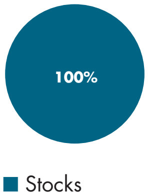
This aggressive equity portfolio seeks long-term capital appreciation by broadly investing in funds primarily focused on domestic equity markets with some exposure to international equity markets. The strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the greatest potential for long-term capital appreciation.



TARGET ALLOCATION	
Equity Index 500	37.25%
Blue Chip Growth	12.25%
Value	12.25%
Small-Cap Stock	8.75%
Overseas Stock	6.00%
Intl. Growth & Income	5.50%
International Stock	5.50%
Mid-Cap Growth	4.75%
Mid-Cap Value	4.75%
Emerging Markets Stock	3.00%

Portfolio 2030*

This aggressive equity portfolio seeks long-term capital appreciation by broadly investing in funds primarily focused on domestic equity markets with some exposure to international equity markets. The strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the greatest potential for long-term capital appreciation. Due to the long time horizon until expected college entry, for the fourth quarter of 2011, this investment portfolio has the same allocations as Portfolio 2027, although its allocations will begin to shift and become more conservative each quarter three years later than Portfolio 2027.



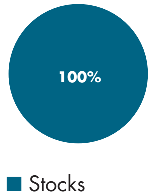
TARGET ALLOCATION	
Equity Index 500	37.25%
Blue Chip Growth	12.25%
Value	12.25%
Small-Cap Stock	8.75%
Overseas Stock	6.00%
Intl. Growth & Income	5.50%
International Stock	5.50%
Mid-Cap Growth	4.75%
Mid-Cap Value	4.75%
Emerging Markets Stock	3.00%

*Beginning in the fourth quarter of 2011, the portfolio will introduce an allocation to the T. Rowe Price Real Assets Fund. The introduction of the fund is expected to occur on an incremental basis over a 3- to 12-month period, with a target allocation of up to 5% of the portfolio's total equity allocation. The portfolio's allocation to the Real Assets Fund will come proportionately from the portfolio's allocation to domestic and international equity funds.

Static Portfolios

Total Equity Market Index Portfolio

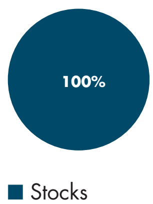
This portfolio invests exclusively in the T. Rowe Price Total Equity Market Index Fund. The Total Equity Market Index Fund is a passively managed fund that seeks to closely track its benchmark, the S&P Total Market Index.† Because the fund is passively managed, its expenses are lower than the average actively managed fund. The fund seeks to match the performance of the entire U.S. stock market as represented by the S&P Total Market Index but does not attempt to fully replicate the index by holding each of those stocks. Index investing can provide a convenient and relatively low-cost way to approximate the performance of a particular market, but it may not offer the flexibility to shift assets toward stocks or sectors that are rising or away from stocks or sectors that are declining.



TARGET ALLOCATION	
Total Equity Market Index	100%

Equity Portfolio*

Emphasizing long-term capital appreciation, this equity portfolio invests in a broad range of funds focused on domestic equity markets with some exposure to international equity markets. It is designed for Account Holders who want a broadly diversified portfolio of primarily actively managed mutual funds that does not become more conservative over time. Because this portfolio invests in many underlying funds, it will have partial exposure to the risks of different areas of the market. This strategy is based on the understanding that the volatility associated with equity markets can be accompanied by the greatest potential for long-term capital appreciation.



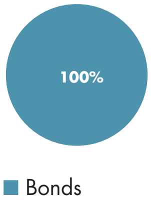
TARGET ALLOCATION	
Equity Index 500	39.00%
Blue Chip Growth	11.25%
Value	11.25%
Small-Cap Stock	9.00%
Intl. Growth & Income	5.75%
International Stock	5.75%
Overseas Stock	5.50%
Mid-Cap Growth	4.75%
Mid-Cap Value	4.75%
Emerging Markets Stock	3.00%

†"Standard & Poor's®", "S&P®", "S&P Total Market Index", and "S&P TMI" are marks/trademarks of The McGraw-Hill Companies, Inc., and have been licensed for use by T. Rowe Price. The product is not sponsored, endorsed, sold, or promoted by Standard & Poor's, and Standard & Poor's makes no representation regarding the advisability of investing in the product.

*Beginning in the fourth quarter of 2011, the portfolio will introduce an allocation to the T. Rowe Price Real Assets Fund. The introduction of the fund is expected to occur on an incremental basis over a 3- to 12-month period, with a target allocation of up to 5% of the portfolio's total equity allocation. The portfolio's allocation to the Real Assets Fund will come proportionately from the portfolio's allocation to domestic and international equity funds.

Fixed Income Portfolio

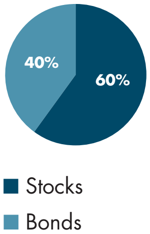
This portfolio's primary objective is to seek a moderate level of current income consistent with moderate price fluctuations by investing exclusively in the T. Rowe Price Spectrum Income Fund, which invests in a diversified group of up to 10 T. Rowe Price mutual funds. Seven of these funds invest principally in U.S. fixed income securities; two in foreign bonds; and one in common stocks of established, dividend-paying companies. The portfolio is subject to interest rate risk and credit risk, as well as market risk. The strategy is based on a lower-risk investment approach that seeks to conserve principal and generate a reasonable level of return while minimizing the risks associated with equity markets.



TARGET ALLOCATION	
Spectrum Income	100%

Balanced Portfolio*

This moderately aggressive portfolio focuses on a mix of approximately 60% of its holdings invested in equity markets, including some exposure to international stocks, while seeking diversification through approximately 40% of its holdings allocated to fixed income. This strategy is based on accepting the risks associated with stocks, which have the potential to provide high returns, and seeking to balance the effects of volatility through diversification in fixed income securities.

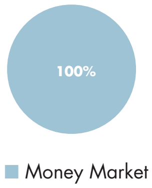


TARGET ALLOCATION	
Spectrum Income	40.00%
Equity Index 500	22.75%
Blue Chip Growth	7.00%
Value	7.00%
Small-Cap Stock	5.25%
Intl. Growth & Income	3.50%
International Stock	3.50%
Overseas Stock	3.25%
Mid-Cap Growth	3.00%
Mid-Cap Value	3.00%
Emerging Markets Stock	1.75%

*Beginning in the fourth quarter of 2011, the portfolio will introduce an allocation to the T. Rowe Price Real Assets Fund. The introduction of the fund is expected to occur on an incremental basis over a 3- to 12-month period, with a target allocation of up to 5% of the portfolio's total equity allocation. The portfolio's allocation to the Real Assets Fund will come proportionately from the portfolio's allocation to domestic and international equity funds.

Money Market Portfolio

This portfolio invests exclusively in the T. Rowe Price Summit Cash Reserves Fund and seeks to preserve your investment principal, while offering modest current income, by investing in high-quality, U.S. dollar-denominated money market securities of U.S. and foreign issuers. An investment in this portfolio is not insured or guaranteed by the FDIC or any other government agency, and although the portfolio seeks to preserve the value of your investment by maintaining a net asset value of $1.00 per share, it is possible to lose money by investing in the portfolio. This portfolio is designed for Account Holders who are conservative investors or who have a Beneficiary nearing college enrollment.



TARGET ALLOCATION	
Summit Cash Reserves	100%

An investment in the Summit Cash Reserves Fund is not insured or guaranteed by the FDIC or any other government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in the fund.

General Risks of Investing in the Plan

Your principal and the portfolios' returns are not guaranteed. Neither the assets you contribute to an Account nor any investment return earned on your contributions are guaranteed by the Trust; the State of Alaska; the University; T. Rowe Price or any of its affiliates; or the federal government or any of its agencies, such as the FDIC or Federal Reserve. You could lose money (including your contributions) or not make any money by investing in the Plan.

Meeting college expenses is not guaranteed. Even if you contribute up to the maximum allowed for a Beneficiary, the money may not cover all of the Beneficiary's education expenses, and the rate of return on your investment may not match or exceed the rate at which higher education expenses rise each year. You should periodically assess and, if appropriate, adjust your investment choices based on your college savings goals, risk tolerance, and time horizon.

The portfolios are not insured and are subject to the investment risks associated with the underlying T. Rowe Price funds discussed in Section VI.

INVESTMENT PERFORMANCE

T. Rowe Price College Savings Plan Total Returns (net of fees)
As of June 30, 2011

Portfolio Name	One-Year Return	Three-Year Annualized Return	Five-Year Annualized Return	Annualized Total Return Since Inception	Inception Date
Portfolio for College	10.05%	4.97%	4.85%	4.49%	4/17/2001
Portfolio 2012	13.15%	4.33%	4.47%	4.71%	4/17/2001
Portfolio 2015	20.21%	5.14%	4.85%	4.83%	4/17/2001
Portfolio 2018	24.45%	4.70%	4.39%	4.67%	4/17/2001
Portfolio 2021	28.05%	4.13%	3.83%	4.55%	4/17/2001
Portfolio 2024	31.38%	3.97%	3.52%	8.09%	4/30/2003
Portfolio 2027	32.55%	4.13%	3.61%	3.47%	5/31/2006
Portfolio 2030	32.50%	N/A	N/A	22.56%	5/29/2009
Total Equity Market Index Portfolio	31.49%	3.82%	3.08%	3.05%	5/31/2006
Equity Portfolio	32.43%	4.15%	3.65%	4.46%	4/17/2001
Fixed Income Portfolio	11.12%	7.62%	6.81%	6.70%	4/17/2001
Balanced Portfolio	24.00%	5.83%	5.11%	5.59%	4/17/2001
Money Market Portfolio	0.00%	0.38%	1.90%	2.12%	9/30/2004

For the most recent month-end figures, please visit our website at Price529.com or call 1-866-521-1894.

The performance data shown represents past performance. Current and future performance may be higher or lower than the quoted past performance, which cannot guarantee future results. Unit prices, principal value, and returns will vary, and you may have a gain or loss when you take a distribution or exchange to a different Investment Option.

Performance figures reflect the deduction of program fees, underlying investment management fees, and other expenses of the underlying mutual funds in which the portfolio invests. Performance does not reflect the Annual Account Fee of $20, which, if reflected, would lower the performance figures reported above.

The performance of the enrollment-based Investment Options reflects changes in asset allocations over time relating to the targeted college enrollment date of Beneficiaries for which the particular Investment Option is designed. Assets are automatically moved to the Portfolio for College in the year corresponding to the title of the Investment Option, and may not remain invested in the referenced Investment Option for a portion of the period reported.

VI. The Underlying Investments

General Risk Information About the Funds

- May not meet objectives. There is no guarantee that the underlying funds will meet their objectives.
- Shares not insured. The underlying mutual fund shares are not deposits or obligations of, or guaranteed or insured by, any depository institution, the FDIC, the Federal Reserve, or the Plan.
- Future performance unknown. The funds' past performance cannot guarantee future results.
- All funds are subject to market risk, including possible loss of principal. There are additional risks for investing in certain funds, including the risks of international investing.

Descriptions of the Underlying Funds

Since all portfolios are invested in T. Rowe Price mutual funds, you may want to review the information below about these funds and the types of risks they represent. The portfolios in the Plan are more likely to meet their goals if the underlying funds achieve their investment objectives, which are described in this section. **Each fund's prospectus or summary prospectus includes investment objectives, risks, fees, expenses, and other information that you should read and consider carefully before investing. Prospectuses are available free on the Internet at troweprice.com or by calling 1-800-638-5660.**

Role of International Investments

T. Rowe Price believes that the international stock markets offer the potential for superior long-term returns and also provide diversification since foreign and U.S. stock markets often move in different directions for periods of time. One or more T. Rowe Price international funds may be included in the investment mix.

T. Rowe Price Domestic Equity (Stock) Funds

Blue Chip Growth seeks to provide long-term capital growth. Income is a secondary objective. The fund invests primarily in the common stocks of large and medium-sized blue chip companies that have the potential for above-average earnings growth and that T. Rowe Price believes are well established in their respective industries.

Equity Index 500 seeks to match the performance of the Standard & Poor's 500® Stock Index. The S&P 500 is made up of primarily large-capitalization companies that represent a broad spectrum of the U.S. economy and a substantial part of the U.S. stock market's total capitalization. The fund invests substantially all of its assets in all of the stocks in the S&P 500 Index. The fund attempts to maintain holdings of each stock in proportion to its weight in the index.

Mid-Cap Growth seeks to provide long-term capital appreciation by investing in mid-cap stocks offering the potential for above-average earnings growth. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in a diversified portfolio of common stocks of mid-cap companies whose earnings T. Rowe Price expects to grow at a faster rate than the average company. The fund defines mid-cap companies as those whose market capitalization falls within the range of either the S&P MidCap 400 Index or the Russell Midcap Growth Index.

Mid-Cap Value seeks to provide long-term capital appreciation by investing primarily in mid-size companies believed to be undervalued. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in companies whose market capitalization falls within the range of companies in the S&P MidCap 400 Index or the Russell Midcap Value Index. The fund follows a value approach, seeking to identify companies whose stock prices do not appear to reflect their underlying values.

Real Assets seeks to provide long-term capital growth. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in "real assets" and securities of companies that derive at least 50% of their profits or revenues from, or commit at least 50% of assets to, real assets and activities related to real assets. The fund broadly defines real assets as any assets that have physical properties, such as energy and natural resources, real estate, basic materials, equipment, utilities and infrastructure, and commodities. The fund will invest in companies located throughout the world and there is no limit on the fund's investments in foreign markets.

Small-Cap Stock seeks to provide long-term capital growth by generally investing at least 80% of net assets (including any borrowings for investment purposes) in stocks of small companies. A small company is defined as having a market capitalization that falls (i) within or below the range of companies in the Russell 2000 Index or S&P SmallCap 600 Index or (ii) below the three-year average maximum market cap of companies in either index as of December 31 of the three preceding years. The Russell 2000 and S&P SmallCap 600 indices are widely used benchmarks for small-cap stock performance. Stock selection may reflect either a growth or value investment approach.

Total Equity Market Index seeks to match the performance of the entire U.S. stock market. The fund uses the S&P Total Market Index to represent the market as a whole. Because the largest stocks in the index carry the most weight, large-capitalization stocks make up a substantial majority of the S&P Total Market Index's value. The fund uses a sampling strategy, investing substantially all of its assets in a broad spectrum of small-, mid-, and large-cap stocks representative of the S&P Total Market Index. The fund does not attempt to fully replicate the index by owning each of the stocks in it.

Value seeks to provide long-term capital appreciation by investing in common stocks believed to be undervalued. Income is a secondary objective. In taking a value approach to investment selection, the fund normally invests at least 65% of total assets in common stocks the portfolio manager regards as undervalued. Stock holdings are expected to consist primarily of large-company issues but may also include smaller companies.

T. Rowe Price Foreign Equity (Stock) Funds

Emerging Markets Stock seeks long-term growth of capital through investments primarily in the common stocks of companies located, or with primary operations, in emerging markets. The fund expects to make substantially all of its investments, normally at least 80% of net assets, in emerging markets in Latin America, Asia, Europe, Africa, and the Middle East. Stock selection reflects a growth style. An emerging market includes any country defined as emerging or developing by the International Bank for Reconstruction and Development (World Bank), the International Finance Corporation, or the United Nations.

International Growth & Income seeks long-term growth of capital and reasonable income through investments primarily in common stocks of mature, dividend-paying, non-U.S. companies. The fund invests in large-capitalization, dividend-paying companies outside the U.S. The stock selection reflects a value orientation. In addition to the inherent risks of investing abroad, including unfavorable currency exchange rates, is the possibility that a stock judged to be undervalued may actually be appropriately priced.

International Stock seeks long-term growth of capital through investments primarily in the common stocks of established, non-U.S. companies. The fund invests worldwide in well-established, non-U.S. companies and diversifies broadly among developed and some emerging countries. The fund's flexibility to invest throughout the international marketplace can help reduce volatility relative to funds that concentrate on a particular region or country.

Overseas Stock seeks long-term growth of capital through investments in the common stocks of non-U.S. companies. The fund expects to invest substantially all of its assets outside the U.S. and to diversify broadly among developed and, to a lesser extent, emerging countries throughout the world. It expects to invest primarily (65% of total assets) in the stocks of large companies that have attractive prospects for capital appreciation, as determined by T. Rowe Price International.

Principal Risks of Equity Fund Investing

General risk

As with all equity funds, the share prices of these funds can fall because of weakness in the broad market, a particular industry, or specific holdings. The market as a whole can decline for many reasons, including adverse political or economic developments here or abroad, changes in investor psychology, or heavy institutional selling. The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. Finally, a fund's investment approach could fall out of favor with the investing public, resulting in lagging performance versus other types of stock funds.

Small- and mid-cap stock risk

The stocks of small- and mid-cap companies entail greater risk and usually are more volatile than those of larger companies. Stocks of small companies are subject to more abrupt or erratic price movements than larger-company stocks. Small companies often have limited product lines, markets, or financial resources, and their management may lack depth and experience.

Growth and value approach risk

Even well-established growth stocks can be volatile. Stocks of growth companies may lack dividends that can cushion share prices in a down market. In addition, earnings disappointments often result in sharp price declines. The value approach carries the risk that the market will not recognize a security's intrinsic value for a long time or that a stock judged to be undervalued may be appropriately priced.

International risk

Funds that invest overseas generally carry more risk than funds that invest strictly in U.S. assets. Even investments in countries with highly developed economies are subject to significant risks, including the following:

- Currency risk. This refers to a decline in the value of a foreign currency versus the U.S. dollar, which reduces the dollar value of securities denominated in that currency.
- Emerging market risk. To the extent the funds invest in emerging markets, they are subject to greater risk than funds investing only in developed markets. The economic and political structures of developing nations, in most cases, do not compare favorably with the U.S. or other developed countries in terms of wealth and stability, and their financial markets often lack liquidity.
- Other risks. Risks can result from varying stages of economic and political development; differing regulatory environments, trading days, and accounting standards; and higher transaction costs of non-U.S. markets. Investments outside the United States could be subject to governmental actions such as capital or currency controls, nationalization of a company or industry, expropriation of assets, or imposition of high taxes.

T. Rowe Price Fixed Income (Bond and Money Market) Funds

New Income seeks the highest level of income consistent with the preservation of capital over time by investing primarily in marketable debt securities. The fund invests at least 80% of its total assets in income-producing securities. Additionally, 80% of the debt securities purchased by the fund will be rated investment grade, and the portfolio's weighted average maturity is expected to be between four and 15 years.

Short-Term Income seeks a high level of income consistent with minimal fluctuation in principal value and liquidity. The fund will invest in a diversified portfolio of short- and intermediate-term investment-grade corporate, government, and mortgage-backed securities. Average effective maturity will not exceed three years but may fluctuate substantially within this limitation.

Inflation Focused Bond seeks a high level of income consistent with minimal fluctuation in principal value and liquidity. The fund will invest in a diversified portfolio of short- and intermediate-term, investment-grade, inflation-linked securities, including Treasury Inflation Protected Securities (TIPS), as well as corporate, government, mortgage-backed, and asset-backed securities. The fund may also invest in money market securities, bank obligations, collateralized mortgage obligations, foreign securities, and hybrids. The fund will invest at least 20% of its net assets in inflation-linked securities, although normally the fund expects to invest 50% or more of its net assets in inflation-linked securities. Average effective maturity will range between one and seven years.

As with any mutual fund, there is no guarantee that the fund will achieve its objective, and the fund's share price will fluctuate (and may fall). In addition to interest rate risk and credit risk, the principal risks of investing in this fund include deflation risk and liquidity risk.

Spectrum Income seeks a high level of current income with moderate share price fluctuation. It invests in a diversified group of underlying T. Rowe Price funds, including six domestic bond funds, two foreign bond funds, a money market fund, and an income-oriented stock fund. The fund's asset allocations must conform to the following ranges:

Corporate Income	0–10%
Emerging Markets Bond	0–20%
Equity Income	5–25%
GNMA	5–20%
High Yield	10–25%
International Bond	0–20%
New Income	10–30%
Short-Term Bond	0–15%
Summit Cash Reserves	0–25%
U.S. Treasury Long-Term	0–15%

Summit Cash Reserves seeks preservation of capital, liquidity, and, consistent with these, the highest possible current income. It is a money market fund managed to provide a stable share price. It invests in high-quality, U.S. dollar-denominated money market securities of U.S. and foreign issuers. **An investment in the fund is not insured or guaranteed by the FDIC or any other government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in the fund.**

U.S. Bond Enhanced Index seeks to provide a total return that matches or incrementally exceeds the performance of the U.S. investment-grade bond market. The fund's overall investment strategy is to match or incrementally exceed the total return of the U.S. investment-grade bond market by using the Barclays Capital U.S. Aggregate Index as its benchmark index. While the fund's portfolio is structured to have similar overall characteristics to the fund's benchmark index, the portfolio manager may adjust certain holdings in relation to their weighting in the index and use other investment strategies in an attempt to generate a modest amount of outperformance over the index. This could result in the fund being marginally underweight or overweight in certain sectors versus the benchmark index, or having a duration and interest rate exposure that differs slightly from those of the index.

Principal Risks of Fixed Income Fund Investing

- Interest rate risk—A fund's share price typically will move in the opposite direction of U.S. interest rates, so a rise in rates represents the most important source of risk.
- Credit risk—Corporate bonds may have their credit ratings downgraded or may default (fail to make scheduled interest or principal payments), either of which could reduce the fund's income level and share price. Credit risk increases to the extent a fund invests in high yield "junk" bonds.
- Foreign investing risk—To the extent a fund holds foreign bonds, it will be subject to special risks, whether the bonds are denominated in U.S. dollars or foreign currencies. These risks include

potentially adverse political and economic developments overseas, greater volatility, lower liquidity, and the possibility that foreign currencies will decline against the dollar, lowering the value of securities denominated in those currencies and possibly the fund's share price.

- Prepayment risk and extension risk—A mortgage-backed bond, unlike most other bonds, can be hurt when interest rates fall because homeowners tend to refinance and prepay principal. Receiving increasing prepayments in a falling interest rate environment causes the average maturity of the fund to shorten, reducing its potential for price gains. It also requires the fund to reinvest proceeds at lower interest rates, which reduces the fund's total return and yield and may even cause certain bond prices to fall below the level the fund paid for them, resulting in a capital loss. Extension risk refers to a rise in interest rates that causes a fund's average maturity to lengthen unexpectedly due to a drop in mortgage prepayments. This would increase the fund's sensitivity to rising rates and its potential for price declines.
- Deflation risk—When inflation or expectations of inflation are low, the value and income of the fund's investments in inflation-linked securities could fall and result in losses for the fund.
- Liquidity risk—This is the risk that the fund may not be able to sell a security timely or at desired prices.
- Derivatives risk—To the extent a fund uses futures, swaps, and other derivatives, it is exposed to additional volatility and potential losses.

In particular, the Spectrum Income Fund's broad diversification is designed to cushion severe losses in any one investment sector and moderate the fund's overall price swings. However, the fund's share price will fluctuate as changing market conditions affect prices of its underlying funds. In addition to the fixed income risks outlined above, its share price would be hurt by stock market declines to the extent it invests in stocks through the Equity Income Fund.

VII. Fees and Expenses

The Trust has sole discretion to charge Fees. In addition to those listed below, the Trust reserves the right to charge service-based and other Fees and to implement Fees currently waived. The Plan does not currently assess any service-based Fees, such as an application fee, cancellation fee, Beneficiary change fee, or Investment Option change fee. The Fees that are assessed are either deducted from a portfolio's assets, charged directly to the Accounts, or paid directly by the Account Holder. In the future, Fees could be higher or lower than those detailed below.

Program Management Fee

Each Investment Option is subject to a Program Management Fee for administration and management of the Plan. The Fee is equal to 0.20% per year of each portfolio's assets and is reflected in each portfolio's NAV. To the extent necessary to maintain a net yield of at least 0.00% for the Money Market Portfolio on any day a dividend is declared, the Trustee has authorized the Program Manager to voluntarily waive all or a portion of the annual Program Management Fee for the Money Market Portfolio for that day. The Program Manager may terminate this voluntary waiver of the Program Management Fee at any time without prior notice.

Annual Account Fee

Accounts are subject to a $20 annual Account Fee typically assessed in the fourth quarter. The Fee is deducted from Account assets unless paid in advance. The Fee is deducted on a pro-rata basis from all Accounts with the same Account Holder and Beneficiary. The Fee is waived if, as of the date the Fee is assessed:

(1) The aggregated Account balances for the same Beneficiary and Account Holder are $25,000* or more;

(2) The aggregated Account balances for an Account Holder (without regard to Beneficiary) are $75,000* or more;

(3) The Account is funded through Automatic Monthly Contributions or payroll deduction.

*The Trust has authorized the Program Manager to lower the minimum for a particular year as conditions warrant.

Investment Fees

Each portfolio will indirectly bear its pro-rata share of the annual Fees and expenses of the underlying mutual funds in which it invests.

FEE STRUCTURE

As of June 30, 2011

- The "Estimated Underlying Fund Expenses" is the weighted average of each fund's expense ratio as of June 30, 2011 You can call 1-866-521-1894 to obtain the most recent weighted average of underlying fund expenses for each Investment Option.
- There is an annual Account Fee of $20, which is aggregated across all Accounts for the same Account Holder and Beneficiary. **Only one annual Account Fee is charged per set of Accounts with the same Account Holder and Beneficiary registration.** The Fee is waived if the aggregated Account balance for the same Beneficiary and Account Holder is $25,000 or more; the aggregated Account balance for an Account Holder (without regard to Beneficiary) is $75,000 or more; or the Account is funded through Automatic Monthly Contributions or payroll deduction.

Investment Options	Estimated Underlying Fund Expenses	Annualized Program Management Fee[1]	Trust Fee	Miscellaneous Fees	Total Annual Asset-Based Fees	Annual Account Fee
Portfolio for College	0.51%	0.20%	See footnote 1	0.00%	0.71%	$20
Portfolio 2012	0.51%	0.20%	See footnote 1	0.00%	0.71%	$20
Portfolio 2015	0.59%	0.20%	See footnote 1	0.00%	0.79%	$20
Portfolio 2018	0.65%	0.20%	See footnote 1	0.00%	0.85%	$20
Portfolio 2021	0.66%	0.20%	See footnote 1	0.00%	0.86%	$20
Portfolio 2024	0.65%	0.20%	See footnote 1	0.00%	0.85%	$20
Portfolio 2027	0.65%	0.20%	See footnote 1	0.00%	0.85%	$20
Portfolio 2030	0.65%	0.20%	See footnote 1	0.00%	0.85%	$20
Total Equity Market Index Portfolio	0.40%	0.20%	See footnote 1	0.00%	0.60%	$20
Equity Portfolio	0.64%	0.20%	See footnote 1	0.00%	0.84%	$20
Fixed Income Portfolio	0.70%	0.20%	See footnote 1	0.00%	0.90%	$20
Balanced Portfolio	0.67%	0.20%	See footnote 1	0.00%	0.87%	$20
Money Market Portfolio	0.35%	0.01%[2]	See footnote 1	0.00%	0.36%	$20

[1]The Program Manager receives an annualized 0.20% Program Management Fee from all Investment Options and then shares a portion of that Fee with the Trust for program administration and other purposes of the College Savings Program. The portion received by the Trust is determined monthly based upon the combined average monthly total assets of the T. Rowe Price College Savings Plan and UA College Savings Plan (excluding assets in the ACT Portfolio, which is an investment option offered only in the UA College Savings Plan). The Trust receives 0.04% of the Program Management Fee and receives an additional 0.06% on assets over $1 billion when the combined average monthly total assets exceed $1 billion. Combined average monthly assets in the program (excluding assets in the ACT Portfolio) as of June 30, 2011, were $1,381,044,577.

[2]To the extent necessary to maintain a net yield of at least 0.00% for the Money Market Portfolio on any day a dividend is declared, the Trustee has authorized the Program Manager to voluntarily waive all or a portion of the annual Program Management Fee for the Money Market Portfolio.

APPROXIMATE COST FOR A $10,000 INVESTMENT

The following table compares the approximate cost of investing in the T. Rowe Price College Savings Plan over different periods of time. Your actual cost may be higher or lower. The table is based on the following assumptions:

- A $10,000 contribution is invested for the time periods shown.
- A 5% annually compounded rate of return on the amount invested throughout the period.
- The Account is distributed at the end of the period shown to pay for Qualified Expenses.
- The table does not consider the impact of any potential state or federal taxes on the contribution or the distribution.
- The table reflects the weighted average of the Underlying Fund Expenses as of June 30, 2011, and assumes these expenses remain static throughout the entire 10-year period. The actual weighted average may be higher or lower.
- The expenses for each Investment Option include the **maximum** annual Account Fee of $20 assessed each year; however, in practice **only one Fee is charged per set of Accounts with the same Account Holder and Beneficiary**. The Fee may be waived under certain circumstances. See section titled "Annual Account Fee" for additional information.

Investment Option	One Year	Three Years	Five Years	10 Years
Portfolio for College	$93	$287	$494	$1,075
Portfolio 2012	$93	$287	$494	$1,075
Portfolio 2015	$101	$312	$537	$1,170
Portfolio 2018	$107	$331	$570	$1,240
Portfolio 2021	$108	$334	$575	$1,252
Portfolio 2024	$107	$331	$570	$1,240
Portfolio 2027	$107	$331	$570	$1,240
Portfolio 2030	$107	$331	$570	$1,240
Total Equity Market Index Portfolio	$81	$252	$434	$944
Equity Portfolio	$106	$328	$564	$1,229
Fixed Income Portfolio	$112	$346	$597	$1,299
Balanced Portfolio	$109	$337	$580	$1,264
Money Market Portfolio	$57	$175	$301	$652

Note: Portfolio 2012, Portfolio 2015, and Portfolio 2018 will be moved into the Portfolio for College in 2012, 2015, and 2018, respectively. At that time, those Investment Options will bear the expenses of the Portfolio for College, which are likely to be lower than the expenses in this table.

VIII. Distributions From Accounts

Uses of a Distribution

Your Account balance can be used for any purpose. However, to receive full federal tax benefits, the money must be used for Qualified Expenses, as defined by the IRS, of the Beneficiary at an Eligible Educational Institution. It is your responsibility to substantiate to the IRS that it was a Qualified Distribution (defined below). Nonqualified Distributions may incur income taxes and a Penalty.

Requesting a Distribution

No distributions will be made unless the Social Security or tax identification number of the recipient of the distribution is on file or is provided at the time of distribution.

- Only the Account Holder (or other authorized person, such as a Custodian) may request a distribution.
- A distribution may be requested at any time by either calling us or completing a Distribution form and providing any required documentation. Send the original form to the Plan; a fax is not acceptable. The Plan reserves the right to add additional distribution options, such as distributions requested through the website, at any point in the future. However, the ability to request a distribution via the website is not an option available as of the effective date of this document.
- Requests for $50,000 or more, and for wire transfers to financial institution accounts that are not on file with the Plan, require a Medallion signature guarantee. However, the Plan reserves the right to require a Medallion signature guarantee at any time for distribution requests.
- An Account Holder that is a partnership, corporation, trust, estate, or association must submit documentation to the Plan to show who can act on the Account's behalf. Documentation may include a partnership agreement, corporate resolution or bylaws, trust agreement, appointment of executor or letters testamentary, or a determination letter. If this was not submitted when the Account was opened, or if authorization to act has changed, then documentation must be submitted with the distribution request.

Distribution Payment Methods and Eligible Payees

Distributions typically are paid by check, although electronic transfers may be available in some cases. You may instruct the Plan to make checks payable to one or more of the following:

- The Account Holder,
- The Beneficiary,
- The Beneficiary and the Eligible Educational Institution jointly,
- An Eligible Educational Institution for the benefit of (FBO) Beneficiary, or
- The Beneficiary's estate.

Note:

- For distributions made payable to an Eligible Educational Institution FBO Beneficiary, you may be required to provide the Beneficiary's student identification number.
- For distributions payable to the Beneficiary's estate, you may be required to provide a certified copy of a death certificate for the Beneficiary.

Determining Unit Prices or NAVs

- Distribution requests received in good order before the close of the NYSE (typically 4 p.m. eastern time) on any day it is open for business are processed that day based on the NAVs of the relevant portfolios. Requests received after the NYSE has closed for the day or on a day when it is not open are processed the next business day using that day's NAVs.
- NAVs are calculated for each portfolio after the NYSE closes on each day it is open for business. The NAV is calculated by dividing the value of a portfolio's net assets (total assets minus liabilities) by the number of outstanding units or shares in the portfolio. NAVs of the underlying mutual funds are calculated in a similar manner based on the fair market value of the mutual fund's holdings.

Types of Qualified Distributions

Distributions from your Account will be deemed to be either Qualified or Nonqualified by the IRS. Distributions for Qualified Expenses are exempt from federal income taxes and a Penalty, but it is your responsibility to retain any necessary paperwork and receipts to comply with IRS verification requirements.

There are six types of Qualified Distributions—distributions that are:

(1) Used to pay Qualified Expenses for a Beneficiary,
(2) Due to a Beneficiary's receipt of a scholarship,
(3) Due to a Beneficiary's death,
(4) Due to a Beneficiary's disability,
(5) Due to a Beneficiary's attendance at a U.S. military academy, and
(6) Rollover Distributions.

Note: If a Beneficiary receives a scholarship, becomes disabled, or dies, you may name a new Beneficiary who is a Family Member instead of requesting a distribution.

(1) Qualified Expenses

Distributions for qualified educational expenses are exempt from federal income tax and not subject to a Penalty. Qualified Expenses, as defined by the Code, generally include:

- Tuition; all mandatory fees; and the costs of books, supplies, and equipment required for enrollment or attendance of a Beneficiary at an Eligible Educational Institution,
- The costs of room and board for a Beneficiary during any academic period in which he or she is enrolled at least half time, and
- Expenses for a special needs student that are necessary in connection with enrollment or attendance at an Eligible Educational Institution. A special needs student is generally an individual who, because of a physical, mental, or emotional condition (including a learning disability), requires certain services or equipment to complete his or her education. (Consult a tax advisor or the IRS to determine how these provisions might apply to your situation.)

(2) Scholarship

If a Beneficiary receives a scholarship or educational assistance, as described in the Code, a Qualified Distribution is allowed up to the amount of the scholarship or educational assistance. Although a distribution due to receipt of a scholarship would be exempt from a Penalty, it may be subject to income taxes.

(3) Death

If a Beneficiary dies, a Qualified Distribution may be taken. If a distribution due to death is paid to the estate of the Beneficiary, it would be exempt from a Penalty but may be subject to income taxes. If the distribution is paid to the Account Holder, it may be subject to a Penalty and income taxes.

A distribution is not a Qualified Distribution if Account assets are withdrawn as a result of an Account Holder dying.

(4) Disability

If a Beneficiary is or becomes so disabled that he or she cannot begin or continue his or her education, a Qualified Distribution may be taken. Although a distribution due to disability would be exempt from a Penalty, it may be subject to income taxes.

(5) Attendance at a U.S. Military Academy

If a Beneficiary attends the U.S. Military Academy, U.S. Naval Academy, U.S. Air Force Academy, U.S. Coast Guard Academy, or U.S. Merchant Marine Academy, a Qualified Distribution is allowed up to the costs of advanced education at the academy. Although a distribution due to attendance at a U.S. military academy would be exempt from a Penalty, it may be subject to income taxes.

(6) Rollover Distribution

A distribution is considered a Rollover Distribution when:

- It is contributed to another 529 plan for the same Beneficiary (rollovers for the same Beneficiary are limited to once per 12 months); or
- It is contributed to another 529 plan for a different Beneficiary who is a Family Member of the previous Beneficiary. (There is no limit to the number of such rollovers.)

To qualify as a rollover, the distribution must be reinvested in an account in another 529 plan within 60 days of the withdrawal date. A properly executed rollover is exempt from federal income taxes and a Penalty. To initiate a rollover into another 529 plan, check with that plan's program manager for instructions.

Types of Eligible Educational Institutions

- Eligible Educational Institutions include public and private colleges and universities, graduate and postgraduate programs, community colleges, and certain proprietary and vocational schools.
- The institution must be eligible to participate in U.S. Department of Education student aid programs. You generally can determine if a school is an Eligible Educational Institution by searching for its Federal School Code (identification number for schools eligible for Title IV financial aid programs) at: fafsa.ed.gov.

Nonqualified Distributions

A distribution that does not meet the requirements for a Qualified Distribution will be considered Nonqualified by the IRS. The earnings portion of a Nonqualified Distribution may be subject to federal and state income taxes and is taxable to the Account Holder or the Beneficiary, depending on who received the distribution. In addition, Nonqualified Distributions are subject to a Penalty—an additional federal tax equal to 10% of the earnings attributed to the distribution.

Restrictions on Distributions

The Plan reserves the right to limit the number of distributions in a single month and to temporarily suspend the right to distributions.

Outstanding Distribution Checks
You are encouraged to cash distribution checks upon receipt. A distribution check that remains uncashed after six months from the date of issuance may not be honored by your financial institution for payment. The Account Holder or authorized representative can contact the Plan to request a replacement check or to provide instructions to have the amount placed back into an Account as a new contribution (or rollover contribution, if applicable). Certain restrictions may apply; please call a customer service representative at 1-800-369-3641 to discuss your circumstances or to obtain more information.

Note: Under certain circumstances, distribution checks that remain outstanding may be considered abandoned property. If a distribution check is considered abandoned, the Plan may be required to escheat the assets to the state in accordance with applicable laws.

IX. Tax Considerations

This discussion of tax considerations is not exhaustive and is not meant as tax advice. Federal and state tax consequences associated with an investment in the Plan can be complex. You may want to consult a tax advisor regarding the application of tax laws to your situation. If you do not live in Alaska, you may want to compare the Plan with any 529 plan offered by your state. As of the date of this Plan Disclosure Document, the IRS has issued proposed regulations under Section 529 of the Code; final regulations, further IRS guidance, or changes in the tax law could affect the tax considerations mentioned here or require a change in Plan terms.

The discussion that follows reflects federal tax laws and guidance currently in effect as of the date of this Plan Disclosure Document. The Trust is not obligated to continue the Plan if a change in federal or state tax laws would adversely affect it. In addition, T. Rowe Price and the Trustee have the right to end their involvement with the Plan, subject to the Declaration and their contract.

Consideration of Other 529 Plans
Depending upon the laws of the home state of the Account Holder or Beneficiary, favorable state tax treatment or other benefits offered by that home state may be available only for investments in the home state's 529 college savings plan. Any state-based benefit offered with respect to a particular 529 college savings plan should be one of many appropriately weighted factors to be considered in making an investment decision. You should consult with your financial, tax, or other advisor to learn more about how state-based benefits (including any limitations) would apply to your specific circumstances. You may also wish to contact your or your Beneficiary's home state or any other 529 college savings plan to learn more about the features, benefits, and limitations of that state's 529 college savings plan.

Tax-Deferred Earnings
Any earnings on contributions are tax-deferred, which means any growth of your Account assets is free of current federal income tax.

Tax-Exempt Distributions for Qualified Expenses
Distributions are exempt from federal income tax when they are used to pay for Qualified Expenses. They may still be subject to state taxes. (Nonqualified Distributions are not federally tax-exempt, and any earnings may be subject to a Penalty.)

Taxation of Distributions; Tax Reporting
Principal/earnings—If a distribution is subject to federal or state income taxes, its principal and earnings components are usually treated differently.

- Principal, consisting of all your contributions, is generally not taxable.
- Earnings, if any, may be subject to federal and possibly state income taxes (check your state's tax law).

The principal and earnings portions of a distribution are determined by the Plan based on IRS requirements and reported to the IRS and the Account Holder on Form 1099-Q or the applicable IRS form. Regardless of the recipient or taxable party, Form 1099-Q will be mailed to the Account Holder's address of record for an Account at the time the form is issued. Distributions made payable to the Account Holder will be reported on Form 1099-Q under the Account Holder's Social Security or tax identification number. For all other distributions, the Beneficiary's Social Security or tax identification number will be reported on Form 1099-Q.

Calculation of Earnings
The Plan's calculation of earnings is based on IRS guidance as of the date of this Plan Disclosure Document. First, all Accounts for the same Account Holder and Beneficiary are aggregated and treated as one Account. Next, to determine principal and earnings portions for federal tax purposes, a formula is used that calculates the proportion of all the contributions in relation to the aggregated Account's

overall market value. A distribution from a specific Account may have a larger or smaller portion of taxable earnings allocated to it than would have been the case without the required aggregation.

Substantiation of Expenses

It is your responsibility to substantiate distributions as may be required by the IRS. Therefore, you should maintain accurate records and save all receipts related to educational expenses. Consult your tax advisor or the IRS for current documentation requirements.

Taxation of Other Qualified Distributions

- For distributions paid as a result of a Beneficiary's death, disability, receipt of scholarship or educational assistance, or attendance at a U.S. military academy, the earnings portion may be subject to federal and possibly state income taxes. However, such distributions may not be subject to the Penalty associated with Nonqualified Distributions.
- The earnings are taxable to either the Account Holder or Beneficiary, depending on who received the distribution.

Taxation of Nonqualified Distributions

- The earnings portion of a Nonqualified Distribution is generally subject to federal and possibly state income taxes and to a Penalty. Any taxes and Penalties are paid by the Account Holder or Beneficiary, depending on who received the distribution.
- The Penalty is currently 10% of the earnings portion of the distribution. Although the Plan reports the earnings portion of all distributions to the IRS and the taxpayer (Account Holder or Beneficiary), the taxpayer is responsible for calculating and paying the Penalty. The Plan will not withhold the Penalty from distributions or deduct it from any remaining money in an Account, unless directed otherwise by the IRS.

Potential Exclusion From Federal Gift and Estate Taxes

Gift tax—Contributions to Accounts are considered completed gifts for federal and state gift tax purposes and, therefore, may qualify for federal gift tax exclusions. Generally, annual gifts of up to $13,000 ($26,000 for a married couple) are excluded from federal gift taxes. For 529 plans, contributions of up to $65,000 ($130,000 for a married couple) can be made to a Beneficiary in a single year and averaged over five years for gift tax purposes. This allows contributors to move assets into tax-deferred investments and out of their estates more quickly. A contribution that exceeds the annual exclusion amount may still avoid gift taxes if you apply the contribution toward your lifetime gift tax exemption. In future years, the amount of the federal gift tax exclusion may be increased by a cost-of-living adjustment. You should check with a tax advisor for more information.

The limits refer to total gifts to the Beneficiary during the period from the same contributor, including any outside the Plan. The contributor may differ from the Account Holder.

Generation skipping—A change of Beneficiary is not a taxable gift if the new Beneficiary is a Family Member of the previous one and belongs to the same generation. If, however, the new Beneficiary belongs to a lower generation, the transfer may be a taxable gift from the old Beneficiary to the new one. If the new Beneficiary belongs to a generation two or more levels below the previous one, the transfer may also be subject to the generation-skipping transfer tax.

Federal estate tax—Generally, money in an Account is not included in the Account Holder's estate. If, however, the Account Holder treated the contribution as a gift over a five-year period and dies within that period, the portion of the gift that would have been allocated to the remaining years (beginning in the year following the Account Holder's death) will be included in the Account Holder's estate.

Further rules regarding gift and estate taxes and the generation-skipping transfer tax may apply and are subject to change. When considering a change of Beneficiary or transfers to another Account, you should consult a tax advisor or the IRS regarding the impact of these complex rules on your situation.

The Plan's Tax Status

The Trust applied to the IRS for a private letter ruling regarding its tax status under Section 529 of the Code. The IRS elected not to rule on the Plan's tax status because final regulations have not been issued and because state-sponsored tuition programs are not required to obtain a ruling or determination. The IRS has indicated that it may reconsider its "no rule" position if final regulations are issued.

Disclaimer Regarding Written Tax Advice

To the extent that any tax advice is given in this Plan Disclosure Document, it has not been written to be used, and cannot be used, by any taxpayer for the purpose of avoiding Penalties that may be imposed on the taxpayer. You should consult a tax advisor regarding the application of federal tax laws to your particular circumstances.

X. Other Important Considerations

Your Account's Legal Status

Account assets are held in the Trust established under the laws of the State of Alaska with the University as the Trustee. Accounts are held for the exclusive benefit of Account Holders and their Beneficiaries and may not be transferred or used by T. Rowe Price, the State of Alaska, or the University for any purpose other than those of the College Savings Program. (For a copy of the Declaration of Trust, please call a customer service representative at 1-866-521-1894.)

Creditor Protection

Federal law provides limited creditor protections based on the timing of contributions and the debtor's relationship to the Beneficiary. Generally, contributions made to a debtor's 529 Plan Account less than one year before the filing of a bankruptcy petition are included in the debtor's bankruptcy estate and are not protected from creditors. Contributions made by a debtor more than one year before the filing of a bankruptcy petition are generally not part of a debtor's bankruptcy estate, provided that the contributions are not deemed excess contributions or extensions of credit and the Beneficiary of the 529 Plan Account is the debtor's child, stepchild, grandchild, or stepgrandchild. However, for contributions made between one and two years prior to the filing of a bankruptcy petition, a maximum of $5,000 in contributions may be excluded from the debtor's bankruptcy estate.

There are federal standards for bankruptcy proceedings; however, certain bankruptcy and creditor protection laws rest with each state and a state generally is permitted to adopt more stringent laws in this area. The Trust was established in Alaska and is to be interpreted in accordance with the laws of Alaska. Each Account is conclusively presumed to be a spendthrift trust. Alaska law is designed to protect Accounts from claims by creditors of the Account Holder or Beneficiary by making them exempt from such claims, except for contributions made after being in default of child support obligations for 30 days. As of the date of this Plan Disclosure Document, no court has ruled on matters involving this interpretation. The Trust, the University, and T. Rowe Price make no representations or warrantees regarding protection from creditors. You should consult a legal advisor regarding the application of this specific law to your particular circumstances and to determine how this protection may apply to your situation.

Coordination With Other Education Incentives

- Coverdell Education Savings Accounts—Contributions currently may be made to a Coverdell Education Savings Account and a 529 plan in the same year for the same Beneficiary. However, the ability to do so may expire after 2012 unless extended or made permanent by Congress.
- HOPE and Lifetime Learning Credits—HOPE Scholarship and Lifetime Learning Credits can be claimed in the same year that a tax-exempt distribution is taken from a 529 plan, provided the distribution is not used for the same expenses.

Impact on Financial Aid and Medicaid

- Financial Aid—A Beneficiary may wish to participate in federal, state, or institutional loan, grant, or other programs for funding higher education. An investment in a 529 savings plan may or may not have an adverse impact on the Beneficiary's eligibility to participate in need-based financial aid programs. Assets in a 529 plan are generally included on the Free Application for Federal Student Aid (FAFSA) and are often assessed at a lower rate than a student's assets would be when determining a family's expected contribution. However, treatment could vary by school. Since the treatment of 529 plan assets may affect your Beneficiary's eligibility to receive valuable benefits under financial aid programs, you or your Beneficiary will need to check the applicable laws or regulations and check with the financial aid office of an Eligible Educational Institution regarding the impact of an investment in this Plan on need-based financial aid.
- Medicaid—It is unclear how local and state government agencies will treat qualified tuition program assets when determining Medicaid eligibility. Although there are federal guidelines, each state administers its own Medicaid program, so the rules can vary greatly. If this is a concern, you should check with an attorney, tax advisor, or your local Medicaid administrator.

Suspension of Accounts

- The Trust may classify an Account as suspended if (1) an Account remains inactive for any consecutive seven-year period following the Beneficiary's 20th birthday, and (2) T. Rowe Price has not been able to contact the Account Holder.

- If an Account is suspended, its then-current market value will be transferred to the Trust's Suspended Account Reserve. The Trust invests the money, and all subsequent earnings, if any, are used for purposes of the College Savings Program. The Account Holder or authorized representative may request that the suspended amount be reclassified to "active." If the request is approved, the Account will be considered active as of the approval date and will be restored to the balance as of the suspension date, but the Trust will retain any earnings obtained during the suspension period.

Effects of Future Law Changes

- Future changes in federal or state laws or court rulings could adversely affect the terms and conditions of the Plan or the value of your Account, even retroactively. The Plan is vulnerable to tax law changes or court rulings. As of the date of this document, the IRS has issued neither final tax regulations regarding 529 plans nor a final ruling regarding this Plan.
- The Plan may offer future enhancements, such as additional investment portfolios, tax advantages, and education incentives.

Financial Statements Incorporated by Reference

Each year, an independent accounting firm audits the College Savings Program. The selected audited financial data for the T. Rowe Price College Savings Plan are contained in the T. Rowe Price College Savings Plan Annual Report. The Annual Report is incorporated by reference into the T. Rowe Price Plan Disclosure Document.

The Annual Report is available through Price529.com or by calling 1-866-521-1894.

XI. The Plan's Legal and Administrative Framework

The Plan's Legal Structure

- Establishing the Plan—The Plan and the Trust were established under the Alaska College Savings Act, which authorizes the University of Alaska, through its Board of Regents (Board), to serve as Trustee for the Trust. The document establishing the Trust and detailing the Trustee's duties and responsibilities is the Declaration. The Trust was established April 20, 2001, and was amended January 1, 2002.
- Purpose of the Education Trust of Alaska—Generally, the Trust was established for the purpose of encouraging and assisting participants to provide for the increasing cost of higher education through tax-advantaged savings and investments in accordance with the Code by reducing financial barriers to obtaining an education. The Plan is open to any person who is a resident of, or organized in, a state, territory, district, or commonwealth of the United States or who is a resident alien as described in the Code.
- Program Manager selection—On September 8, 2000, in accordance with the State of Alaska procurement code (AS 36.30), the University of Alaska began a competitive proposal procurement to engage a Program Manager for the Education Trust of Alaska. As a result of that procurement process, the Trust engaged T. Rowe Price to serve as Program Manager.
- Tenure of Program Manager—The Trust has engaged T. Rowe Price to serve as Program Manager through December 31, 2024. After that time, the parties may extend the term, subject to the terms of the Management Agreement between the Trust and T. Rowe Price. The Management Agreement gives both the Trust and T. Rowe Price the right to terminate it if, among other reasons, subsequent state or federal legislation or regulation (1) materially increases either party's risk or potential liability; or (2) makes the continued operation of the Plan or the Trust not in the best interest of the Trust, Account Holders, or Beneficiaries. Depending on the reason for the termination, T. Rowe Price may have the right to solicit Account Holders or Beneficiaries and attempt to continue its relationship with them. However, a successor Program Manager may be selected by the Trust and may charge fees and achieve performance results that are different from those of T. Rowe Price.
- Investing in the Trust—The Education Trust of Alaska offers three separately marketed 529 college savings plans: The UA College Savings Plan, marketed directly to investors within the State of Alaska; the T. Rowe Price College Savings Plan (Price529.com), nationally marketed directly to investors; and John Hancock Freedom 529 (johnhancockfreedom529.com), nationally marketed through authorized financial advisors. Each of these plans is open to eligible individuals regardless of state of residence. Each of these plans has different Investment Options and fee structures, which should be considered when making investment decisions.
- Declaration of Trust: principal provisions—The Declaration requires the Trustee to, among other things: (1) hold the Trust's assets in the name of the Trustee or another person it may designate; (2) maintain the Trust in compliance with the

requirements of a qualified tuition program sponsored by a state; (3) set investment guidelines and consult with the Program Manager regarding the Investment Options; and (4) ensure that the Trust and its assets are audited at least annually by a certified public accountant.

- The Declaration also gives the Trust authority to, among other things: (1) engage independent contractors to perform services necessary for the administration and management of the Plan; (2) compensate such contractors; (3) compensate itself for costs and expenses incurred in administering the Plan; (4) enter into Account Agreements with Account Holders and comply with their instructions regarding their investment selections; (5) establish Administrative Accounts within the Trust as necessary for day-to-day operation and administration of the Plan; (6) make all final interpretations of the Declaration's terms and conditions; and (7) enter into any investment not prohibited by law.
- Obligation to act prudently—In carrying out its duties, the Trustee must act with the care, skill, and diligence of a prudent person. The Trustee may not enter into any investment prohibited under the Alaska College Savings Act, the Code, or the Declaration. T. Rowe Price is held to the same standard.
- Suspension of Plan responsibilities—The Declaration generally provides that the responsibilities of the Trust or T. Rowe Price shall be suspended when executing them is prevented by any unforeseeable cause beyond their reasonable control. The Trust, Trustee, and T. Rowe Price are not liable for any loss or expense resulting from a failure or delay in fulfilling their responsibilities in cases of fire, flood, terrorism, earthquake, or similar circumstances beyond their reasonable control. See the Declaration for details.
- The Trust's ability to amend, modify, suspend, or terminate—The Trust may at any time, including retroactively, amend, modify, or suspend the Declaration or the Plan to comply with the Code or to ensure the Trust's efficient operation. At any time, including retroactively, the Trust may terminate a portion or all of the Declaration or the Plan if it determines, in its sole discretion, that the Plan or a portion of it outweighs its benefits. Unless terminated, the Plan shall continue indefinitely. Account Holders will be notified in writing if the Declaration or Plan is suspended or terminated and will be notified of material amendments or modifications.
- Trust termination—If the Trust is terminated, certain terms and conditions of the Declaration survive, including, but not limited to, the following: (1) a final accounting and audit by the Trust of all Accounts; (2) confidentiality of Account Holder and Beneficiary information; (3) indemnification provided by Account Holders; (4) final determination of any disputes; (5) the Program Manager's obligation to perform transition services under the Management Agreement; (6) distribution of Accounts; and (7) provisions of Section 12.5 of the Declaration.
- Governing law—This Plan is created under Alaska law and shall be governed by, construed, and administered in accordance with the laws of the State of Alaska. The venue for disputes and all other matters relating to the Plan is exclusively the Superior Court, Fourth Judicial District, in Fairbanks, Alaska.
- Precedence—If inconsistencies are found in the documents governing the Plan, the order of precedence from "most governing" to "least governing" will be as follows (unless provisions in the Declaration expressly state otherwise): (1) the Code, (2) the Alaska Statutes and Board policy, (3) the Declaration, (4) the General Conditions of the Plan, (5) the Account Agreement, and (6) the Management Agreement. (See the Declaration for details.) Likewise, in the event of inconsistencies between the Frequently Asked Questions section in this booklet and the documents listed above, those documents prevail in the above order.
- Claims against Accounts (spendthrift provisions)—Alaska law is intended to protect Accounts from claims by creditors of the Account Holder or Beneficiary by making them exempt from such claims. Each Account is conclusively presumed to be a spendthrift trust. An Account is not an asset or property of either the Account Holder or the Beneficiary and may not be assigned, pledged, or used to secure a loan or other advancement. An Account is not subject to involuntary transfer or alienation except when the Account Holder is in default by 30 or more days in making a payment due under a valid child support judgment or order at the time of contribution. As of the date of this Plan Disclosure Document, courts have yet to interpret, apply, or rule on matters involving this Alaska law. Neither the Trust nor T. Rowe Price makes any representations or warrantees regarding protection from creditors. You may wish to consult a legal advisor regarding this law and your circumstances.

- Securities laws—Units in the Trust are not registered with the U.S. Securities and Exchange Commission (SEC). They are exempt from registration by Section 3(a)(2) of the Securities Act of 1933, as amended, and Section 304(a)(4)(A) of the Trust Indenture Act of 1939, in reliance of an opinion of counsel. The SEC has advised the Trustee that it will not recommend enforcement action if the Trust offers or sells units in accordance with these statutes. Similarly, the units are not registered with any state securities commissions because, as obligations issued by a state instrumentality, they are exempt.

Continuing Disclosure

The Trustee will submit any continuing disclosure documents and related information as required by Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934, as amended.

Delivery of Plan Documents

If two or more members of a household have Accounts in the Plan, we will send only one copy of the Plan Disclosure Document. If you need additional copies, or want to be excluded from combined mailings, please call us at 1-866-521-1894. If you instruct us to send additional copies, we will do so within 30 days of receiving your request.

Services Provided by T. Rowe Price

Acting within its power to engage independent contractors, the Trust contracted with T. Rowe Price, the Program Manager, to provide certain services, including, but not limited to:

(1) Assistance in developing and implementing the Plan,
(2) Administration, accounting, and recordkeeping,
(3) Account servicing,
(4) Distribution, marketing, and customer relations, and
(5) Recommendation of the asset allocations and the selection of the underlying funds for the Investment Options.

T. Rowe Price's Role

Through its operations and extensive customer service resources, T. Rowe Price has established an administrative structure for offering, administering, and marketing the Plan.

- Role as adviser and Program Manager—T. Rowe Price Associates, Inc., is the Plan's investment adviser and Program Manager. Decisions regarding the purchase and sale of investments in the underlying funds are made by T. Rowe Price Associates, Inc., except for the International Stock Fund, International Growth & Income Fund, and Overseas Stock Fund. Investment decisions for those funds are made by T. Rowe Price International Ltd, a wholly owned subsidiary of T. Rowe Price Associates, Inc., incorporated in Maryland in 2000.
- Role as distributor and underwriter—T. Rowe Price Investment Services, Inc., a Maryland corporation formed in 1980 as a wholly owned subsidiary of T. Rowe Price Associates, Inc., is the distributor for the Plan and underwriter of the securities offered through participation in the Plan. This subsidiary is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority.
- Role as recordkeeper—T. Rowe Price Services, Inc., a wholly owned subsidiary of T. Rowe Price Associates, Inc., provides recordkeeping and related services.

Plan Addresses

The address for T. Rowe Price Associates, Inc., and the subsidiaries listed above is 100 East Pratt Street, Baltimore, MD 21202. All general correspondence should be addressed to T. Rowe Price College Savings Plan, P.O. Box 17300, Baltimore, MD 21297-1300.

To contact the Education Trust of Alaska, write to P.O. Box 755120, Fairbanks, AK 99775 or call 1-907-474-5671.

Correcting Errors

- Recovering incorrect amounts—If an incorrect amount is paid to an Account Holder or Beneficiary, the amount may be recovered from the recipient or any remaining balances or payments may be adjusted to correct the error. If the amounts involved are minimal, the Trust may waive the adjustment process at its discretion.
- 120-day period for making corrections—Statements and confirmations are considered correct and binding on the Account Holder and Beneficiary if neither reports any errors in writing to T. Rowe Price within 120 days after the documents were issued. After this period, there will be no further right to object.

Resolving Disputes

- General information—All complaints or other disagreements between an Account Holder and the Trust or T. Rowe Price pertaining to an Account or arising out of alleged adverse actions by the Trust or T. Rowe Price are subject to the Plan's procedures as summarized below:
  (1) The Plan's dispute resolution procedures shall be carried out by T. Rowe Price and the Trustee; the Trustee has the authority to make all final interpretations of provisions in the Declaration and Plan;

(2) Liability of the Trust, Trustee, and T. Rowe Price is limited to direct, actual damages incurred after an Account was opened and not consequential, indirect, or other damages;
(3) Damages cannot be claimed by an Account Holder or Beneficiary in excess of the unencumbered assets in the Administrative Accounts;
(4) A dispute regarding a Beneficiary shall be presented through the Account Holder; and
(5) The Trustee has full authority to make final decisions in disputes with an Account Holder or Beneficiary.

- Making a claim—The dispute must be submitted to T. Rowe Price no later than 120 days following the event, determination, challenge, interpretation, or action giving rise to the claim. The Account Holder must present the basis for the claim, all pertinent facts, and the proposed remedy.
- Investigating the claim—T. Rowe Price will investigate and forward the issue to the Trustee. Within 30 days after receiving notice of the dispute, T. Rowe Price will notify the Account Holder of the decision. T. Rowe Price and the Trustee may take longer than 30 days if additional information is needed. The notice will explain the basis for the decision or interpretation and give instructions, if any, for requesting further review. The Account Holder, or an authorized representative, may examine all nonprivileged documents pertinent to the dispute.
- Appeal process and final decision—An Account Holder who has received an adverse decision may appeal to the Trust for a final administrative decision by the Trustee. The request must be submitted in writing to T. Rowe Price within 30 days after being notified of the decision; T. Rowe Price will forward it to the Trustee. The request must include the basis for the dispute, all pertinent facts, the proposed remedy, and copies of all relevant documents. The Trustee may accept the appeal or deny it without further review, conduct further reviews or ask T. Rowe Price to do so, or take other action it considers appropriate. If a written request for final review is not received by T. Rowe Price within the 30-day period, the Account Holder will be deemed to have waived all rights to further review, and the Trustee's original decision shall be final and binding.
- Appealing to the court—If an Account Holder disagrees with a final decision, he or she has the right to appeal in accordance with Alaska Appellate Rule 602.

Reliance Upon Information Provided by Account Holders

When Accounts are established, the Trustee and T. Rowe Price rely on the Account Holder's or Custodian's statements, agreements, representations, warranties, and covenants, as set forth in the Declaration, Account Agreement, and Plan Disclosure Document.

(1) Any and all loss, damage, liability, penalty, tax, or expense, including attorneys' fees, sustained or incurred in connection with any misstatement or misrepresentation made by the Account Holder or the Beneficiary;
(2) Any breach by the Account Holder of the acknowledgments, representations, or warranties contained in the Account Agreement, the Declaration, or the Plan, including the College Savings Program and Plan Disclosure Document; or
(3) Any failure of the Account Holder to fulfill any covenants or agreements set forth in the documents listed above.

Misstatements and misrepresentations—The Account Holder, by participating in the Plan, agrees to indemnify and hold harmless the Trust; the Trustee; the University; the State of Alaska; T. Rowe Price; and any other counsel, advisor, or consultant retained by the Trust or T. Rowe Price and any employee, official, officer, or agent of those entities from and against the following:

Account Holder's Representations and Acknowledgments

All statements, representations, warranties, and covenants of the Account Holder or Custodian will survive the termination of the Account. The Account Holder or person opening an Account on behalf of the Account Holder (whether an Account Agreement has been formally executed or not) represents and warrants to, and acknowledges and agrees with, the Trust regarding the matters in this Plan Disclosure Document and all certifications on the Account Agreement, including, but not limited to:

- I am applying for an Account under the Plan and consent and agree to all the terms and conditions of the Plan Disclosure Document, including all Fees and expenses, the Declaration of Trust, and the T. Rowe Price College Savings Plan. I acknowledge and agree that the Account Agreement and incorporated documents will govern all aspects of my participation in the Plan. I understand that I may obtain a copy of the

Declaration and incorporated documents, or the Plan Disclosure Document, by calling a customer service representative. I further acknowledge that the Account Agreement shall be construed, governed, and interpreted in accordance with the laws of the State of Alaska.
- Any information I provide in the Account Agreement is accurate, and I agree to hold harmless the Trust, the Trustee, T. Rowe Price, and the University for any losses arising out of any misrepresentations made by me or breach of acknowledgments contained in the Account Agreement, as described in Section 6.15 of the Declaration.
- The Alaska College Savings Act requires that the name, address, and other information identifying a person as an Account Holder or Beneficiary in the Trust be confidential. The Declaration provides that this information must not be disclosed by the Trust or T. Rowe Price to other persons except as specified in the Declaration, such as in connection with servicing or maintaining my Account, as may be permitted or required by law (e.g., USA PATRIOT Act) or in accordance with my written consent. I hereby authorize the Trust and T. Rowe Price to disclose such information in accordance with the Privacy Policy of the Trust, as may be amended from time to time, including disclosure to regulatory agencies and authorized auditors and compliance personnel for regulatory, audit, or compliance purposes and to third parties for performance of administrative and marketing services related to the Plan or the University. The University, the Trust, and T. Rowe Price and its affiliates may in the future alert me to other University, savings, or investment programs. I understand that I may contact a T. Rowe Price customer service representative if I do not wish to receive such information.
- If I am executing this Agreement on behalf of a minor Account Holder, I certify that I am of legal age in my state of residence and am legally authorized to act on behalf of such minor.
- If I am funding this Account with proceeds from a 529 plan account originally funded from an UGMA/UTMA account, the Beneficiary and Account Holder identified in this Agreement are the same as the minor on the original UGMA/UTMA account. Any future contributions to this Account that are rollovers from a Coverdell Education Savings Account, a qualified U.S. savings bond, or a prior 529 plan distribution will be disclosed as such and the applicable earnings and basis information will be provided.
- I authorize T. Rowe Price, its agents and affiliates, and the Trust to act on any instructions believed to be genuine and from me for any service authorized in the Account Agreement, including telephone/computer services. T. Rowe Price and the Trust use procedures designed to verify the authenticity of the Account Holder or Custodian. I understand that I may call to obtain the current procedures. If the procedures are followed, T. Rowe Price and the Trust will not be liable for any loss that may result from acting on unauthorized instructions. I understand that anyone who can properly identify my Account(s) can obtain information about my Account(s) via telephone or computer.
- If I am selecting the electronic transfer service, I hereby authorize T. Rowe Price to initiate debit entries to the account at the financial institution that I indicate and for the financial institution to debit such account through the Automated Clearing House (ACH) network, subject to the rules of the financial institution, ACH, and T. Rowe Price. T. Rowe Price may correct any transaction errors with a debit or credit to the financial institution account and/or my Plan Account. This authorization, including any credit or debit entries initiated thereunder, is in full force and effect until I notify T. Rowe Price of its revocation by telephone or in writing and T. Rowe Price has had sufficient time to act on it.

Nonliability of the Trust, T. Rowe Price, and Their Related Entities

Neither the Trustee, the University, the Board, the Trust, T. Rowe Price, nor any agency of the State of Alaska or any employee, official, officer, or agent of any of these entities:

- Guarantees or indicates in any way that a Beneficiary (1) will be accepted as a student by any institution of higher education or post-secondary education, or, if accepted, will be permitted to continue as a student; (2) will be treated as a resident of any particular state for tuition purposes; (3) will graduate from any institution of higher education or post-secondary education; or (4) will achieve any particular treatment under any applicable state or federal financial aid program;
- Is liable for any loss of funds invested through the Trust or for the denial of any perceived tax or other benefit under the Declaration or the College Savings Program;

- Guarantees any rate of return or benefit for contributions to an Account, any risk of loss in Account value or other benefit rests exclusively with the Account Holder and Beneficiary; or
- Is liable for a failure of the College Savings Program to qualify as or to remain a qualified tuition program established and maintained by a state under the Code, including, but not limited to, loss of favorable tax treatment under state or federal law.

The same protection from liability is given to the Program Manager to the extent allowed by law and to the extent the protection of the Trustee, the University, the Board, the Education Trust of Alaska, the State of Alaska, or any agency of the State of Alaska, or an employee, official, officer, or agent of any of those entities is not diminished.

Risk Accepted by Account Holders and Beneficiaries

Any risk of loss in an Account value or other benefit rests exclusively with the Account Holder and the respective Beneficiary.

XII. The T. Rowe Price College Savings Plan Privacy Policy

The Alaska College Savings Act requires that the name, address, and other information identifying a person as an Account Holder or Beneficiary in the Education Trust of Alaska (Trust) be confidential. The University of Alaska (University) serves as Trustee of the Trust. The Trust selected T. Rowe Price Associates, Inc., as Program Manager to provide investment, recordkeeping, marketing, and other administrative services for the Plan. The Trust, the University, T. Rowe Price, and its affiliates (T. Rowe Price*) recognize their individual and collective obligations to keep this information secure and confidential.

Collection of Information

Through your participation in the Plan, the Trust, the University, and T. Rowe Price collect various types of confidential information, such as your name and the name of the Beneficiary, Social Security numbers, addresses, and other information. The Trust, the University, and T. Rowe Price also collect confidential information relating to your Plan transactions, such as Account balances, contributions, distributions, and investments. Information may come from you when communicating or transacting with the Trust, the University, and T. Rowe Price. On occasion, information may come from third parties providing services to the Trust, the University, and T. Rowe Price.

Protection of the Information

The Trust, the University, and T. Rowe Price maintain physical, electronic, contractual, and procedural safeguards to protect the information about you that each collects. These safeguards include restricting access to those persons who have a need to know the information, such as those who are servicing your Account or informing you of additional products or services where appropriate.

Prohibition on Use of the Information

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