

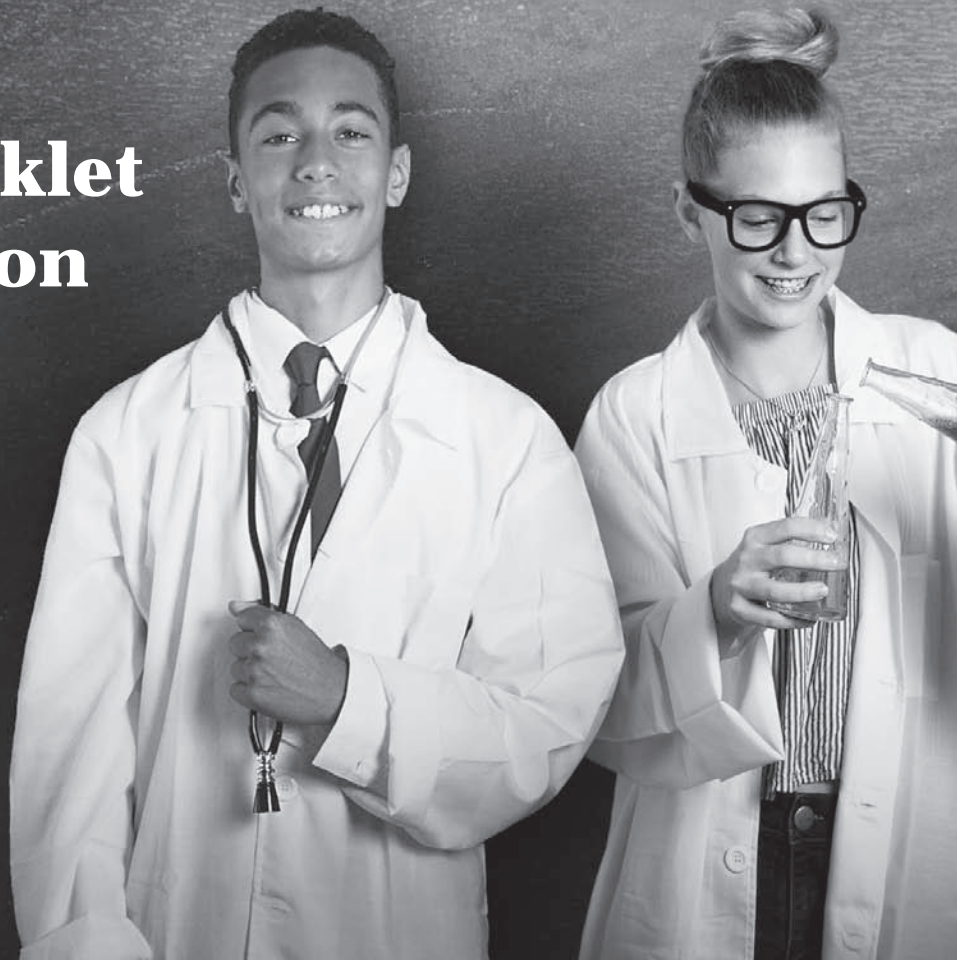
MI529advisor

**Michigan 529
Advisor Plan
Disclosure Booklet
and Participation
Agreement**

Program Sponsor:
The Michigan Department of Treasury

Program Manager:
TIAA-CREF Tuition Financing, Inc.

Distributor:
Nuveen Securities, LLC



IMPORTANT NOTICES

This Disclosure Booklet contains information to be considered in making a decision whether to participate in and contribute to the MI 529 Advisor Plan (“MAP”), which is offered by the State of Michigan (or the “State”). Please keep this Disclosure Booklet and the attached Participation Agreement as part of your records.

You should rely only on the information contained in this Disclosure Booklet and the attached Participation Agreement. No person is authorized to provide information that is different from the information contained in this Disclosure Booklet and the attached Participation Agreement. The information in this Disclosure Booklet is subject to change without notice. This Disclosure Booklet does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of a security in MAP by any person, in any jurisdiction in which it is unlawful to make such an offer, solicitation or sale.

Participation in MAP does not guarantee that your account assets will be adequate to cover future tuition or other higher education expenses, or that a designated beneficiary will be admitted to or permitted to continue to attend an institution of higher education. Contributions to an account and the investment earnings thereon, if any, are not guaranteed or insured by the State, the Michigan Department of Treasury, the State Treasurer of Michigan, the Michigan Education Savings Program, the Federal Deposit Insurance Corporation, any other government agency or entity, or any of the service providers to the Michigan Education Savings Program, including, but not limited to, TIAA-CREF Tuition Financing, Inc. and Nuveen Securities, LLC. Account owners (“Account Owners”) in MAP assume all the risks of investment and all liability for additional taxes levied on non-qualified withdrawals. The State will have no debt or obligation to any Account Owner, nor does the State assume any risk or liability for funds invested in MAP.

An account in MAP should be used only to save for the qualified higher education expenses of a designated beneficiary. Statements in this Disclosure Booklet concerning U.S. and State tax issues are provided for general informational purposes in connection with the promotion or marketing of MAP, are not offered as tax advice to any person, and are not provided or intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding tax penalties. Each taxpayer should seek advice based on the taxpayer’s particular circumstances from an independent tax advisor.

As a condition of establishing an Account, each Account Owner must agree that any claim by such Account Owner or his or her Designated Beneficiary against the State or the employees of the State may be made solely against the assets in such Account. Each Account Owner also must agree to waive and release the State, and each of the employees of the State, from any and all liabilities arising in connection with rights or obligations arising out of the operations of MAP.

If you or your intended Beneficiary reside in a state other than Michigan or have taxable income in a state other than Michigan, it is important for you to note that if that state has established a qualified tuition program under Section 529 of the Internal Revenue Code (a “Section 529 Plan”), such state may offer favorable state tax or other benefits that are available only if you invest in that state’s Section 529 Plan. Those benefits, if any, should be one of the many appropriately weighted factors you consider before making a decision to invest in MAP. You should consult with a qualified advisor or review the offering documents for that state’s Section 529 Plan to find out more about any such

benefits (including any applicable limitations) and to learn how they may apply to your specific circumstances.

The State of Michigan also offers other Section 529 Plans that you may wish to consider. The Michigan Education Trust (“MET”) is a Section 529 Plan that makes available prepaid tuition contracts. For more information about MET (1) visit MET’s website at www.SETwithMET.com; (2) call MET toll-free at 1-800-MET-4-KID (1-800-638-4543); or (3) write to the MET at PO Box 30198, Lansing, MI 48909. The Michigan Education Savings Program Direct-Sold Plan (“MESP”) is offered directly to investors and has different investment options and generally has lower fees than MAP. For more information about MESP (1) visit MESP’s website at www.MIsaves.com; (2) call MESP toll-free at 1-877-861-MESP (1-877-861-6377); or write to MESP at PO Box 55925, Boston, MA 02205-5925.

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INTRODUCTION TO THE MI 529 ADVISOR PLAN

This Disclosure Booklet describes the MI 529 Advisor Plan (MAP). MAP is designed for Account Owners who have obtained the services of a broker-dealer, registered investment adviser or other financial intermediary who is authorized to make interests in MAP available to their clients.

MAP is offered by the State of Michigan and is a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended. MAP is one component of the Michigan Education Savings Program authorized by Michigan Public Act 161 of 2000, as amended, which is codified at Michigan Compiled Laws 390.1471 et seq. The Michigan Education Savings Program is a college savings and investment program designed to enable families to save and invest for the higher education expenses of a child or other beneficiary on a tax-favored basis.

The State Treasurer of Michigan serves as trustee for the funds invested in MAP. The State Treasurer has the authority to enter into contracts for program management services, appoint a program manager, and adopt policies and operating procedures to implement and administer MAP. For additional information, see "OVERSIGHT OF MAP."

TIAA-CREF Tuition Financing, Inc. ("TFI") manages MAP under the direction of the State Treasurer pursuant to a management agreement that TFI has entered into with the State of Michigan. For additional information, see "OVERSIGHT OF MAP." TFI provides investment, asset allocation, recordkeeping, reporting and other services for MAP. Nuveen Securities, LLC ("Nuveen Securities") is responsible for the marketing and distribution of MAP.

Under MAP, you may set up an investment account for the benefit of any individual you designate as the beneficiary. Each account will represent an interest in MAP. Amounts contributed to an account are invested in the investment portfolio(s) that you select. There are several investment portfolios to which you may choose to allocate your investment.

Each of the investment portfolios invests in one or more underlying mutual funds and/or a funding agreement, and such investments are approved by the State of Michigan. You own interests in the investment portfolios to which you have allocated assets in your account. You do not have a direct beneficial interest in the underlying mutual funds or the funding agreement. As such, you do not have any shareholder or contractual rights with respect to the underlying mutual funds or the funding agreement, respectively.

Investments in the investment portfolios are subject to investment risks. You can lose money, including the principal amount you invest. See "MAP RISK FACTORS."

To contact MAP and to obtain MAP forms:

Visit the website at www.MI529advisor.com;

For Account Owners, Call Monday through Friday 8:30 am to 6 pm ET toll-free 866-529-8818;

For Financial Advisors, Call Monday through Friday 8 am to 7 pm ET toll-free 800-752-8700;

or

Write to MI 529 Advisor Plan, P.O. Box 55070, Boston, MA 02205-5070

IMPORTANT DEFINED TERMS

This section defines certain terms that are used frequently in this Disclosure Booklet. Other, less frequently used terms, are defined elsewhere in this Disclosure Booklet.

Account	An account in MAP.
Account Application	The enrollment form that must be completed and signed by the Account Owner, and submitted to MAP by a Financial Advisor, to open an Account.
Account Owner / You	The owner of an Account.
Automatic Contribution Plan	The systematic contribution program, through which contributions can be made by periodic deductions from a bank account.
Contingent Deferred Sales Charge / CDSC	To the extent applicable, a sales charge that is paid only when one or more Units are redeemed to satisfy a withdrawal or Rollover within a certain period of time after purchase.
Designated Beneficiary	The beneficiary for an Account in MAP as designated by the Account Owner.
Distributor / Nuveen Securities	Nuveen Securities, LLC.
Distribution Fee	An ongoing fee paid to the Distributor with respect to Class C Units to compensate it for paying Selling Institutions ongoing sales commissions as well as advancing the first year's Service Fees and Distribution Fees to Selling Institutions.
Eligible Educational Institution	Any college, university, technical college, graduate school, professional school or other postsecondary educational institution eligible to participate in a student aid program administered by the U.S. Department of Education. This includes virtually all accredited public, nonprofit, and proprietary (privately owned profit-making) postsecondary institutions. The educational institution should be able to tell you if it is an Eligible Educational Institution. Certain educational institutions located outside the United States also participate in the U.S. Department of Education's Federal Student Aid (FSA) programs.
Financial Advisor	An investment or other professional who works for a Selling Institution and provides advice regarding the purchase of interests in MAP.
Funding Agreement	A guaranteed investment contract issued by TIAA-CREF Life Insurance Company ("TIAA-CREF Life") that provides a guaranteed rate of return to MAP on the amounts allocated to it by the Investment Portfolios. The minimum effective annual interest rate will be neither less than 1% nor greater than 3% at any time. TIAA-CREF Life may credit interest in addition to the minimum effective annual interest rate at its discretion. The Funding Agreement does not guarantee any rate of return to you or an Account.
Initial Sales Charge	A sales charge paid at the time of purchase of Class A Units (with certain exceptions). The applicable Initial Sales Charge is deducted from the dollar amount of the contribution.
IRC	Internal Revenue Code of 1986, as amended.
Investment Portfolios	The investment options to which you may allocate the assets in your Account.
Management Agreement	The agreement under which the State has engaged TFI to serve as the program manager of MAP.
MAP	The MI 529 Advisor Plan described in this Disclosure Booklet.
Member of the Family	A "Member of the Family" of a beneficiary includes the following persons in relation to the beneficiary: <ul style="list-style-type: none"> • a child or a descendant of a child; • a brother, sister, stepbrother or stepsister; • the father or mother, or an ancestor of either; • a stepfather or stepmother; • a son or daughter of a brother or sister; • a brother or sister of the father or mother; • a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law; • the spouse of any of the foregoing individuals or the spouse of the beneficiary; or

	<ul style="list-style-type: none"> a first cousin. <p>For this purpose, a child includes a legally adopted child, foster child, stepson or stepdaughter, and a brother or sister includes a half-brother or half-sister.</p>
MESP	The Michigan Education Savings Program, a direct-sold plan authorized by Michigan Public Act 161 of 2000, as amended, which is described in a separate offering document.
MET	The Michigan Education Trust prepaid tuition program, which is a qualified tuition program under Section 529 and is described in a separate offering document.
Net Unit Value	The value of a Unit in each Investment Portfolio is computed by dividing (a) the Investment Portfolio's assets minus its liabilities by (b) the number of outstanding Units of such Investment Portfolio.
Non-Qualified Withdrawal	Any withdrawal from your Account other than (1) a Qualified Withdrawal, (2) a Rollover, or (3) a Taxable Withdrawal.
NYSE	New York Stock Exchange.
Participation Agreement	An agreement between an Account Owner and the State Treasurer (as trustee for MAP) and the Program Manager.
Program Manager / TFI	TIAA-CREF Tuition Financing, Inc.
Program Management Fee	An ongoing fee paid to the Program Manager for administering and managing MAP.
Qualified Higher Education Expenses	Generally, tuition, certain room and board expenses, fees, the cost of computers, hardware, certain software and Internet access and related services, and the cost of books, supplies and equipment required for the enrollment or attendance of a Designated Beneficiary at an Eligible Educational Institution, as well as certain additional enrollment and attendance costs of Designated Beneficiaries with special needs. Expenses for computer software that is designed for sports, games, or hobbies are not included, unless the software is predominantly educational in nature.
Qualified Withdrawal	Any withdrawal from your Account that is used to pay the Qualified Higher Education Expenses of the Designated Beneficiary to attend an Eligible Educational Institution.
Rollover	A transfer of funds by any of the following methods: (1) a direct transfer from your Account to a qualifying account in another qualified tuition program; (2) a direct transfer from an account in another qualified tuition program to a qualifying new or existing Account; (3) a withdrawal of funds from your Account followed within 60 days of that withdrawal by a contribution of those funds to a qualifying account in another qualified tuition program; (4) a withdrawal from an account in another qualified tuition program followed within 60 days of that withdrawal by a contribution of those funds to a qualifying new or existing Account; or (5) a withdrawal from your Account followed within 60 days of that withdrawal by a contribution of those funds to a qualifying Account. Rollover contributions may also be made from a Coverdell Education Savings Account or qualified U.S. Savings Bond.
Section 529	Section 529 of the Internal Revenue Code.
Selling Institutions	Financial intermediaries such as broker-dealers, registered investment advisers, banks, trust companies, and other financial institutions that make interests in MAP available through contracts with Nuveen Securities.
Service Fee	An ongoing fee with respect to all Units paid to the Distributor and/or Selling Institutions for providing ongoing Account services to Account Owners.
State	State of Michigan.
State Administrative Fee	An ongoing fee paid to the State Treasurer to administer and maintain Michigan's qualified tuition programs.
State Treasurer / Trustee	State Treasurer, Michigan Department of Treasury, who acts as trustee for the funds invested in MAP.
Systematic Exchange	An option that will automatically transfer a specified dollar amount of the Account Owner's interest in the Principal Plus Interest Portfolio to one or more pre-selected Investment Portfolios over a specified period of time.

Taxable Withdrawal	Any withdrawal from an Account that is: (1) paid to a beneficiary of, or the estate of, the Designated Beneficiary on or after the Designated Beneficiary's death or attributable to the permanent disability of the Designated Beneficiary; (2) made on account of the receipt by the Designated Beneficiary of a scholarship award or veterans' or other nontaxable educational assistance (other than gifts or inheritances), but only to the extent of such scholarship or assistance; (3) made on account of the Designated Beneficiary's attendance at a military academy, but only to the extent of the costs of education attributable to such attendance; or (4) equal to the amount of the Designated Beneficiary's relevant Qualified Higher Education Expenses that is taken into account in determining the Designated Beneficiary's American Opportunity Credit or Lifetime Learning Credit.
UTMA / UGMA	Uniform Transfers to Minors Act / Uniform Gifts to Minors Act.
Underlying Funds	The mutual funds in which the Investment Portfolios (other than the Principal Plus Interest Portfolio) invest.
Underlying Fund Expenses	The expenses of one or more Underlying Funds that are indirectly born by the Units of an Investment Portfolio. The Underlying Fund Expenses of an Investment Portfolio that invests in multiple Underlying Funds are weighted based on the Investment Portfolio's target asset allocations.
Unit	A Unit represents an interest in an Investment Portfolio that you purchased with your Account assets. Units are used to calculate the value of the assets in your Account.

OVERVIEW OF MAP

This section provides summary information about MAP, but it is important that you read the entire Disclosure Booklet for detailed information.

Feature	Description	Additional Information
State Administrator and Trustee	State Treasurer, Michigan Department of Treasury.	See “OVERSIGHT OF MAP” beginning on page 46
Program Manager	TIAA-CREF Tuition Financing, Inc.	See “OVERSIGHT OF MAP” beginning on page 46
Eligible Account Owner	If you are an eligible Account Owner, you may open an Account through your Financial Advisor. You cannot open an Account in MAP directly. Any U.S. citizen or resident alien with a valid Social Security number or taxpayer identification number who is at least 18 years of age is eligible to open an Account. An Account may be opened by residents and non-residents of Michigan. Certain types of entities with a valid taxpayer identification number may also open an Account (additional restrictions may apply to such Accounts).	See “OPENING AND MAINTAINING AN ACCOUNT – Opening an Account” beginning on page 8
Eligible Designated Beneficiary	Any U.S. citizen or resident alien with a valid Social Security number or taxpayer identification number.	See “OPENING AND MAINTAINING AN ACCOUNT – Naming a Designated Beneficiary” beginning on page 9
Minimum Contribution	The minimum initial contribution is \$25 for each Investment Portfolio that you select for investment in your Account Application. The minimum subsequent contribution is \$25 for each Investment Portfolio to which the contribution will be allocated. If you elect an Automatic Contribution Plan, the minimum contribution is \$25 per month for each Investment Portfolio selected for investment. If contributions are made through employer payroll direct deposit, the minimum contribution is \$15 per pay period for each Investment Portfolio selected for investment.	See “OPENING AND MAINTAINING AN ACCOUNT – Minimum Contributions” beginning on page 10
Maximum Contribution Limit	Additional contributions may not be made to your Account to the extent that the proposed contribution, together with the aggregate account balance of all accounts for all qualified tuition programs sponsored by the State (MAP, MESP and MET) for the same Designated Beneficiary (regardless of Account Owner) would exceed the Maximum Contribution Limit, which is currently \$500,000.	See “OPENING AND MAINTAINING AN ACCOUNT – Maximum Contribution Limit” beginning on page 10
Rebalancing Account Assets	Each contribution to your Account is allocated to the Investment Portfolio(s) that you select for investment. You may rebalance or otherwise reallocate your Account assets among the Investment Portfolios, but such reallocations are subject to a restriction limiting you to two investment rebalances per calendar year. In addition, you may rebalance or otherwise reallocate your Account assets whenever you change the Designated Beneficiary for your Account to a Member of the Family of the previous Designated Beneficiary.	Under “CHANGES TO AN ACCOUNT,” see Rebalancing Account Assets Among the Investment Portfolios” beginning on page 15; “Systematic Exchange” beginning on page 16; and “Transferring Funds from

	<p>Transfers from the Principal Plus Interest Portfolio performed pursuant to standing Systematic Exchange instructions do not count for purposes of the two investment rebalances permitted each calendar year. Nor does electing the Systematic Exchange option at the time you open your Account. However, if you elect, change or terminate the Systematic Exchange option for assets already in your Account, such election, change or termination will be considered a rebalance for purposes of the two investment rebalances permitted each calendar year.</p> <p>Transfers among MESP, MET and MAP for the same beneficiary are considered investment rebalances and are subject to the restriction permitting only two investment rebalances each calendar year.</p>	and to Other Qualified Tuition Plans (Rollovers)” beginning on page 16
Qualified and Non-Qualified Withdrawals	Withdrawals to pay for Qualified Higher Education Expenses of the Designated Beneficiary at an Eligible Education Institution are federal (and potentially state) income tax free. To the extent that withdrawals are not used to pay for the Qualified Higher Education Expenses of the Designated Beneficiary, the earnings portion of such withdrawal may be subject to federal and state income taxes and a 10% federal penalty tax.	See “WITHDRAWALS – Types of Withdrawals” beginning on page 18
Unit Classes	<p>Account Owners may select from two available Unit classes: Class A and Class C. Each Unit class has a different fee and sales charge structure.</p> <p>On or about September 11, 2017, Class C Units will automatically convert to Class A Units after the close of business on the last business day of the first full calendar month after the Class C Units have been owned for six years. As such, Class C Units purchased on or prior to then will convert into Class A Units on or about October 1, 2023. Immediately following conversion, converted Units are subject to the fee structures applicable to Class A Units. No CDSCs are imposed when Class C Units convert to Class A Units.</p>	See “FEES, EXPENSES AND SALES CHARGES” – Factors to Consider when Selecting Units” beginning on page 20
Fees and Charges	<p>You bear the applicable fees and expenses of the Units you purchase and the Investment Portfolios you select. You must also pay any applicable Initial Sales Charges or CDSCs when you purchase or redeem Units, respectively.</p> <ul style="list-style-type: none"> • <i>Program Management Fee.</i> All Units pay a Program Management Fee at an annual rate of 0.32% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio). • <i>Service Fee.</i> All Units pay a Service Fee at an annual rate of 0.25% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio). • <i>Distribution Fee.</i> Only Class C Units pay a distribution fee, which ranges from 0.40% to 0.75% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio). • <i>State Administrative Fee.</i> All Units pay a State Administrative Fee at an annual rate of 0.05% of the average daily net assets of the corresponding Investment 	See “FEES, EXPENSES AND SALES CHARGES” beginning on page 19

	<p>Portfolios (excluding Units in the Principal Plus Interest Portfolio).</p> <ul style="list-style-type: none"> • <i>Underlying Fund Expenses.</i> All Units indirectly bear the expenses for the Underlying Funds of the corresponding Investment Portfolios. • <i>Initial Sales Charge.</i> Class A Units are subject to an Initial Sales Charge ranging from 0.00% to 4.25% upon purchase • <i>Contingent Deferred Sales Charge (CDSC).</i> If redeemed within six months of purchase to satisfy a withdrawal or a Rollover, Class C Units are subject to a CDSC (generally excluding Units in the Principal Plus Interest Portfolio). The CDSC is 1.00% of either the purchase price of the redeemed Class C Units or the redemption proceeds, whichever is less, and the charge is deducted from the redemption proceeds. Class A Units may be subject to a CDSC under limited circumstances. 	
Investment Portfolios	<p>The Investment Portfolios to which you may allocate your Account assets include:</p> <ul style="list-style-type: none"> • 1 Age-Based Investment Portfolio that invests in multiple Underlying Funds and the Funding Agreement to varying extents depending on the applicable age-band. • 19 other Investment Portfolios, including – <ul style="list-style-type: none"> • 2 Target Risk Portfolios that invest in multiple Underlying Funds and the Funding Agreement. • 1 Multi-Fund Portfolio that invests in three Underlying Funds. • 15 Individual Fund Portfolios, each of which invests in a single Underlying Fund. • 1 Individual Fund Portfolio that invests solely in the Funding Agreement. 	See “INVESTMENT PORTFOLIOS” beginning on page 32
Investment Advisors to the Underlying Funds	<p>The Underlying Funds in which the Investment Portfolios invest are managed by:</p> <ul style="list-style-type: none"> • Ariel Investments, LLC • Dimensional Fund Advisors LP • Harding Loevner LP • Harris Associates L.P. • Jennison Associates, LLC • Metropolitan West Asset Management, LLC • Nuveen Asset Management, LLC • Santa Barbara Asset Management, LLC • Symphony Asset Management LLC • Teachers Advisors, LLC 	See “INVESTMENT PORTFOLIOS” beginning on page 32 and “APPENDIX B – UNDERLYING FUNDS ADDENDUM” beginning on page 60
Federal Tax Benefits	<ul style="list-style-type: none"> • Earnings accrue free of federal income tax. • Qualified Withdrawals are not subject to federal income tax, including a 10% federal penalty tax that may be imposed on the earnings portion of a Non-Qualified Withdrawal. • No federal gift tax on contributions of up to \$70,000 (single filer) and \$140,000 (married couple electing to split gifts) if prorated over 5 years. • Contributions are generally considered completed gifts to the Designated Beneficiary for federal gift and estate tax purposes. 	See “TAX INFORMATION – Federal Tax Treatment” beginning on page 49

Michigan Tax Treatment	<ul style="list-style-type: none"> • Michigan tax benefits related to MAP are available only to Michigan taxpayers. • Earnings accrue free of state income tax. • Qualified Withdrawals are not subject to state income tax. • Contributions reduce Michigan taxable income up to a maximum of \$5,000 (\$10,000 if filing jointly) as of 2017. 	See “TAX INFORMATION – State Income Treatment” beginning on page 55
Risks of Investing in MAP	<ul style="list-style-type: none"> • Assets in an Account are not guaranteed or insured. • The value of your Account may decrease. You could lose money, including the principal amount contributed. • Federal or Michigan tax law changes could negatively affect MAP. • Fees and charges could increase. • MAP may terminate, add or merge Investment Portfolios, change the investments underlying the Investment Portfolios, or change the asset allocations for the investments underlying the Investment Portfolios. • Contributions to an Account may adversely affect the Designated Beneficiary’s eligibility for financial aid or other benefits. 	See “MAP RISK FACTORS” beginning on page 41

OPENING AND MAINTAINING AN ACCOUNT

OPENING AN ACCOUNT

Any individual who is at least 18 years of age and a U.S. citizen or resident alien with a valid social security number or tax identification number is eligible to establish an Account with the assistance of a Financial Advisor. A custodian for a minor under the Uniform Transfers to Minors Act (“UTMA”) or Uniform Gifts to Minors Act (“UGMA”), or a trustee under a trust situated in any U.S. state, or a corporation, partnership or other entity situated in any U.S. state may also open an Account. See “TAX INFORMATION.” State or local government organizations and tax-exempt organizations described in IRC Section 501(c)(3) may also open Accounts as part of a scholarship program. Special rules exist for custodians establishing an Account for a beneficiary under the UGMA or UTMA. You should consult with your Financial Advisor prior to proceeding with that type of Account ownership. See “UGMA/UTMA Contributions,” below.

Notwithstanding the eligibility requirements described above for an Account to be opened, in order to maintain compliance with applicable law, the Program Manager may decline to establish an Account in the event that an account for the intended Designated Beneficiary already exists in MESP or MET that may cause the Designated Beneficiary to exceed the maximum contribution limit.

To open an Account, you must complete an Account Application and have your Financial Advisor deliver it to MAP. By signing the Account Application, you agree that the Account is subject to the terms and conditions of the Participation Agreement attached to this Disclosure Booklet. You must specify in your Account Application how you want your initial contribution invested (or “allocated”) among the available Investment Portfolios, and which class of Units you wish to select. You may allocate your contribution to any one or a combination of the available Investment Portfolios. If you elect to contribute to more than one Investment Portfolio, you must also specify how you want your contributions to be allocated among those Investment Portfolios. Your allocation instructions will serve as your standing allocation instructions for future contributions. To learn how to change your standing allocation instructions for future contributions, see “CHANGES TO AN ACCOUNT — Selecting and Revising Investment Portfolios for Future Contributions” and “CHANGES TO AN ACCOUNT — Rebalancing Account

Assets Among the Investment Portfolios.” Your Account will be established only if the documentation received from you is complete and in good order.

Your contribution will be credited to your Account on the day it is received by MAP in good order, if it is received before the close of trading on the NYSE. Any contribution received after the close of trading or on a day when the NYSE is not open for trading will be credited to your Account on the next day of trading on the NYSE. Contributions will be credited to your Account only if the documentation received from you is complete and in good order.

The Program Manager and Distributor may decline to open any Account and may refuse any order to purchase Units.

NAMING A DESIGNATED BENEFICIARY

Your Designated Beneficiary must be an individual person. Almost anyone who is a U.S. citizen or legal U.S. resident with a valid social security or tax identification number, including the Account Owner, can be the Designated Beneficiary. There can only be one Designated Beneficiary per Account. Except in limited circumstances, you cannot open more than one Account for the same Designated Beneficiary, but other people can open other Accounts for the Designated Beneficiary that you have selected.

METHOD OF CONTRIBUTIONS

Contributions to an Account may be made by the Account Owner or any other person. If a person other than the Account Owner makes a contribution to an Account, such contribution will be invested in accordance with the Account Owner’s standing allocation instructions and will be subject to the same fees, charges and expenses as a contribution from an Account Owner. A contributor other than the Account Owner will not retain any control over, or rights to, his or her contribution (or any other portion of the Account) after the contribution is made. A contributor other than the Account Owner will not receive any statements or other information with respect to the contribution or the Account. Any such contribution may have income, gift, estate or generation-skipping transfer tax consequences. ***Any contributor (not just the Account Owner) who is a Michigan taxpayer may be entitled to deduct from their State adjusted gross income contributions of up to \$5,000 for single filers, or \$10,000 if joint filers, annually.*** See “TAX INFORMATION — State Income Tax Treatment.”

Contributions can generally be made by check, cashier’s check, electronic funds transfer or through a Rollover from another qualified tuition program as defined in Section 529, a Coverdell Education Savings Account or a U.S. Savings Bond. Checks should be made payable to “MI 529 Advisor Plan.” A personal check, bank draft, teller’s check, cashier’s checks or a check issued by a financial institution or brokerage firm that is payable to the Account Owner may be endorsed over to the “MI 529 Advisor Plan” by the Account Owner. A third-party personal check up to \$10,000 may also be endorsed over to the “MI 529 Advisor Plan” by the Account Owner.

MAP reserves the right to require payment by wire or U.S. bank check. MAP does not accept payments made by cash, temporary/starter checks, third-party checks (except as noted above), credit cards, traveler’s checks, credit card checks or checks drawn on non-U.S. banks (even if payment may be effected through a U.S. bank).

Systematic contributions can be made by periodic deductions from a bank account through an Automatic Contribution Plan. The Automatic Contribution Plan can be selected on the Account Application, online or by completing and submitting the appropriate MAP form. Systematic contributions may also be made through employer payroll direct deposit.

All contributions (made by either check or electronic funds transfer) must be drawn on a banking institution located in the U.S. and must be denominated in U.S. dollars.

MINIMUM CONTRIBUTIONS

The minimum initial contribution is \$25 for each Investment Portfolio that you select for investment in your Account Application. The minimum subsequent contribution is \$25 for each Investment Portfolio to which the contribution will be allocated. If you elect an Automatic Contribution Plan, the minimum contribution is \$25 per month for each Investment Portfolio that you select for investment. If your contributions are made through payroll direct deposit, the minimum contribution is \$15 per pay period for each Investment Portfolio selected for investment.

MAXIMUM CONTRIBUTION LIMIT

By federal and State law, additional contributions may not be made to your Account to the extent that the proposed contribution, together with the aggregate account balance of all accounts for all qualified tuition programs sponsored by the State (including MESP, MAP and MET) for the same Designated Beneficiary (regardless of account owner) would exceed a certain level (the "Maximum Contribution Limit"). The Maximum Contribution Limit may be increased or decreased by the State from time to time as the State deems necessary or advisable.

The Maximum Contribution Limit in effect as of the date of this Disclosure Booklet is \$500,000. The Program Manager will take measures to ensure that contributions for any Designated Beneficiary will not be accepted to the extent that an intended contribution would cause the aggregate balance for all applicable accounts for such Designated Beneficiary (regardless of Account Owner) to exceed the Maximum Contribution Limit. The Maximum Contribution Limit applies no matter which Investment Portfolio or combination of Investment Portfolios you select for your Account.

No assurance can be given that the amount held in an Account or Accounts for any Designated Beneficiary will be sufficient to pay the Qualified Higher Education Expenses of the Designated Beneficiary, even if the Account balance reaches the Maximum Contribution Limit.

ROLLOVER CONTRIBUTION INFORMATION

You may establish an Account through (or a subsequent contribution may consist of) a Rollover from another qualified tuition program or redemption proceeds from a Coverdell Education Savings Account or U.S. Savings Bond. Please note that Rollover contributions to MAP must be accompanied by a basis and earnings statement from the distributing plan that shows the earnings portion of the contribution. If MAP does not receive this documentation, the entire amount of your contribution will be treated as earnings. This could have negative tax implications under some withdrawal scenarios.

A qualified Rollover includes any transfer of funds from an Account (1) to another state's qualified tuition program for the benefit of the same beneficiary, provided that it has been at least 12 months from the date of a previous transfer to a qualified tuition program for that beneficiary, or (2) to another qualified tuition program, provided that the Designated Beneficiary of the transferring Account is not the beneficiary of the account receiving the funds, but is a Member of the Family of that beneficiary.

Any direct transfers among MESP, MET and MAP to accounts for the benefit of the same beneficiary are not qualified Rollovers. Instead, such transfers are considered to be investment

rebalances for purposes of the two investment rebalances permitted each calendar year. See “CHANGES TO AN ACCOUNT — Rebalancing Account Assets Among the Investment Portfolios” for important information about transferring funds among MAP, MESP and MET. **Transfers from MESP or MET (or rebalancing or otherwise transferring assets among the Investment Portfolios) will not entitle the Account Owner or contributor to a State tax deduction or any other additional benefit under State or federal tax law.**

Units purchased with Rollover contributions are subject to the same sales charges and the same fees and expenses as Units purchased with other contributions. You should consult with your Financial Advisor and tax advisor about your particular circumstances. See “CHANGES TO AN ACCOUNT — Transferring Funds from and to Other Qualified Tuition Programs (Rollovers)” for important additional information.

UGMA/UTMA CONTRIBUTIONS

In the case of an Account for which the Account Owner is a custodian for a minor under the UTMA, the UGMA or a similar act of any U.S. state, (1) such minor will be the Designated Beneficiary of such Account upon its establishment, and the custodian Account Owner may not select a new Designated Beneficiary of the Account; (2) the Account Owner of the Account may be changed from such custodian (or any successor custodian) only to another custodian for such minor or (if the minor has reached the age of eighteen) to the minor; (3) such minor will have all the rights of an Account Owner upon reaching the age of eighteen (regardless of whether a different age of majority is specified under the UTMA, the UGMA or a similar act, and regardless of whether the Account Owner is changed to the minor); and (4) upon the death of such minor while the Account Owner is a custodian for such minor (regardless of whether such minor has reached the age of eighteen), the Account will be disposed of as part of such minor's estate, and such minor's estate (or a beneficiary thereof entitled to the beneficial interest in the Account, as may be determined by the State and the Program Manager in their sole discretion) will become the Successor Owner, notwithstanding any designation of Successor Owner to the contrary. See “CHANGES TO AN ACCOUNT — Designating a Successor Owner.”

Because only cash equivalent contributions to an Account are permitted, UGMA or UTMA assets outside MAP may need to be liquidated in order to contribute them to an Account, which may have adverse income tax consequences. Also, because the Designated Beneficiary of an Account under the UGMA, the UTMA or a similar act is the sole beneficial owner of the Account, any adverse tax consequences associated with the Account, including any withdrawals from the Account, will be imposed on the Designated Beneficiary (and not the custodian who is the Account Owner and legal owner of the Account).

A UGMA or UTMA custodian who is an Account Owner in that capacity may also be the Account Owner of a separate Account for the same Designated Beneficiary, in an individual, non-custodial capacity, to hold assets in MAP that are not subject to the UGMA, the UTMA or a similar act (but the aggregate value of the Accounts for the same Designated Beneficiary will be subject to the Maximum Contribution Limit). Neither MAP, the State, the Program Manager nor the Distributor will be liable for any consequences related to a custodian's proper or improper use, transfer or characterization of custodial funds.

SUBSTANTIATING TRANSACTIONS INVOLVING YOUR ACCOUNT

You and your Designated Beneficiary are responsible, under federal and State tax law, to substantiate your treatment of contributions to, withdrawals from, and other transactions involving your Account. You should retain receipts, invoices and other documents and information adequate to substantiate your treatment of such transactions.

PERSONAL INFORMATION

An Account Owner must provide such documentation and other information regarding the Account Owner, and any other person who may have an interest in an Account (“Identity Information”), as the Program Manager may deem appropriate for purposes of complying with anti-money laundering laws and regulations, MAP’s anti-money laundering processes, procedures and requirements, and other applicable laws and regulations, all as may be amended from time to time. If an Account Owner does not provide Identity Information requested on the Account Application, the Program Manager may refuse to open an Account for the Account Owner. The Program Manager may also request that an Account Owner provide additional Identity Information at any time after an Account is opened. If an Account Owner fails to provide Identity Information requested on the Account Application, or immediately upon request at any time after the Account is opened, or if the Program Manager is unable to verify any Identity Information to its satisfaction, the Program Manager may, without prior notice to the Account Owner, reject contributions and withdrawal and transfer requests, suspend Account services, close the Account or take any other action permitted by applicable laws and regulations. Units redeemed as a result of closing an Account will be valued at the Units’ Net Unit Value next calculated after the Program Manager closes the Account. The risk of market loss, tax implications and any other expenses resulting from the liquidation will be solely the Account Owner’s responsibility.

COMMUNITY PROPERTY LAWS

If you are a current or former resident of any state that has community property laws and you are concerned about the application of those laws to contributions, withdrawals and ownership of Accounts, you should consult a legal advisor. Community property issues such as limitations on gifts of community property and ownership of community property upon death or dissolution of marriage are not discussed in this Disclosure Booklet.

PROHIBITION ON PLEDGES, ASSIGNMENTS AND LOANS

Your Account may not be assigned, transferred or pledged as security for a loan or debt by you or the Designated Beneficiary of your Account, and any attempted assignment, transfer or pledge of your Account will be void. Neither you nor your Designated Beneficiary may receive a loan secured by amounts in your Account.

OMNIBUS ACCOUNTS

MAP is distributed by Selling Institutions, which are financial intermediaries who enter into agreements with Nuveen Securities to make interests in MAP available to their clients. Certain Selling Institutions perform customer account recordkeeping services such as accepting and processing initial and subsequent contributions; delivering financial reports, statements and other information; and accepting and processing distribution requests. Typically, in such a situation, a Selling Institution maintains one single account per class of Units held with MAP in the Selling Institution’s name for the exclusive benefit of its customers. Underlying Account Owner information is held on the Selling Institution’s books and trades are typically aggregated for transmission to MAP. These accounts are referred to as omnibus accounts.

You may purchase interests in MAP through a Financial Advisor, who is an investment or other professional who works for a Selling Institution. When you invest through a Financial Advisor of a Selling Institution that maintains an omnibus account with MAP for trading on behalf of its customers, additional fees as well as different guidelines, conditions, services and restrictions may apply that vary from those discussed in this Disclosure Booklet. Depending on a particular Selling Institution’s policies, these differences may include, but are not limited to: (1) eligibility standards to purchase, exchange and sell Units; (2) availability of sales charge waivers and

fees; (3) difference in minimum initial and subsequent contribution amounts; and (4) availability of Letter of Intent (as defined below) privileges. Additionally, if you invest through a Selling Institution that maintains an omnibus account, and you have one or more other Accounts with MAP, you must notify the Selling Institution and MAP, in advance, about your other Accounts so that the availability of sales charge waivers, Letter of Intent or other Rights of Accumulation privileges and/or other MAP features are properly applied to your Accounts. You may be asked to provide additional information.

Additional conditions may apply to your investment in MAP, and the Selling Institution may charge you a transaction-based, administrative or other fee for its services. These conditions and fees are in addition to those imposed by MAP.

RULES AND REGULATIONS

Your Account and your Participation Agreement are subject to all rules, regulations, guidelines and procedures adopted by the State from time to time. Copies of any of the State's applicable regulations, rules, guidelines and procedures are generally described and summarized herein.

CHANGES TO AN ACCOUNT

GENERAL

You can change your Designated Beneficiary, transfer funds to and from other Accounts under MAP, or transfer funds to and from accounts in other qualified tuition programs by completing forms for these transactions and following instructions provided by the Program Manager. Generally, these changes or transfers will not have adverse federal income tax consequences if there is a change in Designated Beneficiary and the new Designated Beneficiary (of your Account or the other account, as the case may be) is a Member of the Family of the immediately preceding Designated Beneficiary. You may also transfer funds to or from an account in another qualified tuition program for the benefit of the same Designated Beneficiary without adverse federal income tax consequences, so long as such transfer does not occur within 12 months from the date of a previous transfer to any qualified tuition program for the same Designated Beneficiary. In addition, if you intend to withdraw and transfer funds to or from accounts in other qualified tuition programs, the withdrawn funds must be deposited to the new account within 60 days of withdrawal in order for the transaction not to have adverse federal income tax consequences.

Various restrictions apply to all of these transactions in addition to the limitation on contributions discussed under "OPENING AND MAINTAINING YOUR ACCOUNT — Maximum Contribution Limit." Also, see "TAX INFORMATION — Federal Tax Treatment — Federal Gift, Estate and Generation-Skipping Transfer Taxes" for possible adverse gift, estate and generation-skipping transfer tax consequences of changes to an Account.

MEMBER OF THE FAMILY

The term "Member of the Family" is defined in Section 529. Under current law, a "Member of the Family" of a Designated Beneficiary includes the following persons in relation to the Designated Beneficiary:

- a child or a descendant of a child;
- a brother, sister, stepbrother or stepsister;
- the father or mother, or an ancestor of either;
- a stepfather or stepmother;
- a son or daughter of a brother or sister;

- a brother or sister of the father or mother;
- a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law;
- the spouse of any of the foregoing individuals or the spouse of the Designated Beneficiary; or
- a first cousin.

For this purpose, a child includes a legally adopted child, foster child, stepson or stepdaughter, and a brother or sister includes a half-brother or half-sister.

CHANGING A DESIGNATED BENEFICIARY

You can change the Designated Beneficiary of your Account, but in order to avoid adverse federal income tax consequences, the new Designated Beneficiary of your Account must be a Member of the Family of the prior Designated Beneficiary. You may not change the Designated Beneficiary to the extent that such change would cause the aggregate account balance of all applicable accounts (regardless of Account Owner) maintained by the State (including accounts in MAP, MESP and MET) for the new Designated Beneficiary to exceed the Maximum Contribution Limit.

TRANSFER OF ACCOUNT FUNDS TO OTHER ACCOUNTS WITHIN MAP

You may also transfer all or a portion of your Account balance to an Account in MAP for a different Designated Beneficiary. As is the case with changing Designated Beneficiaries, in order to avoid adverse federal income tax consequences, the Designated Beneficiary of the Account receiving the transferred funds must be a Member of the Family of the Designated Beneficiary of the Account from which the funds are transferred. You may not transfer the funds to the extent such transfer would cause the aggregate account balance of all applicable accounts (regardless of account owner) maintained by the State (including MAP, MESP and MET) for the new Designated Beneficiary to exceed the Maximum Contribution Limit. If there is no Account for the new Designated Beneficiary, a new Account Application must be completed to establish the Account and transfer the funds.

Assets transferred from one Account to another Account within MAP for a different Designated Beneficiary will be used to purchase the same class of Units as those being sold in connection with the transfer, regardless of the Investment Portfolio that the Account Owner selects to invest in with the transferred funds. The new Units will retain the same holding-period characteristics as the previously held Units with respect to any CDSC which may apply (and, for Class C Units, any future conversion to Class A Units).

DESIGNATING A SUCCESSOR OWNER

You may name someone as "Successor Owner" to automatically become the owner of your Account and have all the powers of Account Owner with respect to your Account upon your death. You may designate a Successor Owner by completing the appropriate section of the Account Application or by completing an Account Change form provided by the Program Manager. Your designation of a Successor Owner may be changed or revoked at any time. If a designation of Successor Owner is in effect upon your death, the funds in your Account would not generally be deemed assets of your probate estate. You should consult a probate lawyer in your state to determine the precise effect of such a designation. To effectuate the change of Account ownership after your death, the designated Successor Owner must submit a certified copy of the death certificate of the Account Owner.

If you do not designate a Successor Owner, or if the designated Successor Owner is not alive at the time of your death, your Account will pass as an asset of your estate, either pursuant to your

will or pursuant to your state's intestacy law. To effectuate a change of Account ownership after your death where no designation of Successor Owner is in effect, the personal representative of your estate must submit a certified copy of the death certificate, proof of designation as personal representative, and an Account Application signed by the personal representative. In addition, the Program Manager may transfer Account ownership to the beneficiary of the estate upon such proof and other circumstances as the Program Manager may, in its sole discretion, deem advisable and acceptable.

TRANSFERRING OWNERSHIP OF ACCOUNT DURING LIFETIME

The Program Manager may also permit an Account Owner to transfer ownership of an Account during the Account Owner's lifetime to another individual or entity that is then eligible to be an Account Owner by completing the appropriate form. Any such transfer will be irrevocable, and the former Account Owner will retain no control or ownership of the Account. Although the tax treatment of such a transfer during the former Account Owner's lifetime is not specified under existing federal tax laws and is therefore somewhat uncertain, it is believed that, if assets are not withdrawn from the Account at the time of such transfer and the Designated Beneficiary remains unchanged, such transfer of Account ownership should not, in and of itself, have adverse federal income, gift or generation-skipping transfer tax consequences. However, you should consult with your tax advisor prior to taking any action to transfer ownership of your Account.

SELECTING AND REVISING INVESTMENT PORTFOLIOS FOR FUTURE CONTRIBUTIONS

In your Account Application, you will choose how your initial contribution will be allocated among the Investment Portfolios. Your allocation instructions will serve as your allocation instructions for all future contributions made to your Account by any method (except employer payroll direct deposit) ("Allocation Instructions"). You can change your Allocation Instructions at any time online, by telephone or by submitting the appropriate MAP form.

If you opened your Account prior to September 11, 2017 and your Account does not have Allocation Instructions for future contributions, you may submit Allocation Instructions at any time online, by telephone or by submitting the appropriate MAP form.

If you have elected an Automatic Contribution Plan, you should complete and submit the appropriate MAP form if you wish to allocate your future automatic contributions to an additional Investment Portfolio, stop allocating your future automatic contributions to an Investment Portfolio or increase or decrease the amount of future automatic contributions allocated to any Investment Portfolio.

REBALANCING ACCOUNT ASSETS AMONG THE INVESTMENT PORTFOLIOS

You may also rebalance or otherwise reallocate your Account assets among the Investment Portfolios, but such reallocations are subject to the restriction limiting you to two investment rebalances per calendar year. In addition, you may rebalance or otherwise reallocate your assets among the Investment Portfolios whenever you change your Account's Designated Beneficiary to a Member of the Family of the previous Designated Beneficiary. See "Changing a Designated Beneficiary" above.

When reallocating assets to the Age-Based Investment Portfolio, the assets will be invested in the age-band corresponding to the age of the Designated Beneficiary.

Assets reallocated from one Investment Portfolio to another will be used to purchase the same class of Units in the selected Investment Portfolio as those being redeemed in connection with

the rebalance. The new Units will retain the same holding-period characteristics as the previously held Units with respect to any applicable CDSC (and, for Class C Units, any future conversion to Class A Units).

Rebalancing Account assets among the Investment Portfolios will not entitle the Account Owner to a State tax deduction and may be subject to a sales charge.

SYSTEMATIC EXCHANGE

Account Owners may choose the Systematic Exchange option for the Principal Plus Interest Portfolio. This option will automatically transfer a specified dollar amount of the Account Owner's interest in the Principal Plus Interest Portfolio to one or more pre-selected Investment Portfolios over a specified period of time. Using the appropriate MAP form, an Account Owner chooses the amount he or she would like to transfer either on a monthly, quarterly, semi-annual or annual basis. In order to select the Systematic Exchange option, an Account Owner must contribute at least \$1,000 to, or have a minimum Account balance of \$1,000 in, the Principal Plus Interest Portfolio, and must also elect to transfer not less than \$25 per Investment Portfolio.

Transfers from the Principal Plus Interest Portfolio performed pursuant to the Systematic Exchange option do not count for purposes of the two investment rebalances permitted each calendar year. Nor does electing the Systematic Exchange option at the time you open your Account. However, if you elect, change or terminate the Systematic Exchange option for assets already in your Account, such election, change or termination will be considered a rebalance for purposes of the two investment rebalances permitted each calendar year.

If the Account Owner did not pay an Initial Sales Charge on the Units in the Principal Plus Interest Portfolio, then to the extent applicable, an Initial Sales Charge may be applied at the time of the Systematic Exchange. See "FEES, EXPENSES AND SALES CHARGES — Sales Charges."

To elect Systematic Exchange, you must complete and submit the appropriate MAP form.

TRANSFERRING FUNDS FROM AND TO OTHER QUALIFIED TUITION PLANS (ROLLOVERS)

You may Rollover funds from another qualified tuition program to an Account (an "Incoming Rollover"). Incoming Rollovers may be direct or indirect. Direct Incoming Rollovers involve the transfer of funds directly from another qualified tuition program to your Account. Indirect Incoming Rollovers involve the transfer of funds from another qualified tuition program to the Account Owner, who then contributes the funds to an Account. Please note that Incoming Rollovers to MAP must be accompanied by a basis and earnings statement from the distributing plan that shows the earnings portion of the contribution. If MAP does not receive this documentation, the entire amount of your contribution will be treated as earnings. This could have negative tax implications under some withdrawal scenarios.

If the Designated Beneficiary for an Account receiving an Incoming Rollover is not the same beneficiary of the account from which the funds were directly or indirectly transferred, in order to avoid adverse federal income tax consequences, the Designated Beneficiary of the Account must be a Member of the Family of the other beneficiary. If the Designated Beneficiary for an Account receiving an Incoming Rollover is the same beneficiary of the account from which the funds were directly or indirectly transferred, the Incoming Rollover should not have adverse federal income tax consequences so long as such transfer does not occur within 12 months from the date of a previous transfer to any qualified tuition program for that beneficiary. In

addition, for an indirect Incoming Rollover, you must contribute the funds into the Account within 60 days after you have withdrawn the funds from the other qualified tuition program in order to avoid adverse federal income tax consequences.

Please note that Units purchased with Incoming Rollovers are subject to the same charges and fees, including Initial Sales Charges and CDSCs (as applicable), as Units purchased with other contributions.

You also may also Rollover funds from your Account to another qualified tuition program (an “Outgoing Rollover”). Like Incoming Rollovers, Outgoing Rollovers may be direct or indirect. Direct Outgoing Rollovers involve the transfer of funds directly from an Account to another qualified tuition program. Indirect Outgoing Rollovers involve the transfer of funds from an Account to the Account Owner, who then contributes the funds to another qualified tuition program. In order to avoid adverse federal income tax consequences, the Outgoing Rollover must be a qualified Rollover (otherwise, the Outgoing Rollover will be considered a Taxable Withdrawal or a Non-Qualified Withdrawal). In addition, for an indirect Outgoing Rollover, if the contribution to the other qualified tuition program occurs more than 60 days after you have withdrawn the funds, the Outgoing Rollover will be considered a Taxable Withdrawal or a Non-Qualified Withdrawal, depending on the circumstances.

Please note that Outgoing Rollovers from MAP are subject to any applicable CDSCs. In addition, if you purchase interests in another qualified tuition program with an Outgoing Rollover, your purchase may be subject to sales charges imposed by the receiving program.

Any direct transfers among MAP, MESP and MET for the benefit of the same beneficiary are not qualified Rollovers. Instead, such rollovers are considered to be investment rebalances for purposes of the two investment rebalances permitted each calendar year. See “Rebalancing Account Assets Among the Investment Portfolios” above for important information about transferring funds between MAP, MESP and MET. **Rollovers to MAP, and transfers among MAP, MESP and MET, will not entitle the Account Owner or contributor to a State tax deduction and may be subject to a sales charge.**

The qualified tuition program to which or from which you are transferring funds may impose other restrictions on Rollovers, so you should investigate them thoroughly. Contact your Financial Advisor or the Program Manager for more information about how to complete Rollovers. You should also discuss with a tax advisor any potential tax consequences of Rollovers.

WITHDRAWALS

GENERALLY

You may request a withdrawal from your Account by notifying the Program Manager, or by having your Financial Advisor do so on your behalf. No other person is entitled to request withdrawals from your Account. Withdrawals may be submitted by phone, online or by completing and submitting the appropriate MAP form. Withdrawals may be made payable to the Account Owner, the Designated Beneficiary, an Eligible Educational Institution or another qualified tuition program.

If your Account is invested in more than one Investment Portfolio, for every withdrawal that you make from your Account, you must select the Investment Portfolio or Investment Portfolios from which the withdrawal will be made. If your Account holds more than one class of Units in a

particular Investment Portfolio, and such Units will be redeemed to satisfy a withdrawal or Rollover, you must indicate how the Units should be redeemed.

You and your Designated Beneficiary are responsible, under federal and State tax law, to substantiate your treatment of withdrawals from your Account. You should retain receipts, invoices and other documents and information adequate to substantiate your treatment of withdrawals including documents related to your treatment of expenses as Qualified Higher Education Expenses.

TYPES OF WITHDRAWALS

Each withdrawal you make from your Account will fall into one of the following categories: a Qualified Withdrawal, a Rollover, a Taxable Withdrawal, or a Non-Qualified Withdrawal. You should consult your accountant, Financial Advisor or tax advisor with respect to your own circumstances. Please review the “TAX INFORMATION” section for further detail on the tax consequences of withdrawals, including tax consequences under State law.

Qualified Withdrawals

To be a Qualified Withdrawal, the withdrawal must be used to pay for Qualified Higher Education Expenses of the Designated Beneficiary at an Eligible Educational Institution. See “TAX INFORMATION — Federal Tax Treatment — Qualified Higher Education Expenses” for additional information about costs that qualify as Qualified Higher Education Expenses.

No portion of a Qualified Withdrawal is subject to federal income tax, including the 10% federal penalty tax.

If a withdrawal is made to pay for Qualified Higher Education Expenses for a Designated Beneficiary and the Designated Beneficiary receives a refund from the Eligible Educational Institution, the amount withdrawn will not be treated as a Non-Qualified Withdrawal or Taxable Withdrawal for federal income tax purposes to the extent that amounts are re-contributed to a qualified tuition program account for the same Designated Beneficiary no more than 60 days after the date of the refund and the re-contributed amount does not exceed the amount of the refund.

Qualified Rollovers

A qualified Rollover is a transfer of funds from an Account (1) to another state’s qualified tuition program for the benefit of the same beneficiary, provided that it has been at least 12 months from the date of a previous transfer to a qualified tuition program for that beneficiary, or (2) to another qualified tuition program (including MESP, MET or another Account in MAP), provided that the Designated Beneficiary of the transferring Account is not the beneficiary (or Designated Beneficiary) of the account (or Account) receiving the funds, but is a Member of the Family of that beneficiary (or Designated Beneficiary).

No portion of a qualified Rollover is subject to federal income tax, or the 10% federal penalty tax.

Taxable Withdrawals

A Taxable Withdrawal is any withdrawal from an Account that is: (1) paid to a beneficiary of, or the estate of, the Designated Beneficiary on or after the Designated Beneficiary’s death or attributable to the permanent disability of the Designated Beneficiary; (2) made on account of the receipt by the Designated Beneficiary of a scholarship award or veterans’ or other nontaxable educational assistance (other than gifts or inheritances), but only to the extent of

such scholarship or assistance; (3) made on account of the Designated Beneficiary's attendance at a military academy, but only to the extent of the costs of education attributable to such attendance; or (4) equal to the amount of the Designated Beneficiary's relevant Qualified Higher Education Expenses that is taken into account in determining the Designated Beneficiary's American Opportunity Credit or Lifetime Learning Credit.

The earnings portion of a Taxable Withdrawal is subject to federal income tax, but not the 10% federal penalty tax.

Non-Qualified Withdrawals

A Non-Qualified Withdrawal is any withdrawal from your Account other than (1) a Qualified Withdrawal, (2) a Rollover or (3) a Taxable Withdrawal. For a Non-Qualified Withdrawal, the earnings portion of such withdrawal is subject to federal and state income taxes and a 10% federal penalty tax.

A State taxpayer who directs a Non-Qualified Withdrawal of contributions for which a State tax deduction was previously taken must include the contributions portion of the Non-Qualified Withdrawal and any earnings thereon in such taxpayer's State adjusted gross income in the taxable year of the withdrawal.

SYSTEMATIC WITHDRAWALS

You may make withdrawals from your Account using the systematic withdrawal option, which allows an Account Owner to make periodic withdrawals from a selected Investment Portfolio. In order to select the Systematic Withdrawal option, an Account Owner must have a minimum Account balance of \$10,000. You can add the systematic withdrawal option, change the timing and amount of your withdrawals, or stop your participation in the option, by completing and submitting the appropriate MAP form.

CANCELLATION OF YOUR PARTICIPATION AGREEMENT

You can cancel your Participation Agreement and close your Account at any time by written notice to the Program Manager, accompanied by the appropriate MAP form.

The Program Manager may terminate any Account (1) forty-five days following the withdrawal by Account Owner of the final balance of the Account; (2) if the Program Manager finds that the Account Owner or the Designated Beneficiary has provided false or misleading information, or (3) at such other time as may be determined by the Program Manager and the State to be in the best interests of MAP.

If you cancel your Account, or if your Account is closed, the full amount of your withdrawn Account assets will be subject to any applicable CDSCs. If the withdrawal is not a Qualified Withdrawal, the earnings portion of the withdrawal may also be subject to the potential imposition of federal and state income taxes and a 10% federal penalty tax.

FEES, EXPENSES AND SALES CHARGES

You bear the applicable fees and expenses of the Units you purchase and the Investment Portfolios you select. You must also pay any applicable Initial Sales Charges or CDSCs when you purchase or redeem Units, respectively. All fees and charges are subject to change from time to time, but will not exceed the statutory maximum in effect at that time. **The Michigan statute, Public Act 161 of 2000, as amended, Section 3(7)(e) restricts the amount of annual**

administrative fees, exclusive of initial sales charges, to individual accounts, not to exceed 2% of the average daily net assets of the account.

FACTORS TO CONSIDER WHEN SELECTING UNITS

Account Owners may select from among two available classes of Units – Class A and Class C. Each Unit class has a different fee structure. Each Unit class is also subject to different sales charges. Generally, Class A Units are subject to an Initial Sales Charge and have lower on-going fees than Class C Units, and Class C Units are subject to a CDSC and have higher on-going fees than Class A Units.

Effective on or about September 11, 2017, Class C Units will automatically convert to Class A Units after the close of business on the last business day of the first full calendar month after the Class C Units have been owned for six years. As such, Class C Units purchased on or prior to then will convert into Class A Units on or about October 1, 2023. Immediately following conversion, converted Units are subject to the fee structures applicable to Class A Units. No CDSCs are imposed when Class C Units convert to Class A Units.

This Disclosure Booklet provides key information about each Unit class to help you and your Financial Advisor make investment decisions, including information about the various expenses associated with each Unit class and the payments made to financial intermediaries for distribution and other services. Key factors to consider when deciding which of the two classes of Units to choose include when contributions are to be made to the Account, the amounts thereof, and the length of time amounts are to be held in the Account before withdrawals from the Account are to be made to pay Qualified Higher Education Expenses or otherwise. In evaluating the alternatives, an Account Owner should discuss these and other factors considered relevant, including fees and expenses, with his or her Financial Advisor and/or other advisor.

FEE TABLES

Class A Units

	<i>Annual Asset-Based Fees and Expenses</i>						<i>Sales Charges</i>
	Estimated Underlying Fund Expenses¹	Program Management Fee^{2,3}	Service Fee	Distribution Fee	State Administrative Fee³	Total Annual Asset-Based Fees	Maximum Initial Sales Charge⁴
Age-Based Investment Portfolio							
Ages 0 – 4	0.49%	0.32%	0.25%	0.00%	0.05%	1.11%	4.25%
Ages 5 – 8	0.48%	0.32%	0.25%	0.00%	0.05%	1.10%	4.25%
Ages 9 – 10	0.46%	0.32%	0.25%	0.00%	0.05%	1.08%	4.25%
Ages 11 – 12	0.41%	0.32%	0.25%	0.00%	0.05%	1.03%	4.25%
Ages 13 – 14	0.38%	0.32%	0.25%	0.00%	0.05%	1.00%	4.25%
Age 15	0.32%	0.32%	0.25%	0.00%	0.05%	0.94%	4.25%
Age 16	0.28%	0.32%	0.25%	0.00%	0.05%	0.90%	4.25%
Age 17	0.22%	0.32%	0.25%	0.00%	0.05%	0.84%	4.25%
Age 18+	0.17%	0.32%	0.25%	0.00%	0.05%	0.79%	4.25%
Target Risk Portfolios							
Capital Appreciation Portfolio	0.49%	0.32%	0.25%	0.00%	0.05%	1.11%	4.25%
Conservative Allocation Portfolio	0.17%	0.32%	0.25%	0.00%	0.05%	0.79%	4.25%

	Annual Asset-Based Fees and Expenses						Sales Charges
	Estimated Underlying Fund Expenses¹	Program Management Fee^{2,3}	Service Fee	Distribution Fee	State Administrative Fee³	Total Annual Asset-Based Fees	Maximum Initial Sales Charge⁴
Multi-Fund Portfolio							
Nuveen Alternative Income Portfolio	0.67%	0.32%	0.25%	0.00%	0.05%	1.29%	4.25%
Individual Fund Portfolios							
TIAA Large Cap U.S. Equity Index Portfolio	0.05%	0.32%	0.25%	0.00%	0.05%	0.67%	4.25%
Santa Barbara Dividend Growth Portfolio	0.66%	0.32%	0.25%	0.00%	0.05%	1.28%	4.25%
TIAA Large Cap Value Portfolio	0.41%	0.32%	0.25%	0.00%	0.05%	1.03%	4.25%
Harbor Capital Appreciation Portfolio	0.57%	0.32%	0.25%	0.00%	0.05%	1.19%	4.25%
Ariel Portfolio	0.72%	0.32%	0.25%	0.00%	0.05%	1.34%	4.25%
TIAA U.S. Small Cap Portfolio	0.42%	0.32%	0.25%	0.00%	0.05%	1.04%	4.25%
Harding Loevner Global Equity Portfolio	0.92%	0.32%	0.25%	0.00%	0.05%	1.54%	4.25%
Oakmark International Portfolio	0.81%	0.32%	0.25%	0.00%	0.05%	1.43%	4.25%
DFA Emerging Markets Portfolio	0.53%	0.32%	0.25%	0.00%	0.05%	1.15%	4.25%
MetWest Total Return Bond Portfolio	0.38%	0.32%	0.25%	0.00%	0.05%	1.00%	4.25%
Nuveen Strategic Income Portfolio	0.50%	0.32%	0.25%	0.00%	0.05%	1.12%	4.25%
Nuveen Inflation-Linked Portfolio	0.34%	0.32%	0.25%	0.00%	0.05%	0.96%	4.25%
TIAA Social Choice Equity Portfolio	0.19%	0.32%	0.25%	0.00%	0.05%	0.81%	4.25%
TIAA Social Choice Bond Portfolio	0.40%	0.32%	0.25%	0.00%	0.05%	1.02%	4.25%
Nuveen Real Asset Income Portfolio	0.83%	0.32%	0.25%	0.00%	0.05%	1.45%	4.25%
Principal Plus Interest Portfolio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

1 Estimated Underlying Fund Expenses are based on information reported in the most recent prospectuses for the Underlying Funds that were available prior to the printing of this Disclosure Booklet, as it may be supplemented from time to time. The estimated Underlying Fund Expenses for each age-band of the Age-Based Investment Portfolio, each Target Risk Portfolio and the Multi-Fund Portfolio reflect the weighted average of the estimated Underlying Fund Expenses for each Underlying Fund in which the Investment Portfolios invest based on their respective target asset allocations.

2 The Principal Plus Interest Portfolio does not pay a Program Management Fee. TIAA-CREF Life Insurance Company, the issuer of the Funding Agreement in which this Investment Portfolio invests and an affiliate of TFI, makes payments to TFI, as Program Manager. This payment, among many other factors, is considered by the issuer when determining the interest rates credited under the Funding Agreement.

3 Although the Program Management Fee and the State Administrative Fee are deducted from an Investment Portfolio, not from your Account, each Account with Units in the Investment Portfolio indirectly bears its pro rata share of the Program Management Fee and the State Administrative Fee as these fees reduce the Investment Portfolio's return. The State Administrative Fee is paid directly to the State to administer and maintain the State's qualified tuition programs.

4 See "FEES, EXPENSES AND SALES CHARGES — Reduction of Class A Units Initial Sales Charge" to determine whether a reduced Initial Sales Charge would be applied to your contribution, or for details regarding circumstances under which the Initial Sales Charge may be waived.

Class C Units

	Asset-Based Fees and Expenses						Sales Charges
	Estimated Underlying Fund Expenses ¹	Program Management Fee ^{2,3}	Service Fee	Distribution Fee	State Administrative Fee ³	Total Annual Asset-Based Fees	CDSC ⁴
Age-Based Investment Portfolio							
Ages 0 – 4	0.49%	0.32%	0.25%	0.75%	0.05%	1.86%	1.00%
Ages 5 – 8	0.48%	0.32%	0.25%	0.75%	0.05%	1.85%	1.00%
Ages 9 – 10	0.46%	0.32%	0.25%	0.75%	0.05%	1.83%	1.00%
Ages 11 – 12	0.41%	0.32%	0.25%	0.75%	0.05%	1.78%	1.00%
Ages 13 – 14	0.38%	0.32%	0.25%	0.75%	0.05%	1.75%	1.00%
Age 15	0.32%	0.32%	0.25%	0.75%	0.05%	1.69%	1.00%
Age 16	0.28%	0.32%	0.25%	0.75%	0.05%	1.65%	1.00%
Age 17	0.22%	0.32%	0.25%	0.75%	0.05%	1.59%	1.00%
Age 18+	0.17%	0.32%	0.25%	0.75%	0.05%	1.54%	1.00%
Target Risk Portfolios							
Capital Appreciation Portfolio	0.49%	0.32%	0.25%	0.75%	0.05%	1.86%	1.00%
Conservative Allocation Portfolio	0.17%	0.32%	0.25%	0.75%	0.05%	1.54%	1.00%
Multi-Fund Portfolio							
Nuveen Alternative Income Portfolio	0.67%	0.32%	0.25%	0.40%	0.05%	1.69%	1.00%
Individual Fund Portfolios							
TIAA Large Cap U.S. Equity Index Portfolio	0.05%	0.32%	0.25%	0.40%	0.05%	1.07%	1.00%
Santa Barbara Dividend Growth Portfolio	0.66%	0.32%	0.25%	0.40%	0.05%	1.68%	1.00%
TIAA Large Cap Value Portfolio	0.41%	0.32%	0.25%	0.40%	0.05%	1.43%	1.00%
Harbor Capital Appreciation Portfolio	0.57%	0.32%	0.25%	0.40%	0.05%	1.59%	1.00%
Ariel Portfolio	0.72%	0.32%	0.25%	0.40%	0.05%	1.74%	1.00%
TIAA U.S. Small Cap Portfolio	0.42%	0.32%	0.25%	0.40%	0.05%	1.44%	1.00%
Harding Loevner Global Equity Portfolio	0.92%	0.32%	0.25%	0.40%	0.05%	1.94%	1.00%
Oakmark International Portfolio	0.81%	0.32%	0.25%	0.40%	0.05%	1.83%	1.00%
DFA Emerging Markets Portfolio	0.53%	0.32%	0.25%	0.40%	0.05%	1.55%	1.00%
MetWest Total Return Bond Portfolio	0.38%	0.32%	0.25%	0.40%	0.05%	1.40%	1.00%
Nuveen Strategic Income Portfolio	0.50%	0.32%	0.25%	0.40%	0.05%	1.52%	1.00%
Nuveen Inflation-Linked Portfolio	0.34%	0.32%	0.25%	0.40%	0.05%	1.36%	1.00%
TIAA Social Choice Equity Portfolio	0.19%	0.32%	0.25%	0.40%	0.05%	1.21%	1.00%
TIAA Social Choice Bond Portfolio	0.40%	0.32%	0.25%	0.40%	0.05%	1.42%	1.00%
Nuveen Real Asset Income Portfolio	0.83%	0.32%	0.25%	0.40%	0.05%	1.85%	1.00%
Principal Plus Interest Portfolio	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

- 1 Estimated Underlying Fund Expenses are based on information reported in the most recent prospectuses for the Underlying Funds that were available prior to the printing of this Disclosure Booklet, as it may be supplemented from time to time. The estimated Underlying Fund Expenses for each age-band of the Age-Based Investment Portfolio, each Target Risk Portfolio and the Multi-Fund Portfolio reflect the weighted average of the estimated Underlying Fund Expenses for each Underlying Fund in which the Investment Portfolios invest based on their respective target asset allocations.
- 2 The Principal Plus Interest Portfolio does not pay a Program Management Fee. TIAA-CREF Life Insurance Company, the issuer of the Funding Agreement in which this Investment Portfolio invests and an affiliate of TFI, makes payments to TFI, as Program Manager. This payment, among many other factors, is considered by the issuer when determining the interest rates credited under the Funding Agreement.
- 3 Although the Program Management Fee and the State Administrative Fee are deducted from an Investment Portfolio, not from your Account, each Account with Units in the Investment Portfolio indirectly bears its pro rata share of the Program Management Fee and the State Administrative Fee as these fees reduce the Investment Portfolio's return. The State Administrative Fee is paid directly to the State to administer and maintain the State's qualified tuition programs.
- 4 Class C Units that are redeemed to satisfy a withdrawal or Rollover within six months of purchase are subject to the CDSC. See "FEES, EXPENSES AND SALES CHARGES — Sales Charges" for additional information.

COST EXAMPLES

The following examples are intended to help you compare the cost of investing in Class A or Class C Units of the various Investment Portfolios with the costs of investing in other Section 529 plans.

The Examples assume: (1) you invest \$10,000 in the noted class of Units in the noted Investment Portfolio for the time periods indicated; (2) your investment has a 5% return each year; (3) the Investment Portfolio's operating expenses remain the same (including the operating expenses of the Underlying Fund(s)); (4) all Units redeemed, if any as noted, are used to pay Qualified Higher Education Expenses (the table does not consider the impact of any potential state or federal taxes on the redemption); (5) you pay the applicable maximum Initial Sales Charge on Class A Units and any CDSC applicable to Units invested for the applicable periods in Class C Units; and (6) for the Class C Units Example, the Class C Units converted to Class A Units at the end of the sixth year and were thereafter subject to the costs associated with Class A Units. Although your actual costs may be higher or lower, the Examples show what your costs would be based on these assumptions.

Class A Units

Regardless of whether you do or do not redeem your Units at the end of each Period

	Year 1*	Year 3	Year 5	Year 10
Age-Based Investment Portfolio				
Ages 0 – 4	\$534	\$765	\$1,013	\$1,725
Ages 5 – 8	\$533	\$762	\$1,008	\$1,714
Ages 9 – 10	\$531	\$756	\$998	\$1,691
Ages 11 – 12	\$526	\$740	\$972	\$1,636
Ages 13 – 14	\$523	\$731	\$956	\$1,602
Age 15	\$517	\$713	\$925	\$1,535
Age 16	\$513	\$701	\$904	\$1,489
Age 17	\$507	\$683	\$873	\$1,421
Age 18+	\$503	\$667	\$847	\$1,364
Target Risk Portfolios				
Capital Appreciation Portfolio	\$534	\$765	\$1,013	\$1,725
Conservative Allocation Portfolio	\$503	\$667	\$847	\$1,364
Multi-Fund Portfolio				
Nuveen Alternative Income Portfolio	\$552	\$819	\$1,106	\$1,923

Individual Fund Portfolios

TIAA Large Cap U.S. Equity Index Portfolio	\$491	\$631	\$783	\$1,226
Santa Barbara Dividend Growth Portfolio	\$551	\$816	\$1,101	\$1,912
TIAA Large Cap Value Portfolio	\$526	\$740	\$972	\$1,636
Harbor Capital Appreciation Portfolio	\$542	\$789	\$1,055	\$1,813
Ariel Portfolio	\$557	\$834	\$1,132	\$1,977
TIAA U.S. Small Cap Portfolio	\$527	\$743	\$977	\$1,647
Harding Loevner Global Equity Portfolio	\$576	\$894	\$1,234	\$2,192
Oakmark International Portfolio	\$565	\$861	\$1,178	\$2,074
DFA Emerging Markets Portfolio	\$538	\$777	\$1,034	\$1,769
MetWest Total Return Bond Portfolio	\$523	\$731	\$956	\$1,602
Nuveen Strategic Income Portfolio	\$535	\$768	\$1,019	\$1,736
Nuveen Inflation-Linked Portfolio	\$519	\$719	\$935	\$1,557
TIAA Social Choice Equity Portfolio	\$504	\$674	\$857	\$1,387
TIAA Social Choice Bond Portfolio	\$525	\$737	\$967	\$1,624
Nuveen Real Asset Income Portfolio	\$567	\$867	\$1,188	\$2,096
Principal Plus Interest Portfolio	\$0	\$0	\$0	\$0

* Assumes that the maximum Initial Sales Charge of 4.25% was paid for the Class A Units, with the exception of Class A Units in the Principal Plus Interest Portfolio, which are not subject to an Initial Sales Charge.

Class C Units

	<i>Assuming you redeem your Units at the end of each Period</i>					<i>Assuming you do not redeem your Units at the end of each Period</i>				
	6 Months*	Year 1	Year 3	Year 5	Year 10**	6 Months	Year 1	Year 3	Year 5	Year 10**
Age-Based Investment Portfolio										
Ages 0 – 4	\$196	\$191	\$590	\$1,014	\$1,815	\$94	\$191	\$590	\$1,014	\$1,815
Ages 5 – 8	\$195	\$190	\$587	\$1,009	\$1,804	\$94	\$190	\$587	\$1,009	\$1,804
Ages 9 – 10	\$194	\$188	\$580	\$998	\$1,782	\$93	\$188	\$580	\$998	\$1,782
Ages 11 – 12	\$192	\$182	\$565	\$972	\$1,726	\$90	\$182	\$565	\$972	\$1,726
Ages 13 – 14	\$190	\$179	\$556	\$956	\$1,692	\$89	\$179	\$556	\$956	\$1,692
Age 15	\$187	\$173	\$537	\$925	\$1,625	\$86	\$173	\$537	\$925	\$1,625
Age 16	\$185	\$169	\$524	\$903	\$1,579	\$84	\$169	\$524	\$903	\$1,579
Age 17	\$182	\$163	\$506	\$872	\$1,511	\$80	\$163	\$506	\$872	\$1,511
Age 18+	\$180	\$158	\$490	\$845	\$1,454	\$78	\$158	\$490	\$845	\$1,454
Target Risk Portfolios										
Capital Appreciation Portfolio	\$196	\$191	\$590	\$1,014	\$1,815	\$94	\$191	\$590	\$1,014	\$1,815
Conservative Allocation Portfolio	\$180	\$158	\$490	\$845	\$1,454	\$78	\$158	\$490	\$845	\$1,454
Multi-Fund Portfolio										
Nuveen Alternative Income Portfolio	\$187	\$173	\$537	\$925	\$1,806	\$86	\$173	\$537	\$925	\$1,806
Individual Fund Portfolios										
TIAA Large Cap U.S. Equity Index Portfolio	\$156	\$110	\$342	\$593	\$1,094	\$54	\$110	\$342	\$593	\$1,094

Santa Barbara Dividend Growth Portfolio	\$187	\$172	\$534	\$919	\$1,795	\$85	\$172	\$534	\$919	\$1,795
TIAA Large Cap Value Portfolio	\$174	\$147	\$455	\$787	\$1,513	\$72	\$147	\$455	\$787	\$1,513
Harbor Capital Appreciation Portfolio	\$182	\$163	\$506	\$872	\$1,694	\$80	\$163	\$506	\$872	\$1,694
Ariel Portfolio	\$190	\$178	\$552	\$951	\$1,861	\$88	\$178	\$552	\$951	\$1,861
TIAA U.S. Small Cap Portfolio	\$175	\$148	\$459	\$792	\$1,524	\$73	\$148	\$459	\$792	\$1,524
Harding Loevner Global Equity Portfolio	\$200	\$199	\$615	\$1,056	\$2,081	\$98	\$199	\$615	\$1,056	\$2,081
Oakmark International Portfolio	\$194	\$188	\$580	\$998	\$1,961	\$93	\$188	\$580	\$998	\$1,961
DFA Emerging Markets Portfolio	\$180	\$159	\$493	\$850	\$1,649	\$78	\$159	\$493	\$850	\$1,649
MetWest Total Return Bond Portfolio	\$173	\$144	\$446	\$771	\$1,478	\$71	\$144	\$446	\$771	\$1,478
Nuveen Strategic Income Portfolio	\$179	\$156	\$484	\$835	\$1,615	\$77	\$156	\$484	\$835	\$1,615
Nuveen Inflation-Linked Portfolio	\$171	\$139	\$433	\$749	\$1,432	\$69	\$139	\$433	\$749	\$1,432
TIAA Social Choice Equity Portfolio	\$163	\$124	\$386	\$669	\$1,259	\$61	\$124	\$386	\$669	\$1,259
TIAA Social Choice Bond Portfolio	\$174	\$146	\$452	\$781	\$1,501	\$72	\$146	\$452	\$781	\$1,501
Nuveen Real Asset Income Portfolio	\$195	\$190	\$587	\$1,009	\$1,982	\$94	\$190	\$587	\$1,009	\$1,982
Principal Plus Interest Portfolio	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

*Assumes that the applicable CDSC of 1.00% was paid upon the redemption the Class C Units, with the exception of Class C Units in the Principal Plus Interest Portfolio, which would not be subject to a CDSC.

**Assumes the Class C Units converted into Class A Units at the end of Year 6 and thereafter reflects the fees and expenses applicable to Class A Units.

ASSET-BASED FEES AND EXPENSES

The Michigan statute, Public Act 161 of 2000, as amended, Section 3(7)(e) (also referenced as MCL 390.1473(7)(e)) restricts the amount of annual administrative fees, exclusive of initial sales charges, to individual accounts, not to exceed 2% of the average daily net assets of the account.

Program Management Fee

This fee is paid to the Program Manager for administering and managing MAP. All Units pay a Program Management Fee at an annual rate of 0.32% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio).

Service Fee and Distribution Fees

These fees are paid to Nuveen Securities and Selling Institutions for distribution and account servicing functions. All Units pay the Service Fee at an annual rate of 0.25% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio). These services may include establishing and maintaining Accounts, answering inquiries and providing other services. Service Fees paid under MAP also compensate the Distributor for other expenses, including printing and distributing the Disclosure Booklet to persons other than Account owners, and preparing, printing and distributing advertising materials, sales literature and reports used in connection with the sale of Units in MAP.

Only Class C Units pay the distribution fee, which is either 0.40% or 0.75% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio). The distribution fee compensates the Distributor for paying the Selling Institution an ongoing sales commission as well as an advance of the first year's Service Fees and Distribution Fees.

State Administrative Fee

This fee is paid to the Michigan Department of Treasury to administer and maintain Michigan's qualified tuition programs. All Units pay the State Administrative Fee at an annual rate of 0.05% of the average daily net assets of the corresponding Investment Portfolios (excluding Units in the Principal Plus Interest Portfolio).

Underlying Fund Expenses

These are the expenses of the Underlying Funds held by the Investment Portfolios. All Units indirectly bear a pro-rata share of the Underlying Fund Expenses for the corresponding Investment Portfolios.

SALES CHARGES

Class A

Class A Units (with certain exceptions) are subject to an Initial Sales Charge at the time of purchase. The amount of the Initial Sales Charge generally depends on the dollar amount of the contribution. When an Account Owner purchases Class A Units, the applicable Initial Sales Charge is deducted from the dollar amount of the contribution. As such, the Account Owner will receive fewer Units than if no Initial Sales Charge applied.

While there is no Initial Sale Charge when an Account Owner purchases Class A Units in the Principal Plus Interest Portfolio, if Class A Units in the Principal Plus Interest Portfolio are

subsequently exchanged for Class A Units in another Investment Portfolio, the exchange will be subject to an Initial Sales Charge. However, any such exchange would not be subject to an Initial Sales Charge if the Account Owner previously paid an Initial Sales Charge attributable to the Class A Units being exchanged.

The following table lists the Initial Sales Charges applicable to Class A Units. See “Reduction of Class A Units Initial Sales Charge” below to determine whether a reduced Initial Sales Charge would be applied to your contribution, and for details regarding circumstances under which the Initial Sales Charge may be waived.

Dollar Amount of Contribution	Initial Sales Charge ¹
Less than \$50,000	4.25%
At least \$50,000 but less than \$100,000	4.00%
At least \$100,000 but less than \$250,000	3.50%
At least \$250,000 but less than \$500,000	2.50%
At least \$500,000 but less than \$1,000,000 ²	2.00%
\$1,000,000 and over ²	0.00% ³

- 1 Expressed as a percentage of the amount of the contribution.
- 2 Under the Maximum Contribution Limit in effect as of the date of this Disclosure Booklet, contributions will not be accepted to the extent that the proposed contribution, together with the aggregate account balance of all accounts across all qualified tuition programs sponsored by the State (including MAP, MESP and MET) for the same Designated Beneficiary (regardless of account owner) would exceed \$500,000.
- 3 If an Account Owner makes a contribution of \$1,000,000 or more to purchase Class A Units, the Class A Units will be subject to a CDSC of 1.00% if they are redeemed within six months of purchase to satisfy a withdrawal. The CDSC is paid on either the purchase price of the redeemed Units or the redemption proceeds, whichever is less, and the charge is deducted from the redemption proceeds.

Class C

Class C Units are not subject to an Initial Sales Charge; however, Class C Units are subject to a CDSC if they are redeemed to satisfy a withdrawal or Rollover within six months of the date of purchase. A CDSC will also apply to redemptions of Class C Units in connection with transfers from MAP to MESP or MET within six months of purchase.

The CDSC applicable to Class C Units is 1.00% of either the purchase price of the redeemed Units or the redemption proceeds, whichever is less, and the charge is deducted from the redemption proceeds. When an Account Owner redeems Class C Units subject to a CDSC, the Program Manager will first redeem any Units that are not subject to a CDSC, and then redeem Units that the Account Owner has held for the longest period of time, unless the Account Owner specifies that Units be redeemed in a different order. The CDSC holding period is calculated on a monthly basis and begins on the first day of the month in which the purchase of Class C Units was made.

There is no CDSC when an Account Owner redeems Class C Units from the Principal Plus Interest Portfolio. However, if the Account Owner purchases Class C Units of an Investment Portfolio (other than the Principal Plus Interest Portfolio) and later exchanges those Units for Class C Units of the Principal Plus Interest Portfolio, and then subsequently redeems the Units of the Principal Plus Interest Portfolio within six months of the original purchase, a CDSC will apply. Similarly, if an Account Owner purchases Class C Units of the Principal Plus Interest Portfolio, and then exchanges such Units for Class C Units of another Investment Portfolio, the acquired Units will be subject to a CDSC for six months from the time of the exchange.

The following table lists the CDSCs applicable to Class C Units.

Investment Portfolio for Class C Units Being Redeemed for Withdrawal Within Six Months of Purchase	Contingent Deferred Sales Charge (CDSC)¹
All Investment Portfolios (except the Principal Plus Interest Portfolio)	1.00%
Principal Plus Interest Portfolio	0.00%

¹As a percent of either the purchase price of the redeemed Units or the redemption proceeds, whichever is less.

The redemption of Class C Units in connection with any of the following withdrawals is not subject to a CDSC:

- Withdrawals paid to the Designated Beneficiary of the Account (or to the estate of the Designated Beneficiary) on or after the death of the Designated Beneficiary, if the withdrawal is made within one year of death.
- Withdrawals attributable to the Designated Beneficiary's permanent disability (as evidenced by a determination by the federal Social Security Administration), if the withdrawal is made within one year of disability.
- Withdrawals made on account of a scholarship received by the Designated Beneficiary to the extent the amount withdrawn does not exceed the scholarship.
- Amounts that are the subject of a transfer or Rollover from one Account to another Account in MAP, if such Units were not subject to a CDSC at the time of transfer/Rollover.
- Withdrawals made on account of the Designated Beneficiary's attendance at certain military academies to the extent the amount withdrawn does not exceed the costs of qualifying expenses attributable to such attendance.
- Units which are purchased with the proceeds of withdrawals that are subsequently reinvested in an amount equal to all or a portion of the withdrawn amount in Class C Units of the same Investment Portfolio or any other Investment Portfolio, provided that such reinvestment is made within one year of the withdrawal. This CDSC waiver only applies if MAP is notified that a contribution qualifies at the time the contribution is made, and will be granted upon confirmation that a CDSC was previously paid.

Conversion of Class C Units into Class A Units

On or about September 11, 2017, Class C Units will automatically convert to Class A Units after the close of business on the last business day of the first full calendar month after the Class C Units have been owned for six years. As such, Class C Units purchased on or prior to then will convert into Class A Units on or about October 1, 2023. Immediately following conversion, converted Units are subject to the fee structures applicable to Class A Units. No CDSCs are imposed when Class C Units convert to Class A Units.

The Program Manager may also convert Class C Units to Class A Units in Accounts that do not have a Selling Institution of record.

REDUCTION OF CLASS A UNITS INITIAL SALES CHARGE

Rights of Accumulation

Account Owners who have already invested in Class A or Class C Units in MAP and are making additional contributions for Class A Units in MAP may qualify for a discount on the Initial Sales Charge otherwise applicable to the purchase of Class A Units. Such Account Owners may add the contribution to the current aggregate Net Unit Value of their Units in MAP, and compute the

Initial Sales Charge based on the resulting sum. The Account Owner may also include the aggregate Net Unit Value of the Units that are then currently held by the Account Owner in all other Accounts in MAP, not only the Account to which the contribution is being credited. For example, if an Account has Class C Units worth \$70,000 at the time of an additional contribution by the Account Owner, and the Account Owner makes an additional contribution for Class A Units worth \$70,000, the Initial Sales Charge for the \$70,000 contribution would be at the rate applicable to a single contribution worth \$140,000 (*i.e.*, 3.50% of the amount purchased), instead of at the rate applicable to a single contribution worth \$70,000 (*i.e.*, 4.00% of the amount purchased).

Letter of Intent

An Account Owner may also obtain a reduction in the Initial Sales Charge on contributions for Class A Units by means of a Letter of Intent (“LOI”) expressing an intention to contribute at least \$50,000 to an Account or Accounts (for either Class A or Class C Units, or both) within a period of 13 months, which begins on the date of the first contribution on or following the date the LOI is submitted. Each contribution made during the 13-month period will be subject to the Initial Sales Charge at the rate applicable to the aggregate amount of contributions undertaken in the LOI to be made during such period.

An LOI is not a binding obligation to contribute the full amount indicated. The minimum initial investment under an LOI is 5% of the aggregate amount to be contributed under the LOI. Class A Units obtained with the first 5% of the aggregate amount will be held in escrow (while kept in the name of the applicable Account) to secure payment of the higher Initial Sales Charge applicable to the Units actually obtained in the event the full intended amount is not contributed before the LOI expires. If the full amount is not contributed, a sufficient amount of the escrowed Class A Units will be redeemed, and the Account correspondingly debited, to pay the additional Initial Sales Charge applicable to the amount actually contributed, if necessary. When the full amount has been contributed, the escrow will be released. Escrowed Units are not eligible for either Qualified or Non-Qualified Withdrawals during the period the LOI remains in effect unless the Account Owner terminates the LOI.

An Account Owner may take advantage of the LOI option by completing the relevant portion of the Account Application, or by completing and submitting the appropriate MAP form.

Reinstatement Privilege

If all or a part of an Account Owner’s Class A Units in MAP are redeemed in connection with a withdrawal or transfer, and the Account Owner purchased the Class A Units subject to an Initial Sales Charge or paid a CDSC on their redemption, the Account Owner may reinvest an amount equal to all or a portion of the redemption proceeds in Class A Units of the same Investment Portfolio or any other Investment Portfolio at the Net Unit Value, without the imposition of an Initial Sales Charge, next determined after receipt in good order of the contribution, provided that such reinvestment is made within one year of the withdrawal or transfer. This Reinstatement Privilege only applies if MAP is notified that a contribution qualifies for a reduced Initial Sales Charge at the time the contribution is made. The Initial Sales Charge waiver will be granted upon confirmation that an Initial Sales Charge or CDSC was previously paid. The State or Program Manager may amend, suspend or cease offering this Reinstatement Privilege at any time as to Units redeemed after the date of such amendment, suspension or cessation. Reinstated Units for which a CDSC has already been paid will not be subject to a CDSC.

Waiver of Class A Initial Sales Charge

The Distributor will waive the Initial Sales Charge on purchases of Class A Units for an Account Owner:

- (i) who is a current or retired employee or director of the Program Manager or the Distributor or their affiliates, or who is an immediate family member of any such person (immediate family members include spouses or domestic partners, parents, children, grandparents, grandchildren, parents-in-law, sons-in-law and daughters-in-law, siblings, a sibling's spouse and a spouse's siblings);
- (ii) who, for at least the last 90 days, has been an employee of a Selling Institution, or who is an immediate family member of any such person;
- (iii) who utilizes a Financial Advisor that charges a periodic or asset-based fee for the Financial Advisor's services;
- (iv) who makes contributions through an employer payroll contribution plan as approved by the Distributor;
- (v) who makes contributions to an Account that does not have a Selling Institution of record; or
- (vi) who makes aggregate contributions of at least \$1,000,000 (to multiple Accounts given the Maximum Contribution Limit per Account is currently \$500,000 per Designated Beneficiary), in which case the Class A Units will be subject to a CDSC of 1.00% if they are redeemed within six months of purchase to satisfy a withdrawal.

Notwithstanding the foregoing, the Distributor may waive the application of the Initial Sales Charge for purchases of Class A Units in other circumstances in its discretion.

FEES PAYABLE BY THE DISTRIBUTOR

The Distributor will make interests in MAP available through Selling Institutions. Selling Institutions will receive compensation for their services from the Distributor through "Dealer Reallowances" and "Ongoing Service Fees." The Dealer Reallowance is the commission, expressed as a portion of the contribution made, that the Distributor will pay to the applicable Selling Institution. The Dealer Reallowance paid to Selling Institutions for Class A and Class C Units may be paid by the Distributor in whole or in part out of its own assets. The Dealer Reallowance for Class C Units represents an advance of the first year's Service Fees and Distribution Fees. The Ongoing Service Fee is an ongoing fee payable as a percentage of net assets attributable to each applicable Account, which the Selling Institution will receive from the Distributor provided the Selling Institution satisfies certain requirements specified in its contract with the Distributor.

Class A Units

Investment Portfolio for which Units are Purchased	Amount of Contribution	Dealer Reallowance ¹	Ongoing Service Fee ²
Each Investment Portfolio (except the Principal Plus Interest Portfolio)	Less than \$50,000	3.75%	0.25%
	At least \$50,000 but less than \$100,000	3.50%	0.25%
	At least \$100,000 but less than \$250,000	3.00%	0.25%
	At least \$250,000 but less than \$500,000	2.25%	0.25%
	At least \$500,000 but less than \$1,000,000	1.75%	0.25%
	\$1,000,000 and over	0.50%	0.25%
Principal Plus Interest Portfolio	Any Amount	0.00%	0.00%

¹ Expressed as a percentage of the amount of the contribution.

² Expressed as a percentage of net assets of the Investment Portfolio.

Class C Units

Investment Portfolio for which Units are Purchased	Amount of Contribution	Service Fee ¹	Distribution Fee ¹
Age-Based Investment Portfolio and Target Risk Portfolios	Any Amount	0.25%	0.75%
Multi-Fund Portfolio and Individual Fund Portfolios (except the Principal Plus Interest Portfolio)	Any Amount	0.25%	0.40%
Principal Plus Interest Portfolio	Any Amount	0.00%	0.00%

¹ Expressed as a percentage of net assets of the Investment Portfolio.

As noted above, the Initial Sales Charge applicable to Class A Units will be waived under certain conditions. In such event, the Distributor will have no obligation to pay a Dealer Reallowance to the Selling Institution. If you have any questions about the allocation of Dealer Reallowance and the Ongoing Service Fee for MAP, please contact your Financial Advisor.

The Distributor may pay amounts from its own resources and/or assets to Selling Institutions for services relating to the promotion, offering, marketing or distribution of MAP and its Investment Portfolios. These amounts, which are in addition to any sales charges and distribution fees paid by the Investment Portfolios, are generally based on a percentage of the assets attributable to that intermediary invested in the Investment Portfolios (generally not more than 0.12%). In return for such payments, an intermediary may agree to provide a variety of marketing and distribution-related services or access advantages to the Investment Portfolios, including without limitation, presenting Investment Portfolios on “preferred” or “select” lists, granting the Distributor access to the intermediary’s financial consultants, providing assistance in training and educating the intermediary’s personnel, and strategic planning support.

OTHER COMPENSATION

TFI may receive payments from the investment advisers of certain Underlying Funds or their affiliates for a variety of services that TFI provides, or causes to be provided, to Account Owners who are invested in the Investment Portfolios that invest in such Underlying Funds. These services include, for example, recordkeeping for Account Owners, processing of Account Owner transaction requests, and providing quarterly Account statements. In consideration for these services, TFI receives compensation from investment advisers or their affiliates of up to 0.10% of the average annual amount invested by the Investment Portfolios in the underlying investment.

In connection with the Principal Plus Interest Portfolio, TFI also receives payments from TIAA-CREF Life Insurance Company, the issuer of the Funding Agreement in which the Principal Plus Interest Portfolio invests. This payment, among many other factors, is considered by TIAA-CREF Life Insurance Company when determining the interest rates credited under the Funding Agreement.

As Program Manager, TFI recommends to the State for its approval the Investment Portfolios and the Underlying Funds in which those Investment Portfolios will invest. TFI may recommend Underlying Funds that are advised by its affiliated entities, including Teachers Advisors, LLC and Nuveen Fund Advisors, LLC. To the extent that the Investment Portfolios invest in

Underlying Funds that are advised by entities affiliated with TFI, those affiliated entities may receive compensation as a result of additional assets being invested in the Underlying Funds.

INVESTMENT PORTFOLIOS

PLEASE NOTE: An important consideration when saving for college is that the expected holding period of your investment changes as the Designated Beneficiary approaches college age. Variations in Account value close to the time of matriculation can have a meaningful impact on your financial plan, as losses may not be recoverable before the proceeds are required. Before selecting investment options, you and your Financial Advisor should seriously consider the level of risk you wish to assume, your investment time horizon, other resources and liabilities, and any other factor that is important to you.

GENERALLY

MAP offered under this Disclosure Booklet includes multiple Investment Portfolios, including:

- 1 Age-Based Investment Portfolio that, to varying extents depending on the applicable age-band, invests in multiple Underlying Funds and the Funding Agreement.
- 19 other Investment Portfolios, including:
 - 2 Target Risk Portfolios that, to varying extents, invest in multiple Underlying Funds and the Funding Agreement.
 - 1 Multi-Fund Portfolio that invests in three Underlying Funds.
 - 15 Individual Fund Portfolios, each of which invests in a single Underlying Fund.
 - 1 Individual Fund Portfolio that invests solely in the Funding Agreement.

The Investment Portfolios that are currently available through MAP are listed below. The Investment Portfolios are subject to certain risks. Please see “MAP RISK FACTORS,” for a discussion of the principal risks relating to MAP, and “DESCRIPTION OF THE UNDERLYING FUND RISKS” in Appendix B, for a discussion of the risks relating to the Underlying Funds. **Investment Portfolios may be removed from MAP and additional Investment Portfolios may be added to MAP in the future, and the Investment Portfolios’ underlying investments may change.**

Age-Bands of the Age-Based Investment Portfolio

- Ages 0 – 4
- Ages 5 – 8
- Ages 9 – 10
- Ages 11 – 12
- Ages 13 – 14
- Age 15
- Age 16
- Age 17
- Age 18+

Target Risk Portfolios

- Capital Appreciation Portfolio
- Conservative Allocation Portfolio

Multi-Fund Portfolio

- Nuveen Alternative Income Portfolio

Individual Fund Portfolios

- TIAA Large Cap U.S. Equity Index Portfolio
- Santa Barbara Dividend Growth Portfolio
- TIAA Large Cap Value Portfolio
- Harbor Capital Appreciation Portfolio
- Ariel Portfolio
- TIAA U.S. Small Cap Portfolio
- Harding Loevner Global Equity Portfolio
- Oakmark International Portfolio
- DFA Emerging Markets Portfolio
- MetWest Total Return Bond Portfolio
- Nuveen Strategic Income Portfolio
- Nuveen Inflation-Linked Portfolio
- TIAA Social Choice Equity Portfolio
- TIAA Social Choice Bond Portfolio
- Nuveen Real Asset Income Portfolio
- Principal Plus Interest Portfolio

You may allocate contributions to one or more of the Investment Portfolios. Note that contributions to the Aged-Based Investment Portfolio are subject to special procedures, as described below. Other than selecting how to allocate contributions to MAP among one or more of the Investment Portfolios, under federal law, neither Account Owners nor Designated Beneficiaries may exercise any investment discretion, directly or indirectly, over contributions to an Account or any earnings on contributions. Accordingly, once your assets are invested, there are restrictions on moving such assets to different Investment Portfolios. See “CHANGES TO AN ACCOUNT - REBALANCING ACCOUNT ASSETS AMONG THE INVESTMENT PORTFOLIOS”

The Investment Portfolios are authorized by the State Treasurer as trustee of MAP funds. The State Treasurer as trustee may add or remove Investment Portfolios or change the investment allocations of, or the investments held by, any Investment Portfolio at any time. The allocation tables accompanying the Investment Portfolio descriptions below indicate the current target investment allocations for each Investment Portfolio.

Like the asset allocations, the percentage of contributions that will be allocated to each of the Underlying Funds or the Funding Agreement included in any Investment Portfolio may be changed from time to time by the State. The State reserves the right to discontinue offering Units in any Investment Portfolio or to offer Units of additional Investment Portfolios at any time. In addition, the State has the authority to merge, terminate or reorganize Investment Portfolios. All of these actions can be taken without the consent of Account Owners.

Account Owners own interests in the Investment Portfolios to which they have allocated assets in their Accounts. Neither Account Owners nor Designated Beneficiaries have a direct beneficial interest in the Underlying Funds or the Funding Agreement. As such, neither Account Owners nor Designated Beneficiaries have any shareholder or contractual rights with respect to the Underlying Funds or the Funding Agreement, respectively.

CHOOSING INVESTMENT PORTFOLIOS

The Investment Portfolios described in this Disclosure Booklet allow Account Owners to employ different investment strategies. The following general statements herein may be a useful starting point in choosing Investment Portfolios. More information about the Underlying Funds is contained in Appendix B to this Disclosure Booklet. You should consult your Financial Advisor about which Investment Portfolio to select for your Account and if you wish to evaluate your individual financial circumstances. See “MAP RISK FACTORS” for a description of certain risks associated with an investment in MAP.

TARGET ASSET ALLOCATIONS OF THE INVESTMENT PORTFOLIOS

Amounts invested in the Investment Portfolios are allocated among one or more Underlying Funds and/or the Funding Agreement in accordance with the policies of the State, which may be changed from time to time. The Underlying Funds in which the Investment Portfolios invest are described in Appendix B to this Disclosure Booklet.

The target asset allocations of each Investment Portfolio described herein are in effect as of the date of this Disclosure Booklet, as it may be supplemented from time to time. In addition, the actual asset allocations of the Investment Portfolios may vary from the targeted allocations specified in this Disclosure Booklet due to the performance of the Underlying Funds. The Program Manager expects to “rebalance” the Investment Portfolios (other than the Individual Fund Portfolios) periodically by selling and/or purchasing shares of the relevant Underlying Funds and/or investing in the Funding Agreement, thereby bringing the Investment Portfolios’ (other than the Individual Fund Portfolios’) asset allocations back to their respective target asset allocations.

AGE-BASED INVESTMENT PORTFOLIO

The Age-Based Investment Portfolio is currently divided into nine age-bands, each of which has a different investment strategy. Depending on the Designated Beneficiary’s age, contributions to the Age-Based Investment Portfolio are invested in one of the nine age-bands. As discussed below, the age-bands for younger Designated Beneficiaries seek a favorable long-term return by investing primarily in mutual funds that invest primarily in equity securities, which typically have a higher level of risk, but may have greater potential for returns than mutual funds that invest primarily in debt securities. As a Designated Beneficiary ages, the age-bands allocate less to mutual funds that invest primarily in equity securities and allocate more to mutual funds that invest primarily in debt securities, which typically have a lower level of risk than mutual funds that invest primarily in equity securities. Certain age-bands for older Designated Beneficiaries also invest in the Funding Agreement to preserve capital.

As the Designated Beneficiary ages, assets in your Account attributable to the Age-Based Investment Portfolio are moved from one age-band to the next on the first “Rolling Date” following the Designated Beneficiary’s fifth, ninth, eleventh, thirteenth, fifteenth, sixteenth, seventeenth and eighteenth birthdays. The Rolling Dates are March 20, June 20, September 20 and December 20 (or the first business day thereafter).

Investment Objective – These Investment Portfolios seek to match the investment objective and level of risk to the investment horizon by taking into account the Designated Beneficiary’s current age and the number of years before the Designated Beneficiary turns 18 and is expected to enter college.

Target Asset Allocation –

Underlying Fund / Funding Agreement	Ticker	Target Asset Allocations								
		Ages 0 – 4	Ages 5 – 8	Ages 9 – 10	Ages 11 – 12	Ages 13 – 14	Age 15	Age 16	Age 17	Age 18+
Nuveen Large Cap Core Fund	NLCFX	35.84%	31.36%	26.88%	22.40%	17.92%	13.44%	11.20%	8.96%	6.72%
Nuveen Santa Barbara Dividend Growth Fund	NSBFX	4.48%	3.92%	3.36%	2.80%	2.24%	1.68%	1.40%	1.12%	0.84%
TIAA-CREF Small-Cap Equity Fund	TISEX	4.48%	3.92%	3.36%	2.80%	2.24%	1.68%	1.40%	1.12%	0.84%
TIAA-CREF International Equity Index Fund	TCIEX	19.20%	16.80%	14.40%	12.00%	9.60%	7.20%	6.00%	4.80%	3.60%
TIAA-CREF Emerging Markets Equity Index Fund	TEQLX	4.80%	4.20%	3.60%	3.00%	2.40%	1.80%	1.50%	1.20%	0.90%
Nuveen Real Asset Income Fund	NRIFX	5.60%	4.90%	4.20%	3.50%	2.80%	2.10%	1.75%	1.40%	1.05%
Nuveen Real Estate Securities Fund	FREGX	5.60%	4.90%	4.20%	3.50%	2.80%	2.10%	1.75%	1.40%	1.05%
TIAA-CREF Bond Fund	TIBDX	12.00%	18.00%	24.00%	24.00%	27.00%	27.00%	24.00%	18.00%	15.00%
Nuveen Strategic Income Fund	FSFRX	4.00%	6.00%	8.00%	8.00%	7.20%	5.40%	3.20%	1.20%	0.00%
Nuveen Inflation Protected Securities Fund	FISFX	3.00%	4.50%	6.00%	6.00%	6.75%	6.75%	6.00%	4.50%	3.75%
TIAA-CREF Emerging Markets Debt Fund	TEDNX	1.00%	1.50%	2.00%	2.00%	2.25%	2.25%	2.00%	1.50%	1.25%
TIAA-CREF High-Yield Fund	TIHYX	0.00%	0.00%	0.00%	0.00%	0.90%	1.80%	2.40%	2.40%	2.50%
Nuveen Symphony Credit Opportunities Fund	NCSRX	0.00%	0.00%	0.00%	0.00%	0.90%	1.80%	2.40%	2.40%	2.50%
TIAA-CREF Life Funding Agreement	N/A	0.00%	0.00%	0.00%	10.00%	15.00%	25.00%	35.00%	50.00%	60.00%

TARGET RISK PORTFOLIOS

The Target Risk Portfolios are currently comprised of two Investment Portfolios. The Target Risk Portfolios are designed for Account Owners who prefer a diversified Investment Portfolio with a fixed risk level rather than a risk level that changes as the Designated Beneficiary ages. Each Target Risk Portfolio invests in multiple Underlying Funds, and one Target Risk Portfolio also invests in the Funding Agreement.

Capital Appreciation Portfolio

Investment Objective – This Investment Portfolio seeks favorable long-term return by investing in mutual funds that invest primarily in equity securities and, to a lesser extent, in mutual funds that primarily invest in debt securities.

Target Asset Allocation –

Underlying Funds	Ticker	Target Asset Allocation
Nuveen Large Cap Core Fund	NLCFX	35.84%
Nuveen Santa Barbara Dividend Growth Fund	NSBFX	4.48%
TIAA-CREF Small-Cap Equity Fund	TISEX	4.48%
TIAA-CREF International Equity Index Fund	TCIEX	19.20%
TIAA-CREF Emerging Markets Equity Index Fund	TEQLX	4.80%
Nuveen Real Asset Income Fund	NRIFX	5.60%

Nuveen Real Estate Securities Fund	FREGX	5.60%
TIAA-CREF Bond Fund	TIBDX	12.00%
Nuveen Strategic Income Fund	FSFRX	4.00%
Nuveen Inflation Protected Securities Fund	FISFX	3.00%
TIAA-CREF Emerging Markets Debt Fund	TEDNX	1.00%

Conservative Allocation Portfolio

Investment Objective – This Investment Portfolio seeks a conservative to moderate total return by investing in a funding agreement and mutual funds that invest primarily in debt securities and, to a lesser extent, by investing in mutual funds that invest primarily in equity securities.

Target Asset Allocation –

Underlying Funds	Ticker	Target Asset Allocation
Nuveen Large Cap Core Fund	NLCFX	6.72%
Nuveen Santa Barbara Dividend Growth Fund	NSBFX	0.84%
TIAA-CREF Small-Cap Equity Fund	TISEX	0.84%
TIAA-CREF International Equity Index Fund	TCIEX	3.60%
TIAA-CREF Emerging Markets Equity Index Fund	TEQLX	0.90%
Nuveen Real Asset Income Fund	NRIFX	1.05%
Nuveen Real Estate Securities Fund	FREGX	1.05%
TIAA-CREF Bond Fund	TIBDX	15.00%
Nuveen Inflation Protected Securities Fund	FISFX	3.75%
TIAA-CREF Emerging Markets Debt Fund	TEDNX	1.25%
TIAA-CREF High-Yield Fund	TIHYX	2.50%
Nuveen Symphony Credit Opportunities Fund	NCSRX	2.50%
TIAA-CREF Life Funding Agreement	N/A	60.00%

MULTI-FUND PORTFOLIO

Currently there is one Multi-Fund Portfolio. The Multi-Fund Portfolio seeks to achieve its investment objective by investing in multiple Underlying Funds. The Multi-Fund Portfolio is designed for Account Owners who desire a more targeted investment strategy for all or a portion of their Accounts. Account Owners are encouraged to consult their Financial Advisor before choosing the Multi-Fund Portfolio and may wish to consider diversifying their college savings by investing in other vehicles in addition to the Multi-Fund Portfolio.

Nuveen Alternative Income Portfolio

Investment Objective – This Investment Portfolio seeks to provide a moderate to favorable long-term total return by investing in multiple mutual funds that invest across the capital structure of a wide range of companies as well as in fixed income sectors.

Target Asset Allocation –

Underlying Funds	Ticker	Target Asset Allocation
Nuveen Real Asset Income Fund	NRIFX	33.33%
Nuveen Strategic Income Fund	FSFRX	33.33%
Nuveen Symphony Credit Opportunities Fund	NCSRX	33.34%

INDIVIDUAL FUND PORTFOLIOS

The Individual Fund Portfolios are comprised of 16 separate Investment Portfolios. Each Individual Fund Portfolio invests in a single Underlying Fund, except the Principal Plus Interest Portfolio, which invests solely in the Funding Agreement.

Because each Individual Fund Portfolio (with the exception of the Principal Plus Interest Portfolio) invests in a single Underlying Fund, the performance of each such Individual Fund Portfolio is dependent upon the performance of its Underlying Fund. Accordingly, the performance of each such Individual Fund Portfolio may be more volatile than the Investment Portfolios that invest in more than one Underlying Fund. The Individual Fund Portfolios are designed for Account Owners who desire a more targeted investment strategy for all or a portion of their Accounts. Account Owners are encouraged to consult their Financial Advisor before choosing an Individual Investment Portfolio and may wish to consider diversifying their college savings by investing in other vehicles in addition to any Individual Fund Portfolios.

TIAA Large Cap U.S. Equity Index Portfolio

Investment Objective – This Investment Portfolio seeks to provide a favorable long-term total return, mainly through capital appreciation, by investing in a mutual fund that invests primarily in a portfolio of equity securities of large domestic companies selected to track U.S. equity markets based on the S&P 500 Index.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
TIAA-CREF S&P 500 Index Fund	TISPX	100%

Santa Barbara Dividend Growth Portfolio

Investment Objective – This Investment Portfolio seeks to provide an attractive total return comprised of income from dividends and long-term capital appreciation.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Nuveen Santa Barbara Dividend Growth Fund	NSBFX	100%

TIAA Large Cap Value Portfolio

Investment Objective – This Investment Portfolio seeks to provide a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of large domestic companies.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
TIAA-CREF Large-Cap Value Fund	TRLIX	100%

Harbor Capital Appreciation Portfolio

Investment Objective – This Investment Portfolio seeks capital appreciation primarily from the return of equity securities, specifically U.S. companies with market capitalizations of at least \$1 billion.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Harbor Capital Appreciation Fund	HNACX	100%

Ariel Portfolio

Investment Objective – This Investment Portfolio pursues long-term capital appreciation, primarily from the returns of small and mid-cap stocks.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Ariel Fund	ARAIX	100%

TIAA U.S. Small Cap Portfolio

Investment Objective – This Investment Portfolio seeks to provide a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of smaller domestic companies.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
TIAA-CREF Small-Cap Equity Fund	TISEX	100%

Harding Loevner Global Equity Portfolio

Investment Objective – This Investment Portfolio seeks long-term capital appreciation primarily from the returns of equity securities of companies based both inside and outside the United States.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Harding Loevner Global Equity Portfolio	HLMVX	100%

Oakmark International Portfolio

Investment Objective – This Investment Portfolio seeks to provide a favorable long-term total return primarily from the common stocks of non-U.S. companies.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Oakmark International Fund	OANIX	100%

DFA Emerging Markets Portfolio

Investment Objective – This Investment Portfolio seeks to achieve long-term capital appreciation primarily from equity securities associated with emerging markets.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
DFA Emerging Markets Core Equity Portfolio	DFCEX	100%

MetWest Total Return Bond Portfolio

Investment Objective – This Investment Portfolio seeks to maximize long-term total return.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
MetWest Total Return Bond Fund	MWTSX	100%

Nuveen Strategic Income Portfolio

Investment Objective – This Investment Portfolio seeks to provide total return.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Nuveen Strategic Income Fund	FSFRX	100%

Nuveen Inflation-Linked Portfolio

Investment Objective – This Investment Portfolio seeks to provide total return while providing protection against inflation.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Nuveen Inflation Protected Securities Fund	FISFX	100%

TIAA Social Choice Equity Portfolio

Investment Objective – This Investment Portfolio seeks to provide a favorable long-term total return, mainly through capital appreciation, while giving special consideration to certain environmental, social and governance criteria.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
TIAA-CREF Social Choice Equity Fund	TISCX	100%

TIAA Social Choice Bond Portfolio

Investment Objective – This Investment Portfolio seeks to provide long-term total return through income and capital appreciation while giving special consideration to certain environmental, social and governance criteria.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
TIAA-CREF Social Choice Bond Fund	TSBIX	100%

Nuveen Real Asset Income Portfolio

Investment Objective – This Investment Portfolio seeks to provide a high level of income. The secondary objective is to seek capital appreciation.

Target Asset Allocation –

Underlying Fund	Ticker	Target Asset Allocation
Nuveen Real Asset Income Fund	NRIFX	100%

Principal Plus Interest Portfolio

Investment Objective – This Investment Portfolio seeks to preserve capital and provide a stable return.

Target Asset Allocation –

Underlying Investment	Ticker	Target Asset Allocation
TIAA-CREF Life Funding Agreement	N/A	100%

THE UNDERLYING FUNDS

To fully understand the investment policies and risks of the Underlying Funds, you should refer to the current prospectuses for the Underlying Funds. Information on how to obtain a free copy of each Underlying Fund's prospectus is contained in Appendix B of this Disclosure Booklet. Prospectuses are also available on the Securities and Exchange Commission's website, **www.sec.gov**.

The prospectus for each Underlying Fund describes the Underlying Fund's investment objective, strategies, risks and policies, which are subject to change. Appendix B to this Disclosure Booklet provides information on the Underlying Funds' investment objectives, strategies and risks as of the date of this Disclosure Booklet.

THE TIAA-CREF LIFE FUNDING AGREEMENT

Multiple Investment Portfolios invest, in whole or in part, in the Funding Agreement issued by TIAA-CREF Life Insurance Company (“TIAA-CREF Life”), which is an affiliate of TFI, to the Michigan Department of Treasury as the policyholder on behalf of MAP. The Funding Agreement provides a guaranteed rate of return on the amounts allocated to it by the Investment Portfolios. The guaranteed interest under the Funding Agreement is guaranteed to the Michigan Department of Treasury as the policyholder, not to Account Owners. The minimum effective annual interest rate will be neither less than 1% nor greater than 3% at any time. Also, under the Funding Agreement, TIAA-CREF Life may credit interest in addition to the minimum effective annual interest rate at its discretion. The Funding Agreement is subject to the risk that TIAA-CREF Life could fail to perform its obligations for financial or other reasons.

The rate of any additional interest is declared in advance for a period of up to 12 months and is not guaranteed for any future periods. The effective annual interest rate applicable to the Funding Agreement will be posted on MAP’s website, www.MI529advisor.com.

HISTORICAL PERFORMANCE OF THE INVESTMENT PORTFOLIOS

Because the Investment Options are new as of the date of this Disclosure Booklet, no performance information is presented below. Updated performance data will be available by visiting the Program’s Web site, www.MI529advisor.com, or by calling the Program Manager, toll-free, at 1-866-529-8818.

Past performance is not a guarantee of future results. Performance may be substantially affected over time by changes in the allocations and/or changes in the investments in which each Investment Option invests. Investment returns and the principal value will fluctuate, so that your Account, when redeemed, may be worth more or less than the amounts contributed to your Account.

MAP RISK FACTORS (in alphabetical order)

MAP is designed to facilitate tax-advantaged savings for the Qualified Higher Education Expenses of a Designated Beneficiary. However, there are various risks associated with an investment in MAP, including that you can lose some or all of your investment. You are advised to consult a Financial Advisor before investing in MAP or determining what the most appropriate Investment Portfolios may be and how to integrate your investment in MAP with your overall college savings strategy for your Designated Beneficiary. In addition to the risks associated with MAP below, the risks associated with the Underlying Funds are described in Appendix B.

Allocation Risk. The investment performances of the age-bands of the Age-Based Investment Portfolio, the Target Risk Portfolios and the Multi-Fund Portfolio depend upon how their respective assets are allocated among particular Underlying Funds and/or the Funding Agreement according to their respective allocation targets and ranges. A principal risk of investing in those Investment Portfolios is that the Program Manager will make less than optimal or poor decisions in selecting their underlying investments or assigning target asset allocations. It is possible that the Program Manager will focus on Underlying Funds and other investments that perform poorly or underperform other available funds or other investments under various market conditions.

Changes to Fees and Expenses. The State Treasurer may change the fees and expenses applicable to classes of Units and Investment Portfolios at any time, without Account Owner consent, resulting in additional fees and expenses for future contributions as well as with respect to existing Account assets. Changes to the Underlying Funds or other investments for an Investment Portfolio, which the State is permitted to make at any time, may result in increases in the expenses of investing in Underlying Funds or other investments.

Changes to the Investment Program. The State Treasurer may change the structure of MAP, the asset allocation of an Investment Portfolio, add, remove or change the underlying investments in which an Investment Portfolio invests, merge Investment Portfolios, cease accepting contributions to Investment Portfolios, create additional Investment Portfolios, or terminate Investment Portfolios, all without regard to prior Account Owner selections and without prior notice to Account Owners or their consent. If the State Treasurer does any of the foregoing, the risks, benefits and expenses associated with participating in MAP may change as a result of such action. The State Treasurer will circulate an update to this Disclosure Booklet in connection with any such change. See “REPORTING AND OTHER RELATED MATTERS.” If the asset allocations or Underlying Funds change during the term of your Account, you may choose to withdraw the assets in your Account, but the earnings you withdraw may be subject to federal and state income tax and a 10% federal penalty tax. See “TAX INFORMATION.”

Education Savings Alternatives. A number of other qualified tuition programs and other education savings and investment programs are currently available to prospective Account Owners. These programs may offer benefits, including state tax benefits, other investment options and investment control (in programs other than qualified tuition programs), to some or all Account Owners or Designated Beneficiaries that are not available under the terms of MAP. For example, an Account Owner’s state of residence may offer a qualified tuition program similar to MAP that offers state tax deductions or other benefits not available from participation in MAP. In addition, federal tax law may be changed to create new education savings alternatives with more favorable federal tax consequences than those available through MAP. These programs may also involve fees and expenses that are lower than the fees and expenses of MAP. Accordingly, prospective Account Owners should consider these other investment alternatives, including any qualified tuition program offered by the Account Owner’s or Designated Beneficiary’s state of residence, before establishing an Account and participating in MAP. See “TAX INFORMATION” for important additional information.

Federal Tax Consequences. Participation in tuition savings plans, such as MAP, could have significant federal and state tax consequences for Account Owners. For example, the earnings portion of any Non-Qualified Withdrawals will be taxed at the ordinary income tax rate of the Account Owner or Designated Beneficiary, and may be subject to the 10% federal penalty tax. Account Owners are solely responsible for ascertaining their compliance with federal and state tax laws; neither the Program Manager nor the State will do so on their behalf. Account Owners should consult with their tax advisors regarding participation in MAP.

Depending on the performance of the Investment Portfolios in which the Account is invested, the balance of an Account could significantly exceed the amount necessary to fund the Qualified Higher Education Expenses of a Designated Beneficiary. In such a situation, the Account Owner has limited options to avoid federal (and potentially state) income tax, including potentially the 10% federal penalty tax, on the withdrawal of the remaining Account balance, such as designating a Member of the Family of the current Designated Beneficiary as the new Designated Beneficiary. See “TAX INFORMATION” for important additional information.

Investment Risks. Contributions made to an Account will be allocated to one or more selected Investment Portfolios, which will in turn be invested in one or more Underlying Funds and/or the Funding Agreement. As a result, contributions made to an Account are subject to the risks associated with the applicable Underlying Fund(s) and/or the Funding Agreement to the degree of such investment. These investment risks may include market risk and interest rate risk, among others. The risks associated with the Underlying Funds are described in Appendix B. **The value of an Account may increase or decrease based on the investment performance of the Underlying Fund(s) or other investment(s) in which the applicable Investment Portfolio(s) invest. The value of an Account may be more or less than the aggregate amount contributed to the Account. Account Owners may lose money (including amounts contributed to an Account) or may not make money.** If the Underlying Fund(s) or the Funding Agreement in which an Investment Portfolio invests, or the allocation of that Investment Portfolio's assets among the Underlying Funds or the Funding Agreement, change in the future, the risks associated with investing in that Investment Portfolio will also change.

Lack of Certainty/Adverse Tax Consequences. Final federal tax regulations under Section 529 or other administrative guidance or court decisions may be issued which would materially adversely affect the federal tax consequences with respect to MAP. In addition, the United States Congress could enact legislation that would materially and adversely affect the federal tax consequences of MAP. The State and the Program Manager intend to modify MAP, as necessary, to enable MAP to meet the requirements of Section 529. In the event that MAP, as currently structured or as subsequently modified, does not meet the requirements of Section 529 for any reason, the tax consequences applicable to Account Owners and Designated Beneficiaries will differ from those described under the heading "TAX INFORMATION."

Lack of Control by Account Owners. An Account Owner is not permitted to exercise control with respect to the asset allocations or underlying investments for the Investment Portfolios in which the Account invests. Once an Investment Portfolio has been selected for a particular contribution, an Account Owner may only change his or her investment allocation twice per calendar year, or at any time the Account Owner changes the Designated Beneficiary to a Member of the Family of the previous Designated Beneficiary. In addition, the asset allocations and the underlying investments of the Investment Portfolios may be changed from time to time without Account Owners' consent.

Limitations on Contributions to Accounts. As set forth under the heading "OPENING AND MAINTAINING YOUR ACCOUNT — Maximum Contribution Limit," the State has established a limit on the aggregate balance above which no new contributions can be made in any Account(s) established on behalf of a particular Designated Beneficiary. You can contribute to such Account(s) until the balance reaches \$500,000. The Maximum Contribution Limit includes contributions to accounts in MET and MESP, and any other qualified tuition programs sponsored by the State. This limit is referred to as the Maximum Contribution Limit. However, even if the aggregate value of all accounts established for a Designated Beneficiary equals or exceeds the Maximum Contributions Limit, such account balances may not be sufficient to fund all of the Qualified Higher Education Expenses of that Designated Beneficiary.

Limited Liquidity. The circumstances under which Account assets may be withdrawn without adverse tax consequences are limited. This reduces the liquidity of an investment in an Account.

Management Risks. There is a risk that the asset allocation strategy approved by the State may fail to produce the intended results.

No Guarantee of Performance. Past performance information should not be viewed as a prediction of future performance of any particular Investment Portfolio or Underlying Fund or other investment. Moreover, in view of past and possible future revisions of the asset allocations and underlying investments of the Investment Portfolios, the future investment results of any Investment Portfolio cannot be expected, for any period, to be similar to the past performance of that or any other Investment Portfolio.

No Insurance or Guarantees. None of an Account, amounts contributed to an Account, the investment return, if any, on an Account, or the future value of an Account and investments under MAP are guaranteed or insured by the State, the Michigan Department of Treasury, the State Treasurer of Michigan, the Michigan Education Savings Program, the Federal Deposit Insurance Corporation, any other government agency or entity, or any of the service providers to the Michigan Education Savings Program, including, but not limited to, TFI, Nuveen Securities or any of their affiliates, members, officers or employees, any agent or representative retained in connection with MAP, or any other person. None of these entities or persons has any legal or moral obligation to ensure the ultimate return of any contribution to an Account or that there will be any investment earnings, or a particular rate of investment return, with respect to any Account. You could lose money (including amounts contributed to your Account), or not make money, if you participate in MAP.

No Guarantees With Respect to Eligible Educational Institution. Participation in MAP does not guarantee that any Designated Beneficiary: (1) will be accepted as a student by any Eligible Educational Institution; (2) if accepted, will be permitted to continue as a student; (3) will be treated as a State resident or resident of any state for tuition for financial aid purposes; (4) will graduate from any Eligible Educational Institution; or (5) will achieve any particular treatment under applicable state or federal financial aid programs.

No Recommendation by the Program Manager, the Distributor or the State. Neither the Program Manager, the Distributor nor the State is recommending any specific Investment Portfolio or any specific Unit class for any particular Account Owner. The determinations of whether to invest, how much to invest, which Unit class to purchase and which Investment Portfolios to select is solely the decision of the Account Owner. An Account Owner should seek the advice of his or her Financial Advisor in choosing to invest in MAP and in selecting any specific Unit class(es) and Investment Portfolio(s).

Not an Investment in Mutual Funds or Registered Securities. Although certain Investment Portfolios invest in mutual funds, neither MAP nor any of MAP's Investment Portfolios is a mutual fund. As municipal securities, interests in MAP are not registered with the U.S. Securities and Exchange Commission ("SEC") or any state, nor is MAP or any of the Investment Portfolios registered as investment companies with the SEC or any state.

Portfolio Performance May Not Keep Pace with Education Expense Inflation. No assurance can be given that any Investment Portfolio will earn any investment return. In addition, the level of future inflation in Qualified Higher Education Expenses is uncertain and could exceed the rate of investment return earned by any or all of the Investment Portfolios.

Status of Federal and State Laws and Regulations Governing MAP. Michigan law, the rules, procedures and guidelines adopted by the State of Michigan, and federal law and regulations governing the operation of MAP may change in the future. In addition, state laws (including Michigan laws) and federal laws relating to the funding of Qualified Higher Education Expenses and tax matters are also subject to change. No assurance can be given that changes in law will

not adversely affect the value of participation in MAP or Accounts maintained under MAP. Furthermore, neither the State nor the Program Manager is required to continue MAP. On January 17, 2008, the IRS issued an Advance Notice of Proposed Rulemaking (the "Notice"), which details particular issues on which the IRS intends to issue new regulations under Section 529 ("New Regulations"). The Notice describes certain aspects of Section 529 to be addressed and indicates that the New Regulations will contain an anti-abuse rule with respect to certain gifting and estate tax treatment of Section 529 plans. Although the Notice provides that the New Regulations generally will be prospective in effect, the Notice also states that the anti-abuse rule may be applied retroactively. No assurances can be given as to when or if such New Regulations will be promulgated, what they may provide and when they may be effective.

Suitability of MAP for Account Owner. An investment in MAP will not be an appropriate investment for all investors. Some Investment Portfolios entail more risk than other Investment Portfolios and may not be suitable for an Account Owner, or for the entire balance of his or her Account. This is particularly true for the Individual Fund Portfolios, which are invested in a single Underlying Fund or the Funding Agreement. No Individual Fund Portfolio should be considered a complete investment program, but should be a part of an Account Owner's overall investment strategy designed in light of an Account Owner's particular needs and circumstances, as well as an Account Owner's determination (after consulting with his or her Financial Advisor and consultant) of the Account Owner's own risk tolerance, including the ability to withstand losses.

You should evaluate MAP and the Investment Portfolios in the context of your overall financial situation, investment goals, tax status, other resources and needs (such as liquidity) and other investments, including other college savings strategies. While there is no guarantee that MAP is or will be an appropriate investment for anyone, in particular, if you consider yourself an especially aggressive or conservative investor, you may want to save for higher education by making investments in addition to or other than through MAP to seek to achieve the investment result that is appropriate for you. Because neither the State, the Program Manager, nor the Distributor is providing you any recommendations or advice, you and your Financial Advisor should determine how much to invest in MAP and which Unit class(es) and Investment Portfolio(s) are suitable for you.

Termination of the Program Management Agreement and Changes in Program Manager. A new program manager may be appointed either upon expiration of the current term of the Management Agreement or earlier in the event the Program Manager or the State terminates the Management Agreement prior to the end of a term. See "OVERSIGHT OF MAP." In such case, the fee and compensation structure of the new program manager may be higher or lower than the fee and compensation structure currently in effect for MAP.

Uncertainty of Treatment for Financial Aid Purposes. The eligibility of your Designated Beneficiary for financial aid will depend upon the circumstances of the Designated Beneficiary's family at the time the Designated Beneficiary enrolls in school, as well as on the policies of the governmental agencies, school or private organizations to which the Designated Beneficiary or the Designated Beneficiary's family applies for financial assistance. Because saving for college will increase the financial resources available to the Designated Beneficiary, there will most likely be some effect on the Designated Beneficiary's eligibility. However, because these policies vary at different institutions and can change over time, it is not possible to predict how the federal financial aid program, state or local government, private organizations or the school to which your Designated Beneficiary applies will treat your Account.

Medicaid Eligibility. The eligibility of an Account Owner for Medicaid assistance could be impacted by the Account Owner's ownership of a Section 529 qualified tuition program. When determining Medicaid eligibility, it is possible that Medicaid authorities will consider the MAP Account to be the Account Owner's "available" asset for up to 60 months (five years) after the Account is opened. Medicaid laws and regulations may change and Account Owners should consult with a qualified advisor regarding their particular situation.

Underlying Investments Risks. Because each Investment Portfolio invests primarily one or more Underlying Funds and/or the Funding Agreement, the risks associated with investing in each Investment Portfolio are closely related to the risks associated with the underlying investments. The ability of each Investment Portfolio to achieve its investment objective will depend upon the performance of the underlying investments. There can be no assurance or guarantees regarding the performance of the underlying investments, or that their investment objectives, if any, will be achieved. As noted above, the risks associated with the Underlying Funds are described in Appendix B.

The Net Unit Value of each Investment Portfolio will fluctuate in response to changes in the value of its underlying investment(s) and its expense structure. The extent to which the investment performance and risks associated with each Investment Portfolio correlate to those of a particular underlying investment will depend upon the extent to which the Investment Portfolio's assets are allocated for investment in the Underlying Funds and/or the Funding Agreement, which will vary. To the extent that an Investment Portfolio invests a significant portion of its assets in one Underlying Fund or the Funding Agreement, it will be particularly sensitive to the risks associated with that Underlying Fund or the Funding Agreement.

Varying Investment Results. As with any investment, the return an Account Owner can expect from participation in MAP will vary depending on circumstances. Past performance of an Investment Portfolio is no guarantee or indication of future results for that Investment Portfolio or its underlying investments. In addition, if an Account Owner selects the Age-Based Investment Portfolio, the applicable investment return is expected to change over time as Units of the relatively more aggressive age-bands of the Age-Based Investment Portfolio are redeemed by the Program Manager and used to purchase Units of relatively more conservative age-bands of the Age-Based Investment Portfolio. See "INVESTMENT PORTFOLIOS — Choosing Investment Portfolios."

OVERSIGHT OF MAP

The primary purpose of MAP, as a component of the Michigan Education Savings Program, is to permit families to benefit from tax benefits of qualified college savings programs allowed by federal law and encourage timely financial planning for higher education. The Michigan Public Act 161 of 2000, as amended (the "Statute"), provides that the State Treasurer will administer the Michigan Education Savings Program and act as the trustee for the Michigan Education Savings Program's funds. The purposes, powers and duties of the Michigan Education Savings Program are vested in and will be exercised by the State Treasurer or the designee of the State Treasurer. The Statute further provides that the State Treasurer may employ or contract with personnel and contract for services necessary for the administration of the Michigan Education Savings Program and the investment of assets in the Michigan Education Savings Program, including but not limited to, managerial, professional, legal, clerical, technical and administrative personnel or services.

Pursuant to these powers, the State Treasurer has engaged TFI to serve as the program manager of MAP under the Management Agreement. TFI is a wholly owned, direct subsidiary of Teachers Insurance and Annuity Association of America (“TIAA”). TIAA, together with its companion organization, the College Retirement Equities Fund (“CREF”), forms one of America’s leading financial services organizations and one of the world’s largest pension systems, based on assets under management.

Management Agreement. The Program Manager and the State have entered into a Management Agreement, under which the Program Manager, its affiliates and subcontractors provide investment management, administration, recordkeeping, reporting, marketing and other services for MAP. The Management Agreement is currently scheduled to expire on June 30, 2020 unless terminated earlier.

Distributor. As the distributor for MAP, Nuveen Securities is responsible for the marketing and distribution of MAP, including the offering and sales of interests in MAP described in this Disclosure Booklet. Nuveen Securities is a registered broker-dealer and municipal securities dealer, and is the distributor for the Nuveen Securities’ affiliated mutual fund families. In its capacity as MAP’s distributor, Nuveen Securities will offer interests in MAP through Selling Institutions. You may purchase interests in MAP through a Financial Advisor, who is an investment or other professional who works for a Selling Institution.

UNIT VALUES

MAP Unit Value; Contributions and Withdrawals of MAP Units

The value of your Account will be determined by reference to the Net Unit Values of the Units in the Investment Portfolios held by your Account. The value of a Unit of an Investment Portfolio is determined by dividing the aggregate of the fair value of the investments held by such Investment Portfolio, plus any receivables and other assets of such Investment Portfolio and less any liabilities (such as costs of service and distribution fees, Program Management Fees, state administration fees, legal, audit and printing services, among other expenses) of such Investment Portfolio by the number of outstanding Units of such Investment Portfolio. For this purpose, the “fair value” of shares of each Underlying Fund will be its applicable net asset value. The Program Manager will determine the Net Unit Value of each Investment Portfolio, as of 4:00 p.m. Eastern Time, on each day that the NYSE is open for regular trading.

Contributions will be deemed accepted by the Program Manager as of the business day on which the Program Manager determines that the documentation relating to such contribution has been received in good order. The Net Unit Value for determining the number of Units in a particular Investment Portfolio that will be credited to an Account as a result of a contribution will be the Net Unit Value next calculated after the contribution has been credited to the Account by the Program Manager. Any contribution to an Account that has been credited to the Account by the Program Manager prior to the close of business on the NYSE will be priced at the Net Unit Value calculated on that day. Any contribution to an Account that is credited to the Account by the Program Manager after the close of business on the NYSE will be priced at the Net Unit Value that is calculated on the next day on which the NYSE is open for regular trading. On the business day following the pricing date, the Program Manager will take appropriate action with respect to the Investment Portfolio(s) to which the Account is assigned to cause the funds contributed to be invested in shares of the Underlying Funds or in other underlying investments.

A request for withdrawal will be deemed accepted by the Program Manager as of the business day on which the Program Manager determines that the request for withdrawal has been

properly completed and is in good order. The Net Unit Value for determining the number of Units that will be debited from an Account as a result of a withdrawal from the Account will be the Net Unit Value next calculated after the withdrawal request has been deemed accepted by the Program Manager. If a withdrawal request has been deemed accepted by the Program Manager prior to the close of business on the NYSE, the withdrawal will be priced at the Net Unit Value that is calculated on that day. If a withdrawal request has not been deemed accepted by the Program Manager until after the close of business on the NYSE, the withdrawal will be priced at the Net Unit Value that is calculated on the next day on which the NYSE is open for regular trading. On the business day following the pricing date, the Program Manager will take appropriate action with respect to the Investment Portfolio(s) to which the Account is assigned to cause funds to be available for the withdrawal by using available cash or by redeeming shares of the Underlying Funds or interests in other underlying investments.

TAX INFORMATION

In order to comply with requirements of the U.S. Treasury Department and Internal Revenue Service (“IRS”), statements in this Disclosure Booklet concerning U.S. tax issues are provided for general informational purposes in connection with the promotion or marketing of MAP, are not offered as tax advice to any person, and are not provided or intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding U.S. tax penalties. Each taxpayer should seek advice based on the taxpayer’s particular circumstances from an independent tax advisor.

The federal tax benefits and related tax implications of an investment in MAP described in this Disclosure Booklet depend on qualification of MAP as a qualified tuition program within the meaning of Section 529 of the Internal Revenue Code. Section 529 sets forth numerous requirements that must be satisfied by MAP in order to qualify. The IRS has issued proposed regulations under Section 529 (the “Proposed Regulations”), but has not yet issued final regulations. However, the Proposed Regulations do not reflect changes made to Section 529 or other guidance issued by the IRS since their promulgation. Additionally, federal and state law, regulations, other administrative guidance and court decisions concerning Section 529 plans could change in the future, and the Program may need to be modified in response to such changes, to ensure continued compliance with Section 529. Because the Proposed Regulations do not reflect changes to Section 529 after their promulgation, it is likely that the final regulations, when issued, will differ from the Proposed Regulations.

The tax rules applicable to MAP are complex, have not been finalized and are in some respects open to different interpretations. The discussion below is based on the State’s current understanding of Section 529, including such guidance as has been provided by the proposed Treasury regulations and by other Treasury and IRS announcements. However, neither the State nor the Program Manager makes any guarantee, warranty, or other representation as to the federal or state income tax, gift tax, estate tax, or generation-skipping transfer tax treatment or consequences of any Account, contribution, distribution, or other Account transaction or disposition, and nothing in this Disclosure Booklet is intended or shall be interpreted as tax advice. For the risks associated with the tax treatment of investments in MAP, see “MAP RISK FACTORS.” The application of the governing tax rules to any particular person may vary according to facts and circumstances specific to that person. A qualified tax advisor should be consulted about how the laws apply to a particular Account Owner, contributor or Designated Beneficiary.

FEDERAL TAX TREATMENT

MAP is intended to meet the requirements of a qualified tuition program under Section 529. As such, earnings allocated to Accounts of MAP but not distributed out of MAP are not subject to federal income tax. In order to be eligible for such tax treatment and for Account Owners and Designated Beneficiaries to receive the favorable federal income, estate, gift and generation-skipping tax treatment described below, MAP is required to implement certain restrictions and procedures applicable to the operation of MAP. Certain of these restrictions and procedures are described below.

Contributions

Contributions to an Account do not result in taxable income to the Designated Beneficiary. See discussion under the caption “Federal Gift, Estate and Generation-Skipping Transfer Taxes,” below. A contributor may not deduct any contribution from income for purposes of determining federal income taxes.

A contribution to an Account for a specific Designated Beneficiary must be rejected to the extent that the amount of the contribution would cause the aggregate amount held in Accounts for that Designated Beneficiary (regardless of Account Owner) under MAP or any other 529 plan sponsored by the State (including MESP and MET) to exceed the Maximum Contribution Limit discussed under “OPENING AND MAINTAINING YOUR ACCOUNT — Maximum Contribution Limit.” This limitation on contributions is intended to comply with the federal tax law requirement that MAP have adequate safeguards to prevent contributions to an Account in excess of those necessary to provide for the reasonably anticipated Qualified Higher Education Expenses of the Designated Beneficiary of the Account. For purposes of this limit, amounts on deposit in all accounts established under any qualified tuition programs sponsored by the State for the same Designated Beneficiary are taken into account, including (1) MAP Accounts established by another Account Owner; (2) accounts established under MESP; and (3) accounts established under MET. Neither MESP nor MET are not offered under this Disclosure Booklet but they are considered part of the same “Program” for federal tax purposes, as discussed above under “OPENING AND MAINTAINING YOUR ACCOUNT — Maximum Contribution Limit”). While not expected, it is possible (1) that under federal law a lower limit on the aggregate balance of accounts for the same Designated Beneficiary might be applicable under certain circumstances and (2) that a portion of an Account may need to be refunded for MAP to comply with new limits required by federal law, with the earnings component of such refund possibly being subject to federal income tax, including the 10% federal penalty tax, as a Non-Qualified Withdrawal.

In connection with a contribution to an Account, the contributor must indicate whether the contribution constitutes a Rollover contribution from a Coverdell Education Savings Account, a qualified U.S. Savings Bond (as described in Section 135(c)(2)(C) of the Internal Revenue Code) or another qualified tuition program. In the case of any Rollover contribution, the Program Manager must receive the following documentation showing the earnings portion of the Rollover contribution: (1) in the case of a Rollover contribution from a Coverdell Education Savings Account, the Program Manager must receive an account statement issued by the financial institution that acted as trustee or custodian of the education savings account that shows basis and earnings in the account; (2) in the case of a Rollover contribution from the redemption of U.S. Savings Bonds, the Program Manager must receive an account statement or Form 1099-INT issued by the financial institution that redeemed the bonds showing interest from redemption of the bonds; and (3) in the case of a Rollover contribution from another qualified tuition program, the Program Manager must receive a statement issued by the distributing qualified tuition program that shows the earnings portion of the withdrawal. To the extent such

documentation is not provided, MAP will treat the entire amount of the Rollover contribution as earnings.

Contributions can be made to an Account under MAP and to a Coverdell Education Savings Account for the same Designated Beneficiary in the same year (subject to the income limitations applicable for contributors to Coverdell Education Savings Accounts).

Taxation of Account Earnings

Earnings from the investment of contributions to an Account will not be included in computing the federal taxable income of Account Owner or Designated Beneficiary before withdrawals are made from the Account. The earnings portion of a withdrawal will be determined by the Plan Administrator in accordance with federal requirements as of the date of withdrawal. The earnings portion of any particular withdrawal will be determined on a pro rata basis, based on that portion of the Account as a whole which is attributable to earnings. For these purposes, “earnings” generally means any increase in the aggregate account value (considering all Investment Portfolios in which the Account is invested, regardless of which Investment Portfolio the withdrawal is made from) over the aggregate “investment” in the account (which in most cases will equal the aggregate amount of contributions to the Account). In the event an Account Owner has more than one Account with the same Designated Beneficiary (including an account in MESP or MET), the earnings portion of a withdrawal will be calculated based on the earnings portion of the Account from which the withdrawal is made. Upon withdrawal from an Account, the earnings portion of the amount distributed may be recognized as taxable income of the person who receives, or is treated as receiving, the withdrawal, as described below. If the earnings are taxable, the income will be taxed at ordinary income tax rates rather than capital gains rates for federal income tax purposes, regardless of the source of the earnings.

Characterization of Withdrawal

Each withdrawal you make from your Account will fall into one of the following categories: a Qualified Withdrawal, a qualified Rollover, a Taxable Withdrawal or a Non-Qualified Withdrawal. See “WITHDRAWALS — Types of Withdrawals” for a description of each category of withdrawals. The Program Manager is not responsible for categorizing withdrawals. Prior to requesting a withdrawal, the Account Owner should work with his or her qualified tax advisor or Financial Advisor to determine how the withdrawal should be categorized for tax purposes.

Taxation of Withdrawals

Pursuant to federal income tax reporting requirements, any withdrawal made payable to the Designated Beneficiary or to an Eligible Education Institution for the benefit of the Designated Beneficiary will be reported as a distribution to the Designated Beneficiary, while any other withdrawal will be reported as a distribution to Account Owner (regardless of whether payable to Account Owner or a third party).

No portion of a Qualified Withdrawal or a qualified Rollover is subject to federal income tax, including the 10% federal penalty tax. For a Taxable Withdrawal, the earnings portion of such withdrawal is subject to federal income tax, but not the 10% federal penalty tax. For a Non-Qualified Withdrawal, the earnings portion of such withdrawal is subject to federal and state income taxes and the 10% federal penalty tax.

If a withdrawal is made to pay for Qualified Higher Education Expenses for a Designated Beneficiary and the Designated Beneficiary receives a refund from the Eligible Educational Institution, the amount withdrawn will not be treated as a Non-Qualified Withdrawal or Taxable Withdrawal for federal income tax purposes to the extent that amounts are re-contributed to a

qualified tuition program account for the same Designated Beneficiary no more than 60 days after the date of the refund and the re-contributed amount does not exceed the amount of the refund.

Coordination with Other Federal Tax Incentives

Some expenses which would otherwise be Qualified Higher Education Expenses of a Designated Beneficiary may also be available as the basis for a credit against the federal income tax liability of that Designated Beneficiary (or another person who can claim that Designated Beneficiary as a dependent), under the federal income tax provisions governing the American Opportunity Tax Credit and Lifetime Learning Credit (together, the "Education Tax Credits"). However, any expenses used as the basis for such a credit may not be considered Qualified Higher Education Expenses for purposes of the preferential tax treatment of withdrawals under Section 529. Thus, to the extent that a withdrawal is used to pay expenses for which an Education Tax Credit is claimed, such withdrawal may constitute a Taxable Withdrawal subject to federal income tax on the earnings portion of the withdrawal.

A taxpayer may claim an Education Tax Credit and receive a withdrawal to pay Qualified Higher Education Expenses from MAP in the same year, so long as the withdrawal is not used to pay for the same expenses for which the credit is claimed. To the extent that a withdrawal is used to pay the same expenses for which an Education Tax Credit is claimed, such withdrawal may constitute a Taxable Withdrawal subject to federal (and possibly state) income tax (but not the 10% federal penalty tax) on the earnings portion of the withdrawal.

For example, assume that the Designated Beneficiary of an Account incurs \$2,000 of Qualified Higher Education Expenses in 2017, and receives a withdrawal of \$2,000 from the Account in 2017, \$200 of which is earnings. However, assume that the Designated Beneficiary is eligible to claim the American Opportunity Tax Credit with respect to \$1,000 of the higher education expenses incurred in 2017. If the credit is claimed for those expenses, such expenses will not constitute Qualified Higher Education Expenses for purposes of Section 529, and the \$2,000 withdrawal from the Account will then exceed the Designated Beneficiary's Qualified Higher Education Expenses by the amount of the expenses for which the American Opportunity Tax Credit was claimed (that is, \$1,000). Accordingly, this excess amount of the withdrawal would be subject to federal income tax (although it would not be subject to the 10% federal penalty tax). The portion of the excess amount subject to federal income tax would be equal to the earnings portion of the entire withdrawal reduced by an amount that bears the same ratio to such earnings as the Qualified Higher Education Expenses bear to the amount of your withdrawal. Because the Qualified Higher Education Expenses are one-half of your withdrawal, the amount of the taxable portion of the withdrawal would equal the amount of distributed earnings (\$200) less one-half of the distributed earnings (\$100), or \$100.

To the extent that aggregate withdrawals from an Account for a Designated Beneficiary and withdrawals from a Coverdell Education Savings Account for the same Designated Beneficiary in the same year exceed the amount of Qualified Higher Education Expenses for the Designated Beneficiary for the year, the Qualified Higher Education Expenses must be allocated among such withdrawals for purposes of determining the amount of the withdrawals that are not subject to federal income tax. For example, assume that both an Account and a Coverdell Education Savings Account are maintained for a particular Designated Beneficiary. During 2017, the Designated Beneficiary incurs \$1,000 of Qualified Higher Education Expenses and receives withdrawals of \$1,000 from the Account and \$1,000 from the Coverdell Education Savings Account (that is, an aggregate of \$2,000). The \$1,000 of Qualified Higher Education Expenses must be allocated between the Account and the Coverdell Education Savings

Account for purposes of determining the portion of each withdrawal that is not subject to federal income tax. Consult your tax advisor if this applies to you.

Qualified Higher Education Expenses

Pursuant to Section 529 and the proposed regulations, Qualified Higher Education Expenses are defined to generally include tuition, certain room and board expenses, fees, the cost of computers, hardware, certain software, and Internet access and related services, and the cost of books, supplies, and equipment required for the enrollment or attendance of a Designated Beneficiary at an Eligible Educational Institution as well as certain additional enrollment and attendance costs of Designated Beneficiaries with special needs. Eligible Educational Institutions are generally defined under Section 529 as any accredited college, university, technical college, graduate school, professional school or other postsecondary educational institution eligible to participate in a student aid program administered by the U.S. Department of Education. Certain proprietary institutions and post-secondary vocational institutions and certain institutions located in foreign countries are also Eligible Educational Institutions.

Room and board costs of a Designated Beneficiary incurred during an academic period while enrolled or accepted for enrollment in a degree, certificate or other program (including a program of study abroad approved for credit by the Eligible Educational Institution) at an Eligible Educational Institution at least half-time may be considered Qualified Higher Education Expenses. A student will be considered to be enrolled at least half-time if the student is enrolled for at least half the full-time academic work-load for the course of study the student is pursuing as determined under the standards of the institution where the student is enrolled. The institution's standard for a full-time workload must equal or exceed a standard established by the U.S. Department of Education under the Higher Education Act of 1965, as amended. (The Designated Beneficiary need not be enrolled at least half-time for withdrawal to pay for other qualifying expenses to be a Qualified Withdrawal.) Room and board expenses are limited to the current allowance for room and board determined by the Eligible Educational Institution for federal financial aid purposes, or the actual invoice amount charged to the Designated Beneficiary by the institution, if greater. In addition, Qualified Higher Education Expenses include expenses of a special needs beneficiary that are necessary in connection with his or her enrollment or attendance at an Eligible Educational Institution. Expenses for computer software that is designed for sports, games, or hobbies is not included, unless the software is predominantly educational in nature. Qualified Higher Education Expenses are reduced to the extent that any such expenses are taken into account in claiming an Education Tax Credit.

Account Transfers and Rollovers

The earnings portion of a withdrawal from an Account will not be treated as taxable income of the recipient for federal purposes to the extent that, within 60 days of the withdrawal, the withdrawal is transferred to another qualified tuition program (including an Account in MAP). Such transfers are considered qualified Rollovers and must not occur within 12 months from the date of a previous transfer to any qualified tuition program for the same beneficiary. In addition, for such federal income tax treatment, if the beneficiary of the transferee account is not the same beneficiary as the Designated Beneficiary of the transferor Account, the beneficiary of the transferee account must be Member of the Family of the Designated Beneficiary of the transferor Account.

Any direct transfers among MESP, MET, and MAP to accounts for the benefit of the same beneficiary are not qualified Rollovers. Instead, such transfers are considered to be investment rebalances for purposes of the two investment rebalances permitted each calendar year.

An Account Owner may not change the Designated Beneficiary of an Account, transfer funds or make a contribution (including a Rollover contribution) to the extent that such change, transfer or contribution would result in an aggregate balance of account in MAP, MESP or MET for any beneficiary (regardless of Account Owner) to exceed the Maximum Contribution Limit.

Member of the Family

The term "Member of the Family" with respect to a Designated Beneficiary is defined in Section 529. A "Member of the Family" of a Designated Beneficiary includes the following persons in relation to the Designated Beneficiary:

- a child or a descendant of a child;
- a brother, sister, stepbrother or stepsister;
- the father or mother, or an ancestor of either;
- a stepfather or stepmother;
- a son or daughter of a brother or sister;
- a brother or sister of the father or mother;
- a son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law or sister-in-law;
- the spouse of any of the foregoing individuals or the spouse of the Designated Beneficiary; or
- a first cousin.

For this purpose, a child includes a legally adopted child, foster child, stepson or stepdaughter, and a brother or sister includes a half-brother or half-sister.

Taxable Withdrawals

A Taxable Withdrawal is a withdrawal from an Account (1) made to a beneficiary of (or to the estate of the beneficiary) on or after the death of the Designated Beneficiary; (2) attributable to the disability of the Designated Beneficiary; (3) made on account of the Designated Beneficiary's receipt of a qualified scholarship (which may include certain tax-exempt allowances and similar payments) equal to or exceeding the amount of the withdrawal; (4) made on account of the Designated Beneficiary's attendance at a U.S. military academy, to the extent that the costs of advanced education attributable to such attendance are equal to or exceed the amount of the withdrawal; or (5) made in conjunction with the taxpayer's election to use the underlying expense as the basis for claiming an Education Tax Credit. Taxable Withdrawals will not be subject to the 10% federal penalty tax on earnings that is applicable to Non-Qualified Withdrawals. The earnings portion of such a Taxable Withdrawal may, however, be treated as taxable income of the recipient for federal (and possibly state) income tax purposes.

Federal Gift, Estate and Generation-Skipping Transfer Taxes

Contributions to MAP are generally considered completed gifts for federal transfer tax purposes and are, therefore, potentially subject to federal gift tax. Generally, if a contributor's contributions to Accounts for a Designated Beneficiary, together with all other gifts by the contributor to the Designated Beneficiary, do not exceed the "annual exclusion" amount of \$14,000 per year (or \$28,000 for a married couple), no federal gift tax will be imposed on the contributor for gifts to the Designated Beneficiary during that year. In such case, the filing of a federal gift tax return will not be required with respect to gifts to the Designated Beneficiary (unless a gift-splitting election by spouses is necessary to qualify for the annual exclusion).

If a contributor's contributions to Accounts for a Designated Beneficiary in a single year exceed the annual exclusion amount of \$14,000 (or \$28,000 for a married couple), the contributor may elect to treat up to \$70,000 of the contribution (or \$140,000 for a married couple) as having

been made ratably over a five-year period. Such an election must be made by filing a federal gift tax return.

In addition, under current law, each contributor generally has a lifetime exemption of \$5,000,000 or more (indexed for inflation to \$5,490,000 for an individual in 2017) that may be applied to gifts in excess of the \$14,000 annual exclusion amount referred to above. For gifts of community property (or for a married couple electing to split gifts of separate property), the spouses' combined applicable exemption amount of \$10,000,000 or more (\$10,980,000 in 2017) may be applied.

Accordingly, while federal gift tax returns are required for gifts in excess of the \$14,000 annual exclusion amount, no actual gift tax will be due until the applicable exemption amounts have been exhausted. A potential contributor should consult with his or her own tax advisor regarding the current lifetime exemptions and the federal gift tax filing requirements.

Amounts in an Account that were considered completed gifts by a contributor will not generally be included in the contributor's gross estate for federal estate tax purposes. However, if the contributor elects to treat a contribution as being made over five calendar years (beginning with the year of contribution) and dies before the first day of the fifth calendar year, the portion of the contribution allocable to the remaining calendar years in the five-year period (not including the calendar year in which the contributor dies) would be includable in computing the contributor's gross estate for federal estate tax purposes. Amounts in an Account at the death of a Designated Beneficiary may be included in the Designated Beneficiary's gross estate for federal estate tax purposes.

A change of the Designated Beneficiary of an Account or a permissible transfer to an Account (or to an account in another qualified tuition program) for another Designated Beneficiary will potentially be subject to federal gift tax if the new Designated Beneficiary is of a younger generation than the Designated Beneficiary being replaced.

In addition, if the new Designated Beneficiary is two or more generations below the Designated Beneficiary being replaced, the transfer may be subject to the federal generation-skipping transfer tax (discussed below). Under the proposed Treasury regulations, these taxes are imposed on the immediately preceding Designated Beneficiary. Account Owners should consult their own tax advisors for guidance when considering a change of Designated Beneficiary or a transfer to another Account, and should evaluate the potential gift tax implications to an existing Designated Beneficiary when considering such a change. Furthermore, Account Owners should consult their tax advisors regarding the potential applicability of income tax, gift tax or generation-skipping transfer tax as a result of the transfer of ownership of an Account to a new Account Owner during the lifetime of Account Owner, as this is not explicitly addressed by Section 529 or the proposed regulations thereunder.

Because contributions to an Account are treated as completed gifts for federal transfer tax purposes, a contributor may also need to evaluate the effect of the federal generation-skipping transfer tax. This tax may apply to contributions in excess of the amount that may be elected to be ratably spread over the above-referenced five-year period where the Designated Beneficiary is more than one generation younger than the generation of the contributor. Each taxpayer has a federal generation-skipping transfer tax exemption in 2017 of \$5,490,000 or more that will be allocated to transfers that are subject to federal generation-skipping transfer tax unless certain elections are made. Where the federal generation-skipping transfer tax does apply, it is imposed

at the highest federal estate tax rate. A potential contributor concerned about application of the generation-skipping transfer tax should consult with his or her own tax advisor.

STATE INCOME TAX TREATMENT

The following discussion applies only with respect to Michigan taxes. Michigan tax benefits offered in connection with MAP are available only to Michigan taxpayers. You should consult with a qualified tax advisor regarding the application of Michigan tax benefits to your particular circumstances.

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

Michigan Income Tax Deduction

Contributions

Any contributor (not just the Account Owner) who is a Michigan taxpayer may be entitled to deduct from their State adjusted gross income contributions, less any withdrawals not subject to Michigan tax (Qualified Withdrawals, certain outgoing rollovers and certain Taxable Withdrawals), of up to \$5,000 for single filers, or \$10,000 if joint filers, annually. Contributions to an Account by an Account Owner (or others) do not result in State taxable income to the Designated Beneficiary.

In general, a taxpayer is permitted a tax deduction from State adjusted gross income for a contribution to an Account, less any withdrawals not subject to Michigan tax, during the tax year. To deduct a net contribution in a particular tax year, however, certain timing conditions must be met. A deduction for the same contribution may not be taken for two (2) different taxable years. A taxpayer computes the net deduction amount separately for each Account (not less than zero). A taxpayer must aggregate the net contribution amount to all accounts in MAP and MESF, for a total net contribution deduction for the taxable year.

The Michigan Department of Treasury and the Bureau of Tax Policy has issued guidance that it does not consider Rollovers into an Account from another state's qualified tuition program to be eligible contributions for purposes of the net contribution deduction.

Withdrawals

Earnings from the investment of contributions to an Account will not be included in computing the State taxable income of the Account Owner or Designated Beneficiary of the Account until funds are distributed, in whole or in part, from the Account. Qualified Withdrawals and the earnings thereof are not included in State taxable income for either the Account Owner or the Designated Beneficiary. Although taxable for federal income tax purposes, the following withdrawals are not subject to Michigan income tax:

- Withdrawals made as the result of the death or permanent disability of the Designated Beneficiary;
- Withdrawals made as the result of the Designated Beneficiary's receipt of a scholarship, to the extent the amount of the withdrawal does not exceed the amount of the scholarship; and
- Withdrawals made as the result of the Designated Beneficiary's attendance at a U.S. military academy, to the extent the amount of the withdrawal does not exceed the amount of the costs of advanced education attributable to attendance at the U.S. military academy.

The earnings portion of Non-Qualified Withdrawals and Taxable Withdrawals (other than those described above as not subject to Michigan income tax) are included in Michigan taxable income. The contribution portion of such withdrawals is also added to Michigan taxable income to the extent that such contributions were previously deducted for Michigan income tax purposes. However, if a person made contributions to an Account that were not deducted, such person need not include any contributions portion in taxable income until all contributions that were not deducted are withdrawn.

Taxes Imposed by Other Jurisdictions

Prospective Account Owners should consider the potential impact of income taxes imposed by jurisdictions other than the State. It is possible that other state or local taxes apply to withdrawals from and/or accumulated earnings within MAP, depending on the residency or domicile, or sources of taxable income of the Account Owner or the Designated Beneficiary. Account Owners and Beneficiaries should consult their tax advisors about the applicability, if at all, of state or local taxes of other jurisdictions.

TAX REPORTS

The Program Manager will report withdrawals and other matters to the IRS, distributees and any other persons to the extent required by federal and state law. Under federal law, a separate information return will be filed with the IRS by the Program Manager on behalf of MAP, reporting withdrawals from an Account to each distributee and including, among other information, the aggregate earnings portion of withdrawals during the calendar year to which the report pertains. By January 31 following each calendar year, each distributee will receive a copy of the information return or a corresponding statement. Generally, the Designated Beneficiary of an Account is deemed the distributee of a particular withdrawal from the Account if the withdrawal is made (1) directly to the Designated Beneficiary or (2) to an Eligible Educational Institution for the benefit of the Designated Beneficiary. In all other cases, the Account Owner will be deemed the distributee.

LACK OF CERTAINTY OF TAX CONSEQUENCES; FUTURE CHANGES IN LAW

Final regulations or other administrative guidance or court decisions might be issued which could adversely affect the federal tax consequences or requirements with respect to MAP or contributions to, or withdrawals from, Accounts. Congress could also amend Section 529 or other federal law, and the State of Michigan could amend State law, in a manner that would materially change or eliminate the federal or State tax treatment described in this Disclosure Booklet. The State Treasurer is authorized to modify MAP within the constraints of applicable law as needed for MAP to meet the requirements of Section 529. Changes in the law governing the federal and State tax consequences described above might necessitate material changes to MAP for the anticipated tax consequences to apply.

In the event that MAP, as currently structured or as subsequently modified, does not meet the requirements of Section 529 for any reason, the tax consequences to Account Owners, contributors and Designated Beneficiaries would be uncertain. In such event, it is possible that Account Owners or Beneficiaries could be subject to various adverse tax consequences. Consultation with a tax advisor is recommended.

REPORTING AND OTHER RELATED MATTERS

ACCOUNT STATEMENTS AND REPORTS

Account Owners will be sent quarterly statements indicating:

- contributions allocated to each selected Investment Portfolio in an Account during the quarter;
- distributions made from assets invested under each selected Investment Portfolio in the Account during the quarter; and
- the total value of the Account at the end of the quarter.

Account Owners will also be provided with the following information each year:

- any change concerning the applicable Maximum Contribution Limit; and
- other information required by law.

AUDITED FINANCIAL STATEMENTS

The annual audit report is prepared by an independent auditor in accordance with generally accepted accounting principles and will be available by request from MAP.

TAX WITHHOLDING

Under the proposed Treasury regulations, withdrawals from Accounts are not subject to backup withholding. No other federal income tax withholding currently applies to withdrawals from MAP.

CONTINUING DISCLOSURE

To comply with Rule 15c2-12(b)(5) under the Securities Exchange Act of 1934, as amended, TFI has executed a Continuing Disclosure Agreement for the benefit of Account Owners. As set forth in the Continuing Disclosure Certificate, upon notice from TFI, Nuveen Securities will provide certain financial information and operating data (the "Annual Information") relating to MAP and notices of the occurrence of certain enumerated events set forth in the Continuing Disclosure Certificate. The Annual Information will be filed by Nuveen Securities with each Nationally Recognized Municipal Securities Information Repository (the "NRMSIRS"). Notices of certain enumerated events will be filed by Nuveen Securities with the NRMSIRS or the Municipal Securities Rulemaking Board.

OBTAINING ADDITIONAL INFORMATION

Other documents and reports, including prospectuses for any Underlying Fund, which are referenced in this Disclosure Booklet, are also available, upon request, from the Program Manager. Call toll-free, **1-866-529-8818**, or send your request in writing to: **MI 529 Advisor Plan, P.O. Box 55070, Boston, MA 02205-5070** or by overnight mail to: MI 529 Advisor Plan c/o Boston Data Financial Data Services, Inc., 30 Dan Road, Canton, MA 02021-2809. You can also make requests by visiting MAP's Web site at **www.MI529advisor.com**.

APPENDIX A – PRIVACY POLICY

MAP Cares about Your Privacy

MAP considers your privacy to be a fundamental aspect of its relationship with you, and MAP strives to maintain the confidentiality, integrity and security of your non-public personal information (“Personal Information”). To ensure your privacy, MAP has developed policies that are designed to protect your Personal Information while allowing your needs to be served.

Information MAP May Collect

In the course of providing you with products and services, MAP may obtain Personal Information about you, which may come from sources such as account application enrollment and other MAP forms, from other written, electronic, or verbal communications, from account transactions, from a Selling Institution, and/or from information you provide on MAP website.

You are not required to supply any of the Personal Information that MAP may request. However, failure to do so may result in MAP being unable to open and maintain your Account, or to provide services to you.

How Your Information Is Shared

MAP does not disclose your Personal Information to anyone for marketing purposes. MAP discloses your Personal Information only to those service providers, affiliated and non-affiliated, who need the information for everyday business purposes, such as to respond to your inquiries, to perform services, and/or to service and maintain your account. This applies to all of the categories of Personal Information that MAP collects about you. The affiliated and non-affiliated service providers who receive your Personal Information also may use it to process your transactions, provide you with materials (including preparing and mailing prospectuses and reports and gathering shareholder proxies), and provide you with account statements. These service providers provide services to MAP, and under their respective service agreements, they are required to keep your Personal Information confidential and to use it only for providing the contractually required services. MAP’s service providers may not use your Personal Information to market products and services to you except in conformance with applicable laws and regulations. MAP also may provide your Personal Information to your respective Selling Institution, custodian, and/or to your Financial Advisor.

In addition, MAP reserves the right to disclose or report Personal Information to non-affiliated third parties, in limited circumstances, where MAP believes in good faith that disclosure is required under law, to cooperate with regulators or law enforcement authorities or pursuant to other legal process, or to protect MAP’s rights or property, including to enforce this Privacy Policy or other agreements with you. Personal Information collected by MAP also may be transferred as part of a corporate sale, restructuring, bankruptcy, or other transfer of assets.

Security of Your Information

MAP maintains your Personal Information for as long as necessary for legitimate business purposes or otherwise as required by law. In maintaining this information, MAP has implemented appropriate procedures that are designed to restrict access to your Personal Information only to those who need to know that information in order to provide products and/or services to you. In addition, MAP has implemented physical, electronic and procedural safeguards to help protect your Personal Information.

Privacy and the Internet

The Personal Information that you provide through the MAP website is handled in the same way as the Personal Information that you provide by any other means, as described above. This section of the Notice gives you additional information about the way in which Personal Information that is obtained online is handled.

- **Account Access and Transactions:** When you visit the MAP website, you can visit pages that are open to the general public, or log into protected pages to access information about your account or conduct certain transactions. Access to the secure pages of the MAP website is permitted only after you have created a User ID and Password. The User ID and Password must be supplied each time you want to access your account information online. This information serves to verify your identity. When you enter Personal Information into the MAP website (including your Social Security Number or Taxpayer Identification Number and your password) to enroll or access your account online, you will log into secure pages. By using the MAP website, you consent to this Privacy Policy and to the use of your Personal Information in accordance with the practices described in this Policy. If you provide Personal Information to effect transactions on the MAP website, a record of the transactions you have performed while on the site is retained by MAP.
- **Cookies and Similar Technologies:** Cookies are small text files stored in your computer's hard drive when you visit certain web pages. Cookies and similar technologies help MAP to provide customized services and information. MAP uses these technologies on the MAP website to improve its website and services, including to evaluate the effectiveness of the MAP site, and to enhance the site user experience. Because an industry-standard Do-Not-Track protocol is not yet established, the MAP website will continue to operate as described in this Privacy Policy and will not be affected by any Do-Not-Track signals from any browser.

Changes to the Privacy Policy

MAP may modify this Privacy Policy from time-to-time to reflect changes in its related practices and procedures, or to the law. If MAP makes changes, it will notify you on the MAP website and the revised Policy will become effective immediately upon posting to the MAP website. MAP also will provide Account Owners with a copy of MAP's Privacy Policy annually. MAP encourages you to visit the MAP website periodically to remain up to date on the Privacy Policy. You acknowledge that by using the MAP's website after changes to this Privacy Policy have been posted, you are agreeing to the terms of the Privacy Policy as modified.

APPENDIX B – UNDERLYING FUNDS ADDENDUM

The following descriptions identify each of the Underlying Funds in which the Investment Portfolios are expected to invest and summarize the investment objective, policies and certain investment risks of such Underlying Fund. The information was obtained from the most recent prospectus of each Underlying Fund as of the date of this Disclosure Booklet, and capitalized terms (as well as terms such as you, we, our and us) that are used when describing an Underlying Fund's investment objective or policies have the meanings ascribed to them in the description of the Underlying Fund provided herein or in the Underlying Fund's prospectus. These summaries are qualified in their entirety by reference to the detailed information included in each Underlying Fund's current prospectus and statement of additional information, which contain additional information not summarized herein and which may identify additional risks to which the respective Underlying Fund may be subject. The prospectuses, statements of additional information and annual and semi-annual reports to shareholders of the Underlying Funds contain further information on these and other aspects of investments in the Underlying Funds. You can request a copy of the current prospectus, the statement of additional information, or the most recent semiannual or annual report of each such mutual fund by:

- calling 1-800-292-7435, emailing email@arielinvestments.com, or visiting www.arielinvestments.com/prospectus-and-reports for the Ariel fund;
- calling 1-512-306-7400 collect, emailing document_requests@dimensional.com, or visiting <https://us.dimensional.com/fund-documents> for the DFA fund;
- calling 1-800-422-1050, emailing funddocuments@harborfunds.com, or visiting www.harborfunds.com/prospectus for the Harbor fund;
- calling 1-877-435-810, emailing hardingloevnerfunds@ntrs.com, or visiting www.hardingloevnerfunds.com for the Harding Loevner fund;
- calling 1-800-241-4617, emailing metwestclientservices@tcw.com, or visiting www.TCW.com for the MetWest fund;
- calling 1-800-257-8787, emailing mutualfunds@nuveen.com, or visiting www.nuveen.com/prospectus for the Nuveen funds;
- calling 1-800-OAKMARK, emailing literature@oakmark.com, or visiting www.oakmark.com/prospectus for the Oakmark fund; or
- calling 1-800-223-1200, emailing disclosure@tiaa.org, or visiting www.tiaacref.org/public/prospectuses for the TIAA-CREF funds;

The investment objectives, policies and risks of an Underlying Fund may change at any time, without the consent of Account Owner, and the Program Managers is under no obligation to notify the Account Owner of such changes. Furthermore, no assurance can be given that any Underlying Fund will achieve its objective or that any Individual Investment Portfolio will remain invested in such Underlying Fund. **Please see the section “Description of Underlying Fund Risks” below for a description of the risks of investing in the Underlying Funds.**

The Disclosure Booklet (including this Underlying Funds Addendum) does not constitute an offer of shares in any of the Underlying Funds.

DESCRIPTIONS OF THE UNDERLYING FUNDS

Ariel Fund (ARAIX)

Investment Objective and Principal Strategies. Ariel Fund's fundamental objective is long-term capital appreciation. The Fund invests in small- and mid-capitalization ("small/mid cap") undervalued companies that show strong potential for growth. The Fund invests primarily in equity securities of U.S. companies, and the Fund generally will invest in companies with market capitalizations between \$1 billion and \$7.5 billion, measured at the time of initial purchase. The Fund may invest a portion of the portfolio outside (above or below) this market capitalization range. Also, the market capitalizations for the Fund's portfolio companies may change over time, and the Fund is permitted to invest in (hold and purchase) a company even if its market capitalization moves outside the stated range. However, the Fund will not hold stocks that fall within the top two quintiles (i.e., upper mid and large cap stocks) of the Russell U.S. equity indexes (a comprehensive representation of market-cap weighted security indexes of the investable U.S. equity market) and if a stock held in the Fund moves into the top two quintiles, it will be sold by the end of the following quarter.

The essence of the Fund's strategy is a combination of patience and stock selection. The Fund seeks to hold investments for a relatively long period of time—generally five years. However, the holding period may vary for any particular stock.

The Fund seeks to invest in quality companies in industries in which Ariel Investments, LLC ("Ariel" or the "Adviser") has expertise. These industries include the financial services and consumer discretionary sectors, in which sectors the Fund often will invest a significant portion of its assets. The Fund only buys companies when Ariel believes that they are selling at excellent values.

Quality companies typically share several attributes that Ariel believes will result in capital appreciation over time: high barriers to entry, sustainable competitive advantages, predictable fundamentals that allow for double-digit earnings growth, skilled management teams, and solid financials. A high barrier to entry may exist where, for example, significant capital is required for new companies to enter a particular marketplace, thus giving companies already within the marketplace a perceived competitive advantage. Ariel's strategy to focus on a limited number of companies and industries is designed to add value in areas in which it has expertise. We believe this approach creates a portfolio of well-researched stocks. As disciplined value investors, we make opportunistic purchases when great companies are temporarily out of favor—generally seeking to invest in companies that are trading at a low valuation relative to potential earnings and/or a low valuation relative to intrinsic worth. The primary reasons we will sell a stock are: (i) if its valuation reaches our determination of its private market value, (ii) if a better opportunity for investment presents itself, or (iii) if there are material changes to a company's fundamentals.

The Fund does not invest in companies whose primary source of revenue is derived from the production or sale of tobacco products or the manufacture of handguns. We believe these industries may be more likely to face shrinking growth prospects, litigation costs and legal liability that cannot be quantified.

The Fund is a diversified fund that generally will hold between 25–45 securities in its portfolio.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are equity security (common stock) risk, mid-cap risk, sector risk, small-cap risk, and value style risk.

DFA Emerging Markets Core Equity Portfolio (DFCEX)

Investment Objective and Principal Strategies. The investment objective of the Emerging Markets Core Equity Portfolio is to achieve long-term capital appreciation. The Emerging Markets Core Equity Portfolio purchases a broad and diverse group of securities associated with emerging markets, which may include frontier markets (emerging market countries in an earlier stage of development), authorized for investment by Dimensional Fund Advisors LP's (the "Advisor") Investment Committee ("Approved Markets"), with an increased exposure to securities of small cap issuers and securities that it considers to be value securities. In assessing value, the Advisor may consider factors such as the issuer's securities having a high book value in relation to their market value, as well as price to cash flow or price to earnings ratios. The criteria the Advisor uses for assessing value are subject to change from time to time. The Advisor may also adjust the representation in the Emerging Markets Core Equity Portfolio of an eligible company, or exclude a company, after considering such factors as free float, momentum, trading strategies, liquidity, profitability, and other factors that the Advisor determines to be appropriate, given market conditions. In assessing profitability, the Advisor may consider different ratios, such as that of earnings or profits from operations relative to book value or assets.

As a non-fundamental policy, under normal circumstances, the Emerging Markets Core Equity Portfolio will invest at least 80% of its net assets in emerging markets equity investments that are defined in the Prospectus as Approved Market securities.

The Emerging Markets Core Equity Portfolio may gain exposure to companies in Approved Markets by purchasing equity securities in the form of depositary receipts, which may be listed or traded outside the issuer's domicile country. The Emerging Markets Core Equity Portfolio may purchase or sell futures contracts and options on futures contracts for Approved Market or other equity market securities and indices, including those of the United States, to adjust market exposure based on actual or expected cash inflows to or outflows from the Portfolio. The Portfolio does not intend to sell futures contracts to establish short positions in individual securities or to use derivatives for purposes of speculation or leveraging investment returns.

The Emerging Markets Core Equity Portfolio may lend its portfolio securities to generate additional income.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are currency risk, cybersecurity risk, derivatives risk, emerging markets risk, equity market risk, foreign investment (non-U.S. markets) risk, small-cap risk, securities lending risk, and value style risk.

Harbor Capital Appreciation Fund (HNACX)

Investment Objective and Principal Strategies. The Fund seeks long-term growth of capital. The Fund invests primarily in equity securities, principally common and preferred stocks, of U.S. companies with market capitalizations of at least \$1 billion at the time of purchase and that the Subadviser considers to have above average prospects for growth.

The Fund's Subadviser uses a bottom-up approach, researching and evaluating individual companies, to manage the Fund's portfolio. This research includes visits to companies and discussions with company management.

In selecting stocks for the Fund's portfolio, the Subadviser looks for companies that it believes have the following financial characteristics:

- Superior absolute and relative earnings growth
- Superior sales growth, improving sales momentum and high levels of unit growth
- High or improving profitability
- Strong balance sheets

In addition, the Subadviser looks for companies that have actually achieved or exceeded expected earnings results and, in the opinion of the Subadviser, are attractively valued relative to their growth prospects.

The Subadviser focuses on stocks of companies that it believes have distinct attributes such as:

- Strong market position with a defensible franchise
- Unique marketing competence
- Strong research and development leading to superior new product flow
- Capable and disciplined management

The Subadviser prefers companies that are in the early stages of demonstrating the above financial characteristics and other attributes.

The stocks of mid and large cap companies in the Fund's portfolio are those the Subadviser expects to maintain or achieve above average earnings growth. The Fund may invest up to 20% of its total assets in the securities of foreign issuers, including issuers located or doing business in emerging markets.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are foreign investment (non-U.S. markets) risk, growth style risk, large-cap risk, market and issuer risk, mid cap risk, and selection risk.

Harding Loevner Global Equity Portfolio (HLMVX)

Investment Objective and Principal Strategies. The Global Equity Portfolio (the "Portfolio") seeks long-term capital appreciation through investments in equity securities of companies based both inside and outside the United States. The Portfolio invests in companies based in the United States and other developed markets, as well as in emerging and frontier markets. Harding Loevner LP ("Harding Loevner"), the Portfolio's investment adviser, undertakes fundamental research in an effort to identify companies that are well managed, financially sound, fast growing and strongly competitive, and whose shares are under-priced relative to estimates of their value. To reduce its volatility, the Portfolio is diversified across dimensions of geography, industry, currency and market capitalization. The Portfolio normally holds investments across at least 15 countries.

The Portfolio will normally invest broadly in equity securities of companies domiciled in the following countries and regions: (1) Europe; (2) the Pacific Rim; (3) the United States, Canada and Mexico; and (4) countries with emerging or frontier markets. At least 65% of total assets will be denominated in at least three currencies, which may include the U.S. dollar. For purposes of

compliance with this restriction, American Depositary Receipts, Global Depositary Receipts, and European Depositary Receipts (collectively, "Depositary Receipts"), will be considered to be denominated in the currency of the country where the securities underlying the Depositary Receipts are principally traded.

The Portfolio invests, under normal circumstances, at least 80% of its net assets (plus any borrowings for investment purposes) in common stocks, preferred stocks, rights and warrants issued by companies that are based both inside and outside the United States, securities convertible into such securities (including Depositary Receipts), and investment companies that invest in the types of securities in which the Portfolio would normally invest.

Because some emerging market countries do not permit foreigners to participate directly in their securities markets or otherwise present difficulties for efficient foreign investment, the Portfolio may use equity derivative securities, and, in particular, participation notes, to gain exposure to those countries.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are currency risk, emerging markets risk, foreign investment (non-U.S. markets) risk, market risk, NAV risk, small-cap risk, mid-cap risk, and participation notes risk.

MetWest Total Return Bond Fund (MWT SX)

Investment Objective and Principal Strategies. The Total Return Bond Fund seeks to maximize long-term total return. The Fund pursues its objective by investing, under normal circumstances, at least 80% of its net assets in investment grade fixed income securities or unrated securities that are determined by the Adviser to be of similar quality. Up to 20% of the Fund's net assets may be invested in securities rated below investment grade. The Fund also invests at least 80% of its net assets plus borrowings for investment purposes in fixed income securities it regards as bonds. Under normal conditions, the portfolio duration is two to eight years and the dollar-weighted average maturity ranges from two to fifteen years. The Fund invests in the U.S. and abroad, including emerging markets, and may purchase securities of varying maturities issued by domestic and foreign corporations and governments. The Adviser will focus the Fund's portfolio holdings in areas of the bond market (based on quality, sector, coupon or maturity) that the Adviser believes to be relatively undervalued.

Investments include various types of bonds and other securities, typically corporate bonds, notes, collateralized bond obligations, collateralized debt obligations, mortgage-related and asset-backed securities, bank loans, money-market securities, swaps, futures, municipal securities, options, credit default swaps, private placements and restricted securities. These investments may have interest rates that are fixed, variable or floating.

Derivatives will be used in an effort to hedge investments, for risk management, or to increase income or gains for the Fund. The Fund may also seek to obtain market exposure to the securities in which it invests by entering into a series of purchase and sale contracts or by using other investment techniques.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, asset-backed securities investment risk, credit risk, derivatives risk, extension risk, foreign investment (non-U.S.

markets) risk, frequent trading risk, interest rate risk, liquidity risk, market risk, prepayment risk, selection risk, and swap agreements risk.

Nuveen Inflation Protected Securities Fund (FISFX)

Investment Objective and Principal Strategies. The investment objective of the Fund is to provide investors with total return while providing protection against inflation. Under normal market conditions, the Fund invests at least 80% of the sum of its net assets and the amount of any borrowings for investment purposes in inflation protected debt securities. These securities will be issued by the U.S. and non-U.S. governments, their agencies and instrumentalities, and domestic and foreign corporations. The Fund's investments in U.S. Government inflation protected securities will include U.S. Treasury inflation protected securities as well as inflation protected securities issued by agencies and instrumentalities of the U.S. Government. Securities issued by the U.S. Treasury are backed by the full faith and credit of the U.S. Government. Some securities issued by agencies and instrumentalities of the U.S. Government are supported only by the credit of the issuing agency or instrumentality.

Inflation protected debt securities are designed to provide protection against the negative effects of inflation. Unlike traditional debt securities, which pay regular fixed interest payments on a fixed principal amount, interest payments on inflation protected debt securities will vary with the rate of inflation. The U.S. Treasury uses the Consumer Price Index for Urban Consumers (CPI-U) as the inflation measure. Inflation protected debt securities issued by foreign governments and corporations are generally linked to a non-U.S. inflation rate.

Inflation protected debt securities have two common structures. The U.S. Treasury and some other issuers use a structure that accrues inflation into the principal value of the bond. If the index measuring the rate of inflation rises, the principal value of the security will increase. Because interest payments will be calculated with respect to a larger principal amount, interest payments also will increase. Conversely, if the index measuring the rate of inflation falls, the principal value of the security will fall and interest payments will decrease. Other issuers adjust the interest rates payable on the security according to the rate of inflation, but the principal amount remains the same.

In the event of sustained deflation, the U.S. Treasury has guaranteed that it will repay at maturity at least the original face value of the inflation protected securities that it issues. Other inflation protected debt securities that accrue inflation into their principal value may or may not provide a similar guarantee. For securities that do not provide such a guarantee, the adjusted principal value of the security repaid at maturity may be less than the original principal value.

Up to 20% of the Fund's assets may be invested in holdings that are not inflation protected, which may include:

- domestic and foreign corporate debt obligations;
- securities issued or guaranteed by the U.S. Government or its agencies and instrumentalities;
- debt obligations of foreign governments;
- residential and commercial mortgage-backed securities;
- asset-backed securities; and
- derivative instruments, as discussed below.

When selecting securities for the Fund, the Fund's sub-adviser uses a "top-down" approach, looking first at general economic factors and market conditions. The sub-adviser then selects securities that it believes have strong relative value based on an analysis of a security's characteristics (such as principal value, coupon rate, maturity, duration and yield) in light of these general economic factors and market conditions. The sub-adviser will sell securities if the securities no longer meet these criteria, if other investments appear to be a better relative value, to manage the duration of the Fund, or to meet redemption requests.

Up to 10% of the Fund's net assets may be invested in securities that are rated lower than investment grade at the time of purchase or that are unrated and of comparable quality (securities commonly referred to as "high yield" securities or "junk" bonds). The Fund will not invest in securities rated lower than B at the time of purchase or in unrated securities of comparable quality as determined by the Fund's sub-adviser. If the rating of a security is reduced or the credit quality of an unrated security declines after purchase, the Fund is not required to sell the security, but may consider doing so.

The Fund may invest up to 20% of its net assets in non-U.S. dollar denominated securities, and may invest without limitation in U.S. dollar denominated securities of foreign corporations and governments.

The Fund may invest in debt securities of any maturity, but expects to maintain, under normal circumstances, an average effective duration between three and ten years. The Fund's average effective duration is a measure of how the Fund may react to interest rate changes.

The Fund may utilize the following derivatives: options; futures contracts; options on futures contracts; foreign currency contracts; options on foreign currencies; interest rate caps, collars, and floors; index- and other asset-linked notes; swap agreements, including swap agreements on interest rates, currency rates, security indexes and specific securities, and credit default swap agreements; and options on the foregoing types of swap agreements. The Fund may enter into standardized derivatives contracts traded on domestic or foreign securities exchanges, boards of trade, or similar entities, and non-standardized derivatives contracts traded in the over-the-counter market. The Fund may use these derivatives in an attempt to manage market risk, currency risk, credit risk and yield curve risk, to manage the effective maturity or duration of securities in the Fund's portfolio or for speculative purposes in an effort to increase the Fund's yield or to enhance returns. The Fund may also use derivatives to gain exposure to non-dollar denominated securities markets to the extent it does not do so through direct investments. The use of a derivative is speculative if the Fund is primarily seeking to enhance returns, rather than offset the risk of other positions. The Fund may not use any derivative to gain exposure to a security or type of security that it would be prohibited by its investment restrictions from purchasing directly.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are bond market liquidity risk, call risk, credit risk, credit spread risk, currency risk, cybersecurity risk, derivatives risk, emerging markets risk, foreign investment (non-U.S. markets) risk, income risk, indexing methodology risk, inflation risk, interest rate risk, mortgage- and asset-backed securities risk, non-investment-grade securities risk, tax consequences of inflation adjustments, and valuation risk.

Nuveen Large Cap Core Fund (NLCFX)

Investment Objective and Principal Strategies. The investment objective of the Fund is long-term capital appreciation. Under normal market conditions, the Fund invests at least 80% of the sum of its net assets and the amount of any borrowings for investment purposes in equity

securities of large-capitalization companies. Large-capitalization companies are defined as companies that have market capitalizations within the market capitalization range of the companies in the Russell 1000 Index on the last business day of the month in which its most recent reconstitution was completed. Reconstitution of the index currently is completed in June of each year. On June 30, 2016, the range was \$2.0 billion to \$549.7 billion. Substantially all of the equity securities in which the Fund invests will be included in the Fund's benchmark index, the Russell 1000 Index, at the time of purchase.

The Fund's sub-adviser will select securities using an investment process that combines quantitative techniques, fundamental analysis and risk management. Securities generally are added to the portfolio based both on security rankings provided by multi-factor quantitative models and on fundamental analysis of the securities. In addition, the sub-adviser will utilize risk management techniques to establish constraints on the amounts invested in individual securities and sectors. The Fund's sub-adviser will generally sell a security if its model ranking declines significantly or research reveals a significant deterioration of the company's fundamentals.

The Fund may enter into stock index futures contracts to manage cash flows into and out of the Fund.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are cybersecurity risk, equity security (common stock) risk, futures contract risk, quantitative analysis risk, and large-cap stock risk.

Nuveen Real Asset Income Fund (NRIFX)

Investment Objective and Principal Strategies. The principal investment objective of the Fund is to seek a high level of current income. The secondary objective is to seek capital appreciation. Under normal market conditions, the Fund invests at least 80% of the sum of its net assets and the amount of any borrowings for investment purposes in securities issued by real asset related companies that are generating income at the time of purchase. Real asset related companies are defined as: (i) companies that are in the energy, telecommunications, utilities or materials sectors; (ii) companies in the real estate or transportation industry groups; (iii) companies, if not in one of these sectors or industries, that (a) derive at least 50% of their revenues or profits from the ownership, management, operation, development, construction, renovation, financing, or sale of real assets, or (b) have at least 50% of the fair market value of their assets invested in real assets; or (iv) pooled investment vehicles that primarily invest in the foregoing companies or that are otherwise designed primarily to provide investment exposure to real assets.

The categories of real assets on which the Fund will focus its investments are infrastructure and real estate. Infrastructure consists of the physical structures and networks upon which the operation, growth and development of a community depends, which include water, sewer, and energy utilities; transportation and communication networks; health care facilities, government accommodations, and other public service facilities; and shipping, timber, steel, alternative energy, and other resources and services necessary for the construction and maintenance of these physical structures and networks. In normal market conditions, the Fund will invest at least 25% of its assets, collectively, in securities of issuers in the infrastructure and real estate industries.

The Fund will invest in both equity securities and debt securities, but will not invest more than 40% of its net assets in debt securities. All or a portion of the Fund's debt securities may be rated lower than investment grade (BB/Ba or lower). Equity securities in which the Fund may invest may be of any market capitalization, including small- and mid-capitalization companies, and include common stock, preferred securities, hybrid securities and convertible securities, as well as interests in real estate investment trusts ("REITs"), exchange-traded notes ("ETNs"), other investment companies (including exchange-traded funds ("ETFs")) and equity securities issued by master limited partnerships ("MLPs"). Debt securities in which the Fund may invest include corporate debt obligations, mortgage-backed securities and debt securities issued by MLPs.

The Fund will invest in non-U.S. securities, but will limit its exposure to emerging markets to 50% of its net assets at the time of purchase.

The Fund may utilize derivatives, including options, futures contracts, options on futures contracts, and forward foreign currency exchange contracts. The Fund may use these derivatives to manage market or business risk, enhance the Fund's return, or hedge against adverse movements in currency exchange rates.

In selecting securities for the Fund, the sub-adviser will utilize a team-based investment philosophy and primarily employ a bottom-up approach that relies on fundamental research by its Real Assets Team and its Taxable Fixed Income Team. The sub-adviser will complement its bottom-up approach with top-down research. The sub-adviser seeks to invest opportunistically based on market conditions, which may cause frequent trading of portfolio securities and a high portfolio turnover rate.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are bond market liquidity risk, call risk, convertible security risk, credit risk, credit spread risk, currency risk, cybersecurity risk, derivatives risk, emerging markets risk, equity security (common stock) risk, ETF risk, ETN risk, foreign investment (non-U.S. markets) risk, frequent trading risk, income risk, infrastructure sector risk, interest rate risk, master limited partnership risk, mid-cap risk; mortgage-backed securities risk, non-investment-grade securities risk, other investment companies and pooled investment vehicles risk, preferred security risk, real estate investment risk, small-cap risk, and valuation risk.

Nuveen Real Estate Securities Fund (FREGX)

Investment Objective and Principal Strategies. The investment objective of the Fund is to provide above average current income and long-term capital appreciation. Under normal market conditions, the Fund invests at least 80% of the sum of its net assets and the amount of any borrowings for investment purposes in income-producing common stocks of publicly traded companies engaged in the real estate industry. These companies derive at least 50% of their revenues or profits from the ownership, construction, management, financing or sale of real estate, or have at least 50% of the fair market value of their assets invested in real estate.

The Fund's sub-adviser will select companies that it believes exhibit strong management teams, a strong competitive position, above average growth in revenues and a sound balance sheet. These companies may be of any market capitalization, including small- and mid-capitalization companies. The sub-adviser will generally sell a stock if the stock hits its price target, the company's fundamentals or competitive position significantly deteriorate, or if a better alternative exists in the marketplace.

A majority of the Fund's total assets will be invested in real estate investment trusts ("REITs"). REITs are publicly traded corporations or trusts that invest in residential or commercial real estate. REITs generally can be divided into the following three types:

- Equity REITs, which invest the majority of their assets directly in real property and derive their income primarily from rents and capital gains or real estate appreciation.
- Mortgage REITs, which invest the majority of their assets in real estate mortgage loans and derive their income primarily from interest payments.
- Hybrid REITs, which combine the characteristics of equity REITs and mortgage REITs.

The Fund expects to emphasize investments in equity REITs, although it may invest in all three kinds of REITs.

The Fund may invest up to 15% of its total assets in non-dollar denominated equity securities of non-U.S. issuers. In addition, the Fund may invest up to 25% of its assets, collectively, in non-dollar denominated equity securities of non-U.S. issuers and in dollar-denominated equity securities of non-U.S. issuers that are either listed on a U.S. stock exchange or represented by depositary receipts that may or may not be sponsored by a domestic bank. Up to 15% of the Fund's total assets may be invested in equity securities of emerging market issuers.

The Fund may utilize derivatives, including options, futures contracts, options on futures contracts, and forward foreign currency exchange contracts. The Fund may use these derivatives to manage market or business risk, enhance the Fund's return, or hedge against adverse movements in currency exchange rates.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are currency risk, cybersecurity risk, derivatives risk, emerging markets risk, equity security (common stock) risk, foreign investment (non-U.S. markets) risk, mid-cap risk, real estate investment risk, and small-cap risk.

Nuveen Santa Barbara Dividend Growth Fund (NSBFX)

Investment Objective and Principal Strategies. The investment objective of the Fund is to seek an attractive total return comprised of income from dividends and long-term capital appreciation. Under normal market conditions, the Fund invests at least 80% of its net assets in dividend-paying common stocks and preferred securities. Companies in certain economic sectors of the market have historically provided higher dividend yields than companies in other sectors and industries. As a result, given the Fund's focus on dividend-paying securities, the Fund may, from time to time, have a greater exposure to these higher dividend-yield sectors and industries than the broad equity market.

The Fund may invest in small-, mid- and large-cap companies. The Fund may invest up to 25% of its net assets in non-U.S. equity securities that are U.S. dollar-denominated.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are currency risk, cybersecurity risk, emerging markets risk, equity security (common stock) risk, foreign investment (non-U.S. markets) risk, growth style risk, mid-cap risk, preferred security risk, sector risk, small-cap risk.

Nuveen Strategic Income Fund (FSFRX)

Investment Objective and Principal Strategies. The investment objective of the Fund is to provide investors with total return. Under normal market conditions, the Fund invests at least 80% of the sum of its net assets and the amount of any borrowings for investment purposes in debt securities, including:

- U.S. government securities (securities issued or guaranteed by the U.S. government or its agencies or instrumentalities);
- residential and commercial mortgage-backed securities;
- asset-backed securities;
- domestic and foreign corporate debt obligations, including obligations issued by special-purpose entities that are backed by corporate debt obligations;
- fixed and floating rate loans, including senior loans and secured and unsecured junior loans, in an amount not to exceed 20% of the Fund's net assets;
- debt obligations of foreign governments; and
- municipal securities in an amount not to exceed 20% of the Fund's net assets.

The Fund may invest up to 30% of its total assets in non-U.S. dollar denominated debt obligations of foreign corporations and governments, including debt obligations issued by governmental and corporate issuers that are located in emerging market countries. The Fund may invest without limitation in U.S. dollar denominated securities of foreign issuers.

The Fund may invest up to 50% of its total assets in securities rated lower than investment grade or unrated securities of comparable quality as determined by the Fund's sub-adviser (securities commonly referred to as "high yield" securities or "junk" bonds). The Fund will not invest in securities rated lower than CCC at the time of purchase or in unrated securities of comparable quality as determined by the Fund's sub-adviser. If the rating of a security is reduced or the credit quality of an unrated security declines after purchase, the Fund is not required to sell the security, but may consider doing so. Unrated securities will not exceed 25% of the Fund's total assets.

The Fund's sub-adviser makes buy, sell, and hold decisions using a "top-down" approach, which begins with the formulation of the sub-adviser's general economic outlook. Following this, various sectors and industries are analyzed and selected for investment. Finally, the sub-adviser selects individual securities within these sectors or industries. The sub-adviser also analyzes expected changes to the yield curve under multiple market conditions to help define maturity and duration selection.

To generate additional income, the Fund may invest up to 25% of its total assets in dollar roll transactions. In a dollar roll transaction, the Fund sells mortgage-backed securities for delivery in the current month while contracting with the same party to repurchase similar securities at a future date.

Under normal market conditions, the Fund attempts to maintain a weighted average effective maturity for its portfolio securities of fifteen years or less and an average effective duration of three to eight years. The Fund's weighted average effective maturity and average effective duration are measures of how the value of the Fund's shares may react to interest rate changes.

The Fund may utilize the following derivatives: options; futures contracts; options on futures contracts; interest rate caps, collars, and floors; foreign currency contracts; options on foreign currencies; swap agreements, including swap agreements on interest rates, currency rates, security indexes and specific securities, and credit default swap agreements; and options on the foregoing types of swap agreements. The Fund may enter into standardized derivatives contracts traded on domestic or foreign securities exchanges, boards of trade, or similar entities, and non-standardized derivatives contracts traded in the over-the-counter market. The Fund may use these derivatives in an attempt to manage market risk, currency risk, credit risk and yield curve risk, to manage the effective maturity or duration of securities in the Fund's portfolio or for speculative purposes in an effort to increase the Fund's yield or to enhance returns. The Fund may also use derivatives to gain exposure to non-dollar denominated securities markets to the extent it does not do so through direct investments. The use of a derivative is speculative if the Fund is primarily seeking to enhance returns, rather than offset the risk of other positions. The Fund may not use any derivative to gain exposure to a security or type of security that it would be prohibited by its investment restrictions from purchasing directly.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are bond market liquidity risk, call risk, credit risk, credit spread risk, currency risk, cybersecurity risk, derivatives risk, dollar roll transaction risk, emerging markets risk, foreign investment (non-U.S. markets) risk, income risk, interest rate risk, loan risk, mortgage- and asset-backed securities risk, municipal securities risk, non-investment-grade securities risk, and valuation risk.

Nuveen Symphony Credit Opportunities Fund (NCSRX)

Investment Objective and Principal Strategies. The investment objective of the Fund is to seek current income and capital appreciation. Under normal market conditions, the Fund invests primarily in debt instruments (e.g., bonds, loans and convertible securities), a substantial portion of which may be rated below investment-grade or, if unrated, deemed by the Fund's portfolio managers to be of comparable quality. Below investment-grade securities are commonly referred to as "high yield" securities or "junk" bonds. The Fund may invest up to 35% of its net assets in loans and up to 30% of its net assets in convertible securities. The Fund invests both in debt issued by U.S. companies and in U.S. dollar-denominated debt issued by non-U.S. companies that is traded over-the-counter or listed on an exchange.

The Fund may utilize the following derivatives: options; futures contracts; options on futures contracts; swap agreements, including interest rate swaps, total return swaps, and credit default swaps; and options on swap agreements. The Fund may use these derivatives in an attempt to manage market risk, credit risk and yield curve risk, to manage the effective maturity or duration of securities in the Fund's portfolio or for speculative purposes in an effort to increase the Fund's yield or to enhance returns. The use of a derivative is speculative if the Fund is primarily seeking to enhance returns, rather than offset the risk of other positions.

The Fund's sub-adviser bases its investment process on fundamental, bottom-up credit analysis. Analysts assess sector dynamics, company business models and asset quality. Specific recommendations are based on an analysis of the relative value of the various types of debt within a company's capital structure. Inherent in the sub-adviser's credit analysis process is the evaluation of potential upside and downside to any credit. As such, the sub-adviser concentrates its efforts on sectors where there is sufficient transparency to assess the downside risk and where firms have assets to support meaningful recovery in case of default. In its focus

on downside protection, the sub-adviser favors opportunities where valuations can be quantified and risks assessed.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are bond market liquidity risk, call risk, convertible security risk, credit risk, credit spread risk, currency risk, cybersecurity risk, derivatives risk, foreign investment (non-U.S. markets) risk, income risk, interest rate risk, loan risk, non-investment-grade securities risk, and valuation risk.

Oakmark International Fund (OANIX)

Investment Objective and Principal Strategies. Oakmark International Fund seeks long-term capital appreciation. The Fund invests primarily in a diversified portfolio of common stocks of non-U.S. companies. In determining whether an issuer is a U.S. or non-U.S. company, the Fund considers various factors including, its country of domicile, the primary stock exchange on which it trades, the location from which the majority of its revenue comes, and its reporting currency. The Fund may invest in non-U.S. markets throughout the world, including emerging markets. The Fund considers emerging markets to be markets located in countries classified as emerging or frontier markets by MSCI, and are generally located in the Asia Pacific region, Eastern Europe, the Middle East, Central and South America, and Africa. Ordinarily, the Fund will invest in the securities of at least five countries outside of the U.S. There are no geographic limits on the Fund's non-U.S. investments. The Fund may invest in securities of large-, mid-, and small-capitalization companies.

The Fund uses a value investment philosophy in selecting equity securities. This investment philosophy is based upon the belief that, over time, a company's stock price converges with the Adviser's estimate of its intrinsic or true business value. By "true business value," the Adviser means its estimate of the price a knowledgeable buyer would pay to acquire the entire business. The Adviser believes that investing in securities priced significantly below what it believes is their true business value presents the best opportunity to achieve the Fund's investment objective. A company trading below its estimated intrinsic value is sometimes referred to as trading at a discount.

The Adviser uses this value philosophy to identify companies that it believes have discounted stock prices compared to the companies' true business values. In assessing such companies, the Adviser looks for the following characteristics, although the companies selected may not have all of these attributes: (1) free cash flows and intelligent investment of excess cash; (2) earnings that are growing and are reasonably predictable; and (3) high level of company management ownership.

Key Tenets of the Oakmark Investment Philosophy:

1. Buy businesses that are trading at a significant discount to the Adviser's estimate of the company's intrinsic value. At the time the Adviser buys a company, the Adviser wants the company's stock to be inexpensive relative to what it believes the entire business is worth.
2. Invest with companies expected to grow shareholder value over time. Value investors can sometimes fall into the trap of buying a stock that is inexpensive for a reason—because the company just does not grow. The Adviser looks for good quality, growing businesses with positive free cash flow and intelligent investment of cash.

3. Invest with management teams that think and act as owners. The Adviser seeks out companies with management teams that understand the dynamics of per share value growth and are focused on achieving such growth. Stock ownership and incentives that align managements' interests with those of shareholders are key components of this analysis.

In making its investment decisions, the Adviser uses a "bottom-up" approach focused on individual companies, rather than focusing on specific economic factors or specific industries. To facilitate its selection of investments that meet the criteria described above, the Adviser uses independent, in-house research to analyze each company. As part of this selection process, the Adviser's analysts typically visit companies and conduct other research on the companies and their industries.

Once the Adviser identifies a stock that it believes is selling at a significant discount to the Adviser's estimated intrinsic value and that the company has one or more of the additional qualities mentioned above, the Adviser may consider buying that stock for the Fund. The Adviser usually sells a stock when the price approaches its estimated worth. This means the Adviser sets specific "buy" and "sell" targets for each stock the Fund holds. The Adviser monitors each portfolio holding and adjusts these price targets as warranted to reflect changes in a company's fundamentals.

The Adviser believes that holding a relatively small number of stocks allows its "best ideas" to have a meaningful impact on the Fund's performance. Therefore, the Fund's portfolio typically holds thirty to sixty stocks rather than hundreds, and a higher percentage of the Fund's total assets may also be invested in a particular region, sector or industry.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are equity security (common stock) risk, foreign investment (non-U.S. markets) risk, focused portfolio risk, market capitalization risk, market risk, region, sector, or industry risk, and value style risk.

TIAA-CREF Bond Fund (TIBDX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return through income, primarily from investment grade fixed-income securities. Under normal circumstances, the Fund invests at least 80% of its assets in bonds. For these purposes, bonds include fixed-income securities of all types. The Fund primarily invests in a broad range of investment-grade bonds and fixed-income securities, including, but not limited to, U.S. Government securities, corporate bonds and mortgage-backed and other asset-backed securities. The Fund may also invest in other fixed-income securities, including those of non-investment-grade quality. The Fund does not rely exclusively on rating agencies when making investment decisions. Instead, the Fund's investment adviser, Teachers Advisors, LLC ("Advisors"), performs its own credit analysis, paying particular attention to economic trends and other market events. Individual securities or sectors may be overweighted or underweighted relative to the Fund's benchmark index, the Barclays U.S. Aggregate Bond Index, when Advisors believes that the Fund can boost returns above that of the index. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund may invest in fixed-income securities of any duration. As of May 31, 2016, the duration of the Fund's benchmark index, the Barclays U.S. Aggregate Bond Index, was 5.53 years.

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

The Fund may use an investment strategy called "mortgage rolls" (also referred to as "dollar rolls"), in which the Fund sells securities for delivery in the current month and simultaneously contracts with a counterparty to repurchase similar (same type, coupon and maturity) but not identical securities on a specified future date. The Fund loses the right to receive principal and interest paid on the securities sold. However, the Fund would benefit to the extent of any price received for the securities sold and the lower forward price for the future purchase (often referred to as the "drop") plus the interest earned on the short-term investment awaiting the settlement date of the forward purchase. If such benefits exceed the income and gain or loss due to mortgage repayments that would have been realized on the securities sold as part of the mortgage roll, the use of this technique will enhance the investment performance of the Fund compared with what such performance would have been without the use of mortgage rolls. Realizing benefits from the use of mortgage rolls depends upon the ability of Advisors to correctly predict mortgage prepayments and interest rates.

The Fund may also engage in relative value trading, a strategy in which the Fund reallocates assets across different sectors and maturities. Relative value trading is designed to enhance the Fund's returns but increases the Fund's portfolio turnover rate.

The Fund may purchase and sell futures, options, swaps, forwards and other fixed-income derivative instruments to carry out the Fund's investment strategies. The Fund may also invest in foreign securities, including emerging markets fixed-income securities and non-dollar denominated instruments. Under most circumstances, the Fund's investments in fixed-income securities of foreign issuers constitute less than 20% of the Fund's assets.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, call risk, credit risk, derivatives risk, downgrade risk, emerging markets risk, extension risk, fixed-income foreign investment (non-U.S. markets) risk, floating and variable rate securities risk, illiquid investments risk, income volatility risk, interest rate risk, issuer risk, market volatility, liquidity, and valuation risk, mortgage roll risk, non-investment-grade securities risk, prepayment risk, and U.S. government securities risk.

TIAA-CREF Emerging Markets Debt Fund (TEDNX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, through income and capital appreciation, by investing primarily in a portfolio of emerging markets fixed-income investments. Under normal market conditions, the Fund invests at least 80% of its assets in fixed-income securities of emerging market issuers or in instruments with

economic characteristics similar to emerging market fixed-income securities. The Fund primarily invests in a broad range of sovereign, quasi-sovereign and corporate fixed-income securities rated B- or better but may also invest in fixed-income securities having a lower credit rating. The Fund does not rely exclusively on rating agencies when making investment decisions. Instead, the Fund's investment adviser, Teachers Advisors, LLC ("Advisors"), performs its own credit analysis, paying particular attention to economic trends and other market events. Country and individual issuer allocations are then overweighted or underweighted relative to the Fund's benchmark index, the JP Morgan Emerging Markets Bond Index (EMBI) Global Diversified ("EMBI-GD Index"), when Advisors believes that the Fund can take advantage of what appear to be undervalued, overlooked or misunderstood issuers that offer the potential to boost returns above that of the index. Fund holdings may be denominated in U.S. dollars or non-U.S. dollar currencies, including emerging market currencies. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund considers an "emerging market security" to be a security that is principally traded on a securities exchange of an emerging market or that is issued by an issuer that is located or has primary operations in an emerging market. The Fund generally defines an "emerging market" as any of the countries or markets represented in the Fund's benchmark index, the EMBI-GD Index, or any other country or market with similar emerging characteristics. The Fund is considered to be "non-diversified," which means it may invest in fewer issuers than a "diversified" fund.

The Fund may also engage in relative value trading, a strategy in which the Fund reallocates assets across different countries, currencies, sectors and maturities. Relative value trading is designed to enhance the Fund's returns but increases the Fund's portfolio turnover rate.

The Fund may purchase and sell futures, options, swaps and other fixed-income derivative instruments to carry out the Fund's investment strategies.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, call risk, credit risk, derivatives risk, downgrade risk, emerging markets risk, fixed-income foreign investment (non-U.S. markets) risk, illiquid investments risk, income volatility risk, interest rate risk, issuer risk, market volatility, liquidity, and valuation risk, non-diversification risk, non-investment-grade securities risk, and sovereign debt risk.

TIAA-CREF Emerging Markets Equity Index Fund (TEQLX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of emerging market equity investments based on a market index. Under normal circumstances, the Fund invests at least 80% of its assets in equity securities that comprise its benchmark index, the MSCI Emerging Markets® Index ("MSCI EM Index"), or in instruments with economic characteristics similar to all or a portion of the MSCI EM Index. The MSCI EM Index is designed to measure equity market performance in the global emerging markets. The Fund buys most, but not necessarily all, of the stocks in its benchmark index, and will attempt to closely match the overall investment attributes of its benchmark index. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund is designed to track various emerging market equity markets as a whole or a segment of these markets. The Fund primarily invests its assets in equity securities its investment adviser, Teachers Advisors, LLC (“Advisors”), has selected to track a designated stock market index.

Because the return of an index is not reduced by investment and other operating expenses, the Fund’s ability to match the returns of the MSCI EM Index is negatively affected by the costs of buying and selling securities as well as the Fund’s fees and other expenses. The use of a particular index by the Fund is not a fundamental policy and may be changed without shareholder approval. The portfolio management team of Advisors will attempt to build a portfolio that generally matches the market weighted investment characteristics of the Fund’s benchmark index.

From time to time, Advisors may determine that the Fund may not invest in securities of issuers that do not meet certain corporate governance criteria. The Fund currently does not invest in certain companies with operations in Sudan.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are emerging markets risk, foreign investment (non-U.S. markets) risk, illiquid investments risk, index risk, issuer risk, market risk.

TIAA-CREF High-Yield Fund (TIHYX)

Investment Objective and Principal Strategies. The Fund seeks high current income and, when consistent with its primary objective, capital appreciation. The Fund invests primarily in lower-rated, higher-yielding fixed-income securities, such as domestic and foreign corporate bonds, debentures, loan participations and assignments and notes, as well as convertible securities and preferred stocks. Under normal circumstances, the Fund invests at least 80% of its assets in debt and other fixed-income securities rated lower than investment-grade (and their unrated equivalents) or other high-yielding debt securities. (These are often called “junk bonds.”) Most of these will be securities rated in the BB or B categories by S&P, or the Ba or B categories by Moody’s. For purposes of the 80% investment policy, the term “assets” means net assets, plus the amount of any borrowings for investment purposes.

The Fund may invest up to 20% of its assets in the following types of instruments: payment-in-kind or deferred-interest obligations, defaulted securities, asset-backed securities, securities rated lower than B- or its equivalent by at least two rating agencies and securities having limited liquidity.

The Fund can make foreign investments, including investments in emerging market countries and non-dollar denominated instruments, but the Fund does not expect such investments to exceed 20% of its assets under most circumstances. The Fund can also invest in U.S. Treasury and agency securities or other short-term instruments when other suitable investment opportunities are not available, or when Teachers Advisors, LLC (“Advisors”) would like to build the Fund’s liquidity.

Over long periods of time, a broadly diversified portfolio of lower-rated, higher-yielding securities is designed to, net of capital losses, provide a higher net return than a similarly diversified portfolio of higher-rated, lower-yielding securities of similar duration. Advisors attempts to minimize the risks of investing in lower-rated securities by:

- Doing its own credit analysis (independent of the rating agencies). The Fund buys securities of issuers with a balance of operational and financial risks that Advisors believes make it likely that such issuers will be able to meet their financial obligations;
- Constructing a portfolio of securities diversified by industry, maturity, duration and credit quality; and
- Buying or selling particular securities to seek to take advantage of anticipated changes and trends in the economy and financial markets.

Advisors' judgment of the value of any particular security is a function of its experience with lower-rated securities, evaluation of general economic and securities market conditions and the financial condition of the security's issuer. Under some market conditions, the Fund may sacrifice potential yield in order to adopt a defensive posture designed to preserve capital.

The Fund may purchase and sell futures, options, swaps, forwards and other fixed-income derivative instruments to carry out the Fund's investment strategies.

The benchmark index for the Fund is the BofA Merrill Lynch BB-B U.S. Cash Pay High Yield Constrained Index.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, call risk, credit risk, derivatives risk, emerging markets risk, fixed-income foreign investment (non-U.S. markets) risk, floating and variable rate securities risk, illiquid investments risk, income volatility risk, interest rate risk, issuer risk, market volatility, liquidity, and valuation risk, non-investment-grade securities risk, and senior loan risk.

TIAA-CREF International Equity Index Fund (TCIEX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of foreign equity investments based on a market index. Under normal circumstances, the Fund invests at least 80% of its assets in securities of its benchmark index (the MSCI EAFE® Index). The MSCI EAFE® Index measures stock performance in certain countries outside North America. The Fund buys most, but not necessarily all, of the stocks included in its benchmark index, and will attempt to closely match the overall investment characteristics of its benchmark index. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund is designed to track various foreign equity markets as a whole or a segment of these markets. The Fund primarily invests its assets in equity securities its investment adviser, Teachers Advisors, LLC ("Advisors"), has selected to track a designated stock market index.

Because the return of an index is not reduced by investment and other operating expenses, the Fund's ability to match the returns of the MSCI EAFE® Index is negatively affected by the costs of buying and selling securities as well as the Fund's fees and other expenses. The use of a particular index by the Fund is not a fundamental policy and may be changed without shareholder approval. The portfolio management team of Advisors will attempt to build a portfolio that generally matches the market weighted investment characteristics of the Fund's benchmark index.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are foreign investment (non-U.S. markets) risk, illiquid investments risk, index risk, issuer risk, large-cap risk, market risk, and mid-cap risk.

TIAA-CREF Large-Cap Value Fund (TRLIX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of large domestic companies. Under normal circumstances, the Fund invests at least 80% of its assets in large-cap equity securities. The Fund invests primarily in equity securities of large domestic companies, as defined by the Fund's benchmark index (the Russell 1000® Value Index), that the Fund's investment adviser, Teachers Advisors, LLC ("Advisors"), believes appear undervalued by the market based on an evaluation of their potential worth. For purposes of the Fund's 80% investment policy, "large-cap" securities are securities of issuers with a capitalization equal to or greater than the top 80% of issuers by capitalization within the Russell 1000® Index at the time of purchase. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

Advisors uses a variety of comparative valuation criteria to determine whether shares of a particular company might be undervalued, including analyses of historical valuations of the same security; valuations of comparable securities in the same sector or the overall market; various financial ratios such as stock price-to-book value, stock price-to-earnings, and dividend yield; and free cash flow generated by the company. Advisors generally focuses on companies with normalized earnings and high operating leverage, which may cause the Fund to be more volatile in down markets than other large-cap value funds that have more defensive-oriented investment strategies.

The Fund may invest up to 20% of its assets in foreign investments.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, foreign investment (non-U.S. markets) risk, issuer risk, large-cap risk, market risk, mid-cap risk, and value style risk.

TIAA-CREF S&P 500 Index Fund (TISPX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities of large domestic companies selected to track U.S. equity markets based on a market index. Under normal circumstances, the Fund invests at least 80% of its assets in securities of its benchmark index (the S&P 500® Index). The S&P 500® Index includes 500 leading companies and captures approximately 80% coverage of available market capitalization of the U.S. equity market. The Fund buys most, but not necessarily all, of the stocks in its benchmark index, and will attempt to closely match the overall investment characteristics of its benchmark index. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund is designed to track various U.S. equity markets as a whole or a segment of these markets. The Fund primarily invests its assets in equity securities its investment adviser, Teachers Advisors, LLC ("Advisors"), has selected to track a designated stock market index. Because the return of an index is not reduced by investment and other operating expenses, the Fund's ability to match the returns of the S&P 500® Index is negatively affected by the costs of

buying and selling securities as well as the Fund's fees and other expenses. The use of a particular index by the Fund is not a fundamental policy and may be changed without shareholder approval. The portfolio management team of Advisors will attempt to build a portfolio that generally matches the market weighted investment characteristics of the Fund's benchmark index.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are index risk, issuer risk, large-cap risk, and market risk.

TIAA-CREF Small-Cap Equity Fund (TISEX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return, mainly through capital appreciation, primarily from equity securities of smaller domestic companies. Under normal circumstances, the Fund invests at least 80% of its assets in small-cap equity securities. In seeking a favorable long-term total return, the Fund will invest in securities that the Fund's investment adviser, Teachers Advisors, LLC ("Advisors"), believes have favorable prospects for significant long-term capital appreciation potential. A small-cap equity security is a security within the capitalization range of the companies included in the Fund's benchmark index, the Russell 2000® Index, at the time of purchase. The Fund invests primarily in equity securities of smaller domestic companies across a wide range of sectors, growth rates and valuations. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund seeks to add incremental return over its stated benchmark index, while also managing the relative risk of the Fund versus its benchmark index. Advisors uses proprietary quantitative models, or models utilizing econometric and mathematical techniques, based on financial and investment theories to evaluate and score a broad universe of stocks in which the Fund invests. These models typically weigh many different variables, including the valuation of the individual stock versus the market or its peers, future earnings and sustainable growth prospects, and the price and volume trends of the stock. The score is used to form the portfolio, along with the following additional inputs: weightings of the stock and its corresponding sector in the benchmark, correlations between the performance of the stocks in the universe, and trading costs. The Fund may purchase foreign securities and securities issued in connection with reorganizations and other special situations.

The overall goal is to build a portfolio of stocks that generate a favorable long-term total return, while also managing the relative risk of the Fund versus its benchmark index. The Fund's strategy is based upon Advisors' understanding of the interplay of market factors and does not assure successful investment. The markets or the prices of individual securities may be affected by factors not taken into account in Advisors' analysis.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, foreign investment (non-U.S. markets) risk, illiquid investments risk, issuer risk, market risk, mid-cap risk, quantitative analysis risk, small-cap risk, and special situation risk.

TIAA-CREF Social Choice Bond Fund (TSBIX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return through income and capital appreciation while giving special consideration to certain environmental, social and governance ("ESG") criteria. Under normal circumstances, the Fund

invests at least 80% of its assets in bonds. For these purposes, bonds include fixed-income securities of all types. The Fund primarily invests in a broad range of investment-grade bonds and fixed-income securities, including, but not limited to, U.S. Government securities, corporate bonds, taxable municipal securities and mortgage-backed or other asset backed-securities. The Fund may also invest in other fixed-income securities, including those of non-investment-grade quality. The Fund may invest in fixed-income securities of any duration. As of May 31, 2016, the duration of the Fund's benchmark index, the Barclays U.S. Aggregate Bond Index, was 5.53 years. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund is actively managed and does not rely exclusively on rating agencies when making investment decisions. Instead, the Fund's investment adviser, Teachers Advisors, LLC ("Advisors") performs its own credit analysis, paying particular attention to economic trends and other market events. Subject to the ESG criteria described below, individual securities or sectors may be overweighted or underweighted relative to the Fund's benchmark index, when Advisors believes that the Fund can boost returns above that of the index.

The Fund's investments in fixed-income securities issued by corporate entities or certain foreign governments are subject to certain ESG criteria. The ESG criteria are implemented based on data provided by independent research vendor(s). All corporate issuers must meet or exceed minimum ESG performance standards to be eligible for investment by the Fund. The evaluation process favors companies with leadership in ESG performance relative to their peers. Typically, environmental assessment categories include climate change, natural resource use, waste management and environmental opportunities. Social evaluation categories include human capital, product safety and social opportunities. Governance assessment categories include corporate governance, business ethics and government & public policy. How well companies adhere to international norms and principles and involvement in major ESG controversies (examples of which may relate to the environment, customers, human rights & community, labor rights & supply chain, and governance) are other considerations.

The ESG evaluation process is conducted on an industry-specific basis and involves the identification of key performance indicators, which are given more or less relative weight compared to the broader range of potential assessment categories. Concerns in one area do not automatically eliminate an issuer from being an eligible Fund investment. When ESG concerns exist, the evaluation process gives careful consideration to how companies address the risks and opportunities they face in the context of their sector or industry and relative to their peers. The Fund will not generally invest in companies significantly involved in certain business activities, including but not limited to, the production of alcohol, tobacco, military weapons, firearms, nuclear power and gambling. While Advisors may invest in corporate and foreign government issuers that meet these criteria, it is not required to invest in every issuer that meets these criteria. The ESG criteria the Fund takes into consideration are non-fundamental investment policies. Such criteria and the universe of investments that the Fund utilizes may be changed without the approval of the Fund's shareholders.

The Fund is not restricted from investing in any securities issued or guaranteed by the U.S. Government or its agencies or instrumentalities. Advisors considers investments in these securities to be consistent with the Fund's investment and social objectives.

The Fund also invests in certain asset-backed securities, mortgage-backed securities and other securities that represent interests in assets such as pools of mortgage loans, automobile loans or credit card receivables. These securities are typically issued by legal entities established

specifically to hold assets and to issue debt obligations backed by those assets. Asset-backed or mortgage-backed securities are normally created or “sponsored” by banks or other institutions or by certain government-sponsored enterprises such as Fannie Mae or Freddie Mac. Advisors does not take into consideration whether the sponsor of an asset-backed security in which the Fund invests meets the ESG criteria. That is because asset-backed securities represent interests in pools of loans, and not of the ongoing business enterprise of the sponsor. It is therefore possible that the Fund could invest in an asset-backed or mortgage-backed security sponsored by a bank or other financial institution in which the Fund could not invest directly.

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

The Corporate Governance and Social Responsibility Committee (the “CGSR Committee”) of the Board of Trustees of the Trust (“Board of Trustees”) reviews the ESG criteria used to evaluate securities issued by corporate and foreign government issuers held by the Fund and approves the ESG vendor of that service. Advisors seeks to ensure that the Fund’s investments in securities issued by corporate and foreign government issuers are consistent with its ESG criteria, but Advisors cannot guarantee that this will always be the case for every Fund investment issued by a corporate entity or by a foreign government or agency. Consistent with its responsibilities, the CGSR Committee evaluates options for implementing the Fund’s ESG investment criteria and monitors the ESG vendors selected to supply the ESG-eligible universe. Advisors has the right to change the ESG vendor(s) at any time and to add to the number of vendors providing the universe of eligible companies. Investing on the basis of ESG criteria is qualitative and subjective by nature, and there can be no assurance that the ESG criteria utilized by the Fund’s ESG vendor(s) or any judgment exercised by the CGSR Committee or Advisors will reflect the beliefs or values of any particular investor.

Additionally, Advisors invests a portion of the Fund’s assets in fixed-income instruments according to TIAA’s proprietary Proactive Social Investments (“PSI”) framework. As of March 31, 2016, these investments were 39.8% of the portfolio. These investments provide direct exposure to issuers and/or individual projects with social or environmental benefits. Within this PSI allocation, the Fund seeks opportunities to invest in publicly traded fixed-income securities that finance initiatives in areas including affordable housing, community and economic development, renewable energy and climate change, and natural resources. These investments will be selected based on the same financial criteria used by Advisors in selecting the Fund’s other fixed-income investments.

The Fund may also use a trading technique called “mortgage rolls” or “dollar rolls” in which the Fund “rolls over” an investment in a mortgage-backed security before its settlement date in exchange for a similar security with a later settlement date.

The Fund may also engage in relative value trading, a strategy in which the Fund reallocates assets across different sectors and maturities. Relative value trading is designed to enhance the Fund’s returns but increases the Fund’s portfolio turnover rate.

The Fund may purchase and sell futures, options, swaps, forwards and other fixed-income derivative instruments to carry out the Fund's investment strategies. The Fund may also invest in foreign securities, including emerging markets fixed-income securities and non-dollar denominated instruments. Under most circumstances, the Fund's investments in fixed-income securities of foreign issuers constitute less than 20% of the Fund's assets.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, call risk, credit risk, derivatives risk, downgrade risk, ESG criteria risk, extension risk, fixed-income foreign investment (non-U.S. markets) risk, illiquid investments risk, income volatility risk, interest rate risk, issuer risk, market volatility, liquidity, and valuation risk, mortgage roll risk, non-investment-grade securities risk, prepayment risk, and U.S. government securities risk.

TIAA-CREF Social Choice Equity Fund (TISCX)

Investment Objective and Principal Strategies. The Fund seeks a favorable long-term total return that reflects the investment performance of the overall U.S. stock market while giving special consideration to certain environmental, social and governance ("ESG") criteria. Under normal circumstances, the Fund invests at least 80% of its assets in equity securities. The Fund attempts to achieve the return of the U.S. stock market as represented by its benchmark, the Russell 3000® Index, while investing only in companies whose activities are consistent with the Fund's ESG criteria. See "Additional information about the Fund's benchmark index" below for more information about the Fund's benchmark.

The ESG criteria the Fund takes into consideration are non-fundamental investment policies. Such criteria and the universe of investments that the Fund utilizes may be changed without the approval of the Fund's shareholders. For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

The Fund's investments are subject to certain ESG criteria. The ESG criteria are implemented based on data provided by independent research vendor(s). All companies must meet or exceed minimum ESG performance standards to be eligible for inclusion in the Fund. The evaluation process favors companies with leadership in ESG performance relative to their peers. Typically, environmental assessment categories include climate change, natural resource use, waste management and environmental opportunities. Social evaluation categories include human capital, product safety and social opportunities. Governance assessment categories include corporate governance, business ethics and government and public policy. How well companies adhere to international norms and principles and involvement in major ESG controversies (examples of which may relate to the environment, customers, human rights and community, labor rights and supply chain, and governance) are other considerations.

The ESG evaluation process is conducted on an industry-specific basis and involves the identification of key performance indicators, which are given more or less relative weight compared to the broader range of potential assessment categories. Concerns in one area do not automatically eliminate an issuer from being an eligible Fund investment. When ESG concerns exist, the evaluation process gives careful consideration to how companies address the risks and opportunities they face in the context of their sector or industry and relative to their peers. The Fund will not generally invest in companies significantly involved in certain business activities, including but not limited to the production of alcohol, tobacco, military weapons, firearms, nuclear power and gambling products and services.

Once a universe of ESG-eligible companies is established, the Fund's investment adviser, Teachers Advisors, LLC ("Advisors"), then uses quantitative investment techniques to attempt to closely match, to the extent practicable, the overall risk characteristics of the benchmark index. The Fund holdings will generally consist of a subset of the eligible investment universe. The Fund is not required to invest in all companies that meet the ESG criteria.

The Corporate Governance and Social Responsibility Committee (the "CGSR Committee") of the Board of Trustees of the Trust ("Board of Trustees") reviews the ESG criteria used to screen securities held by the Fund and approves the vendor of that service. Advisors seeks to ensure that the Fund's investments are consistent with its ESG criteria, but Advisors cannot guarantee that this will always be the case for every Fund investment. Consistent with its responsibilities, the CGSR Committee evaluates options for implementing the Fund's ESG investment criteria and monitors the ESG vendors selected to supply the ESG-eligible universe. Advisors has the right to change the ESG vendor(s) at any time and to add to the number of vendors providing the universe of eligible companies. Investing on the basis of ESG criteria is qualitative and subjective by nature, and there can be no assurance that the process utilized by the Fund's vendor(s) or any judgment exercised by the CGSR Committee or Advisors will reflect the beliefs or values of any particular investor.

The Fund is not restricted from investing in any securities issued or guaranteed by the U.S. government or its agencies or instrumentalities. The Fund may also invest in securities issued by other countries or their agencies or instrumentalities as approved by the CGSR Committee. Consistent with its ESG criteria, the Fund may invest up to 15% of its assets in foreign investments.

Principal Risks. The principal risks of investing in the Fund, which could adversely affect its net asset value, yield and total return, are active management risk, benchmark risk, ESG criteria risk, foreign investment (non-U.S. markets) risk, illiquid investments risk, issuer risk, large-cap risk, market risk, mid-cap risk, quantitative analysis risk, and small-cap risk.

DESCRIPTION OF THE UNDERLYING FUND RISKS

An Underlying Fund (or a "Fund") may not achieve its investment objective. The descriptions below provide more detail about many of the general risks of investments in mutual funds such as the Underlying Funds, and about certain specific risks that could adversely affect the value of an investment in an Underlying Fund. As a result of these risks, you may lose money when you invest in any Investment Portfolio. For additional information surrounding a particular Fund's risks and objectives, please reference the Fund's prospectus and statement of additional information. These descriptions are qualified in their entirety by reference to the detailed information included in each Underlying Fund's current prospectus and statement of additional information, which contain additional information not summarized herein and which may identify additional risks to which the respective Underlying Fund may be subject.

Active Management Risk. The risk that an investment adviser's strategy, investment selection or trading execution may fail to produce the intended results and may cause a Fund to underperform relative to a benchmark index or to other mutual funds investing in the same asset classes or pursuing similar investment objectives.

Asset-Backed Securities Investment Risk: The risk that the impairment of the value of the collateral underlying the security in which a Fund invests, such as non-payment of loans, will result in a reduction in the value of the security.

Benchmark Risk: The risk that a Fund's performance may not correspond to its benchmark index for any period of time and may underperform such index or the overall financial market. Additionally, to the extent that a Fund's investments vary from the composition of its benchmark index, the Fund's performance could potentially vary from the index's performance to a greater extent than if the Fund merely attempted to replicate the index.

Bond Market Liquidity Risk: Dealer inventories of bonds, which provide an indication of the ability of financial intermediaries to "make markets" in those bonds, are at or near historic lows in relation to market size as of the date of this Disclosure Booklet. This reduction in market making capacity has the potential to decrease liquidity and increase price volatility in the fixed income markets in which a Fund invests, particularly during periods of economic or market stress. In addition, recent federal banking regulations may cause certain dealers to reduce their inventories of bonds, which may further decrease a Fund's ability to buy or sell bonds. As a result of this decreased liquidity, a Fund may have to accept a lower price to sell a security, sell other securities to raise cash or give up an investment opportunity, any of which could have a negative effect on performance. If a Fund needed to sell large blocks of bonds to meet shareholder redemption requests or to raise cash, those sales could further reduce the bonds' prices.

Call Risk: The risk that, during periods of falling interest rates, issuers may call (or repay) debt instruments or fixed-income securities held by a Fund prior to maturity, resulting in a decline in the Fund's income and an adverse impact on the Fund's performance.

Convertible Security Risk: The value of a Fund's convertible securities may decline in response to such factors as rising interest rates and fluctuations in the market price of the common stock underlying the convertible securities.

Credit Risk: The risk that an issuer of a fixed-income investment or debt security may be unable or unwilling to make interest or principal payments when the payments become due, and the related risk that the value of a debt security may decline because of concerns about the issuer's ability or willingness to make such payments.

Credit Spread Risk: Credit spread risk is the risk that credit spreads (*i.e.*, the difference in yield between debt securities that is due to differences in their credit quality) may increase when the market believes that bonds generally have a greater risk of default. Increasing credit spreads may reduce the market values of a Fund's debt securities. Credit spreads often increase more for lower rated and unrated securities than for investment grade securities. In addition, when credit spreads increase, reductions in market value will generally be greater for longer-maturity securities.

Currency Risk: Foreign currencies may experience steady or sudden devaluation relative to the U.S. dollar, adversely affecting the value of non-U.S. dollar denominated securities, interest earned from such securities, gains and losses realized on the sale of such securities and derivative transactions tied to such securities. Additionally, a foreign government may convert, or be forced to convert, its currency to another currency, changing its value against the U.S. dollar. Where a Fund's net asset value is determined on the basis of U.S. dollars, if the local

currency of a foreign market depreciates against the U.S. dollar, the Fund may lose money even if the foreign market prices of the Fund's holdings rise.

Cybersecurity Risk: A Fund's and its service providers' use of internet, technology and information systems may expose the Fund to potential risks linked to cybersecurity breaches of those technological or information systems. Cybersecurity breaches, amongst other things, could allow an unauthorized party to gain access to proprietary information, customer data or Fund assets, or cause a Fund and/or its service providers to suffer data corruption or lose operational functionality.

Derivatives Risk: Derivatives (such as futures, options, single name or index credit default swaps, forwards and foreign exchange forward contracts) are instruments the values of which are derived from the values of other assets, rates or indices. Derivative instruments can be used to acquire or to transfer the risk and returns of a security or other asset without buying or selling the security or asset. The use of derivatives for non-hedging purposes may be considered to carry different and greater risks and transaction costs than other types of investments. Derivative instruments are subject to a number of risks including counterparty, liquidity, interest rate, market, credit and management risks, and risks related to mispricing and improper valuation. Derivative investments can create investment leverage and may create additional risks that may subject a Fund to greater volatility and less liquidity than investments in more traditional securities. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and a Fund could lose more than the principal amount invested. As a result, even a small investment in derivatives can result in losses that greatly exceed the original investment. An over-the-counter derivative transaction between a Fund and a counterparty that is not cleared through a central counterparty also involves the risk that a loss may be sustained as a result of the failure of the counterparty to the contract to make required payments. The payment obligation for a cleared derivative transaction is guaranteed by a central counterparty, which exposes a Fund to the creditworthiness of the central counterparty.

Dollar Roll Transaction Risk: The use of dollar rolls can increase the volatility of a Fund's share price, and it may have an adverse impact on performance unless the Fund's investment adviser correctly predicts mortgage prepayments and interest rates.

Downgrade Risk: The risk that securities are subsequently downgraded should a Fund's investment adviser and/or rating agencies believe the issuer's business outlook or creditworthiness has deteriorated.

Emerging Markets Risk: The risk of foreign investment often increases in countries with emerging markets (including frontier markets). Numerous emerging market countries have a history of, and continue to experience serious, and potentially continuing, economic and political problems. The economies of emerging markets are less diverse and mature than those of the United States and other developed markets. Stock markets in many emerging market countries are relatively small, expensive to trade in and generally have higher risks than those in developed markets. Economic or political instability may cause larger price changes in emerging market securities than in securities of issuers based in more developed foreign countries. Securities and other financial instruments in emerging markets also may be less liquid than those in developed markets and foreigners are often limited in their ability to invest in, and withdraw assets from, these markets. Additional restrictions may be imposed under other conditions. Frontier market countries generally have even smaller, less diverse and less mature economies or even less developed capital markets and, as a result, the risks of investing in emerging market countries are magnified in frontier market countries. Because their financial

markets may be very small, prices of financial instruments in emerging market countries may be volatile and difficult to determine.

Equity Security (Common Stock) Risk: Investing in equity securities, including common stock, is risky and subject to volatility. The prices of a company's equity securities fluctuate based on changes in the company's business performance, financial condition and investor perception and on market trends and general economic conditions. Equity securities may decline significantly in price over short or extended periods of time, and such declines may occur because of declines in the equity market as a whole, or because of declines in only a particular country, company, industry or sector of the market. Furthermore, when the stock market declines, most equity securities, even those issued by strong companies, often will decline in value. The rights of common stockholders and the owners of other equity securities are subordinate to all other claims on a company's assets, including debt holders and preferred stockholders. Therefore, a Fund could lose money if a company in which it invests becomes financially distressed.

Equity Market Risk: Even a long-term investment approach cannot guarantee a profit. Economic, market, political and issuer-specific conditions and events will cause the value of equity securities, and the Portfolio that owns them, to rise or fall. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

ESG Criteria Risk: The risk that because a Fund's ESG criteria exclude securities of certain issuers for nonfinancial reasons, the Fund may forgo some market opportunities available to funds that do not use these criteria.

ETF Risk: An exchange traded fund ("ETF") is subject to the risks of the underlying securities that it holds. In addition, for index-based ETFs, the performance of an ETF may diverge from the performance of such index (commonly known as tracking error). ETFs are subject to fees and expenses (like management fees and operating expenses) that do not apply to an index, and a Fund will indirectly bear its proportionate share of any such fees and expenses paid by the ETFs in which it invests. Moreover, ETF shares may trade at a premium or discount to their net asset value. As ETFs trade on an exchange, they are subject to the risks of any exchange-traded instrument, including: (i) an active trading market for its shares may not develop or be maintained, (ii) market makers or authorized participants may decide to reduce their role or step away from these activities in times of market stress, (iii) trading of its shares may be halted by the exchange and (iv) its shares may be delisted from the exchange.

ETN Risk: Like other index-tracking instruments, exchange traded notes ("ETNs") are subject to the risk that the value of the index may decline, at times sharply and unpredictably. In addition, ETNs—which are debt instruments—are subject to risk of default by the issuer.

Extension Risk: The risk that, during periods of rising interest rates, prepayments on debt instruments will slow, which may cause debt instruments considered short or intermediate term to become longer-term instruments that fluctuate more widely in response to changes in interest rates than shorter-term instruments. In addition, when borrowers pay off their debts later than expected, a Fund may be prevented from reinvesting principal proceeds at higher interest rates, resulting in less income than potentially available.

Fixed-Income Foreign Investments Risk: Investment in fixed-income securities or financial instruments of foreign issuers involves increased risks due to adverse issuer, political, regulatory, currency, market or economic developments. These developments may impact the

ability of a foreign debt issuer to make timely and ultimate payments on its debt obligations to a Fund or impair a Fund's ability to enforce its rights against the foreign debt issuer. These risks are heightened in emerging or developing markets. Foreign investments may also be less liquid and more difficult to value than investments in U.S. issuers.

Floating and Variable Rate Securities Risk: Floating and variable rate securities provide for a periodic adjustment in the interest rate paid on the securities. The rate adjustment intervals may be regular and range from daily up to annually, or may be based on an event, such as a change in the prime rate. Floating and variable rate securities may be subject to greater liquidity risk than other debt securities, meaning that there may be limitations on a Fund's ability to sell the securities at any given time. Such securities also may lose value.

Focused Portfolio Risk: A Fund's portfolio may be invested in a relatively small number of stocks. As a result, the appreciation or depreciation of any one security held by the Fund will have a greater impact on the Fund's net asset value than it would if the Fund invested in a larger number of securities. Although that strategy has the potential to generate attractive returns over time, it also increases the Fund's volatility and may lead to greater losses.

Foreign Investment (Non-U.S. Markets) Risk: Investments in securities issued by entities based outside the U.S., or with significant non-U.S. operations, may involve special risks in addition to or other than the risks associated with investments in U.S. companies and U.S. markets. Investments in non-U.S. companies and non-U.S. markets are subject to risks related to less regulated or liquid securities markets; additional taxation; heightened political, economic, social, or diplomatic instability; greater volatility; currency fluctuations or changes in foreign currency exchange rates; different accounting, auditing, financial reporting or legal standards or practices; higher transaction costs; delays in clearing or settlement; delays in receipt of dividends; possible foreign controls on investment; expropriation; possible sanctions by governmental bodies of other countries; and less stringent investor protection and disclosure standards. Foreign securities are sometimes less liquid and harder to value than securities of U.S. issuers. There may also be less publicly-available information about a foreign issuer. Investors holding foreign securities may also be exposed to currency risk. Although hedging may be used to protect a Fund from adverse currency movements, the use of such hedges may reduce or eliminate the potentially positive effect of currency revaluations on the Fund's total return, and there is no guarantee that a Fund's hedging strategy will be successful. Global economies and financial markets are becoming increasingly interconnected, and conditions and events in one country, region or financial market may adversely impact issuers in a different country, region or financial market.

Frequent Trading Risk: Frequent trading of portfolio securities may reduce a Fund's performance and may produce capital gains, which are taxable to shareholders when distributed. Frequent trading may also increase the amount of commissions or mark-ups to broker-dealers that a Fund pays when it buys and sells securities, which may detract from the Fund's performance.

Futures Contract Risk: The use of futures contracts involves additional risks and transaction costs, which could leave a Fund in a worse position than if it had not used these instruments. Futures contracts may entail investment exposures that are greater than their cost would suggest. As a result, a small investment in futures contracts could have a large impact on performance.

Growth Style Risk: Over time, a growth oriented investing style may go in and out of favor, which may cause a Fund to underperform other equity funds that use different investing styles. Growth stocks tend to be more volatile than certain other types of stocks and their prices usually fluctuate more dramatically than the overall stock market. A stock with growth characteristics can have sharp price declines due to decreases in current or expected earnings and may lack dividends that can help cushion its share price in a declining market.

Illiquid Investments Risk: The risk that illiquid investments may be difficult to sell for the value at which they are carried, if at all, or at any price within the desired time frame.

Income Volatility Risk: The risk that the level of current income from a Fund's portfolio of fixed-income investments could decline during periods of falling interest rates or when the Fund experiences defaults on debt securities it holds. In addition, because the interest and/or principal payments on inflation protected securities are adjusted periodically for changes in inflation, the income distributed by a Fund may be irregular. In a period of sustained deflation, the inflation protected securities held by a Fund, and consequently the Fund itself, may not pay any income.

Index Risk: The risk that a Fund's performance may not correspond to its benchmark index for any period of time and may underperform such index or the overall financial market. Additionally, to the extent that a Fund's investments vary from the composition of its benchmark index, the Fund's performance could potentially vary from the index's performance to a greater extent than if the Fund merely attempted to replicate the index.

Indexing Methodology Risk: There can be no assurance that the U.S. or any foreign inflation index will accurately measure the real rate of inflation in the prices of goods and services.

Inflation Risk: If the rate of inflation falls, the principal value of and/or interest payments on inflation protected debt securities held by a Fund will decrease.

Infrastructure Sector Risk: A Fund that invests significantly in infrastructure-related securities has greater exposure to adverse economic, regulatory, political, legal and other changes affecting the issuers of such securities. Additionally, infrastructure-related entities may be subject to regulation by various governmental authorities and affected by government regulation of rates charged to consumers, service interruptions or the imposition of special tariffs and changes in tax law.

Interest Rate Risk (a type of **Market Risk**): The risk that increases in interest rates can cause the prices of fixed-income investments to decline. This risk is heightened to the extent a Fund invests in longer duration fixed-income investments and during periods when prevailing interest rates are low or negative. As of the date of this Disclosure Booklet, interest rates in the United States and in certain foreign markets are at or near historic lows, which may increase a Fund's exposure to risks associated with rising interest rates, the effect of potential government fiscal policy initiatives, and resulting market reaction to those initiatives. In general, changing interest rates could have unpredictable effects on the markets and may expose fixed-income and related markets to heightened volatility. Inflation protected securities may react differently from other debt securities to changes in interest rates. Generally, the value of an inflation protected security is affected by changes in "real" interest rates, which are stated interest rates reduced by the expected impact of inflation. Values of these securities normally fall when real interest rates rise and rise when real interest rates fall.

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

Large-Cap Stock Risk: The risk that large-capitalization companies are more mature and may grow more slowly than the economy as a whole and tend to go in and out of favor based on market and economic conditions, which may cause a Fund to underperform other equity funds that focus on small- or mid-capitalization companies.

Liquidity Risk: the risk that there may be no willing buyer of a Fund's portfolio securities and the Fund may have to sell those securities at a lower price or may not be able to sell the securities at all, each of which would have a negative effect on performance. With respect to fixed income securities, over recent years, there has been a dramatic decline in the ability of dealers to make markets, which can further constrain liquidity and increase the volatility of portfolio valuations. High levels of redemptions in bond funds in response to market conditions could cause greater losses as a result, and changes in regulations such as the Volcker Rule may further constrain the ability of market participants to create liquidity, particularly in times of increased market volatility.

Loan Risk: The lack of an active trading market for certain loans may impair the ability of a Fund to realize full value in the event of the need to sell a loan and may make it difficult to value such loans. Portfolio transactions in loans may settle in as short as seven days but typically can take up to two or three weeks, and in some cases much longer. As a result of these extended settlement periods, a Fund may incur losses if it is required to sell other investments or temporarily borrow to meet its cash needs, including satisfying redemption requests. The risks associated with unsecured loans, which are not backed by a security interest in any specific collateral, are higher than those for comparable loans that are secured by specific collateral. Interests in loans made to finance highly leveraged companies or transactions such as corporate acquisitions may be especially vulnerable to adverse changes in economic or market conditions. Additionally, loans may not be considered "securities" and, as a result, a Fund may not be entitled to rely on the anti-fraud protections of the securities laws.

Market Capitalization Risk: Investing primarily in issuers in one market capitalization category (large, medium or small) carries the risk that due to current market conditions, that category may be out of favor with investors. Larger, more established companies may be unable to respond quickly to new competitive challenges or opportunities or attain the high growth rate of successful smaller companies. Smaller companies may be more volatile due to, among other things, narrower product lines, more limited financial resources and fewer experienced managers. In addition, there is typically less publicly available information about such companies, and their stocks may have a more limited trading market than stocks of larger companies.

Market Risk: The risk that securities markets and individual securities will increase or decrease in value, sometimes rapidly and unpredictably. Market risk applies to every market and every security, and it may affect a single issuer, industry or sector of the economy, or it may affect the market as a whole. Security prices may fluctuate widely over short or extended periods in response to adverse issuer, political, regulatory, market, economic or other developments that may cause broad changes in market value, public perceptions concerning these developments and adverse investor sentiment. Additionally, an adverse event, such as an unfavorable earnings report, may depress the value of a particular issuer's stock. In addition, securities markets tend to move in cycles. If there is a general decline in the securities markets, it is

possible a Fund's investment may lose value regardless of the individual results of the companies in which the Fund invests. The magnitude of up and down price or market fluctuations over time is sometimes referred to as "volatility," which, at times, can be significant. In addition, different asset classes and geographic markets may experience periods of significant correlation with each other. As a result of this correlation, the securities and markets in which a Fund invests may experience volatility due to market, economic, political or social events and conditions that may not readily appear to directly relate to such securities, the securities' issuer or the markets in which they trade.

Market Volatility, Liquidity, and Valuation Risk (types of **Market Risk**): The risk that volatile or dramatic reductions in trading activity make it difficult for a Fund to properly value its investments and that the Fund may not be able to purchase or sell an investment at an attractive price, if at all.

Master Limited Partnership Risk: An investment in a master limited partnership ("MLP") exposes a Fund to the legal and tax risks associated with investing in partnerships. MLPs may have limited financial resources, their securities may be relatively illiquid, and they may be subject to more erratic price movements because of the underlying assets they hold.

Mid-Cap Securities Risk: A Fund's performance may be more volatile because it invests in mid-capitalization companies. Securities of mid-cap companies often experience greater price volatility, lower trading volumes and less liquidity than the securities of larger, more established companies. Mid-cap companies often have less predictable earnings and more limited product lines, markets and financial and management resources than large-cap companies. Additionally, mid-cap companies may fall out of favor relative to small or large cap companies, which may cause a Fund to underperform other equity funds that focus on small- or large-cap companies.

Mortgage- and Asset-Backed Securities Risk: These securities generally can be prepaid at any time, and prepayments that occur either more quickly or more slowly than expected can adversely impact the value of such securities. They are also subject to extension risk, which is the risk that rising interest rates could cause mortgages or other obligations underlying the securities to be prepaid more slowly than expected, thereby lengthening the duration of such securities, increasing their sensitivity to interest rate changes and causing their prices to decline. A mortgage-backed security may be negatively affected by the quality of the mortgages underlying such security, the credit quality of its issuer or guarantor and the nature and structure of its credit support.

Mortgage Roll Risk: The risk that a Fund's investment adviser will not correctly predict mortgage prepayments and interest rates, which will diminish a Fund's performance.

Municipal Securities Risk: The values of municipal securities held by a Fund may be adversely affected by local political and economic conditions and developments. Adverse conditions in an industry significant to a local economy could have a correspondingly adverse effect on the financial condition of local issuers.

NAV Risk: The net asset value of a Fund's portfolio will fluctuate.

Non-Diversification Risk: A Fund considered to be "non-diversified" can invest a greater percentage of its assets in the securities of a single issuer than a "diversified" fund. Investing in a non-diversified fund involves greater risk than investing in a diversified fund because a loss in

value of a particular security may have a greater effect on the non-diversified fund's return since it may represent a larger portion of the fund's total portfolio assets.

Non-Investment-Grade Securities Risk: Non-investment-grade debt securities, which are usually called "high-yield" or "junk bonds," are rated below investment grade and are high risk investments that may cause income and principal losses for a Fund. They generally have greater credit risk, are less liquid and have more volatile prices than investment-grade debt securities. Issuers of non-investment-grade debt securities are typically in weaker financial health, and their securities can be harder to value and sell and can be more volatile than the securities of more highly rated companies. While these debt securities generally have higher rates of interest, they also involve greater risk of default than do debt securities of a higher-quality rating.

Other Investment Companies and Pooled Investment Vehicles Risk: When a Fund invests in other investment companies or pooled investment vehicles, including ETFs, an investor in the Fund bears both the investor's proportionate share of the Fund's expenses and, indirectly, the expenses of the other investment companies or pooled investment vehicles. Furthermore, a Fund is exposed to the risks to which the other investment companies or pooled investment vehicles may be subject.

Participation Notes Risk: Participation notes are issued by banks or broker-dealers or their affiliates and are designed to replicate the return of a particular underlying equity or debt security, currency or market. When the participation note matures, the issuer of the participation note will pay to, or receive from, a Fund the difference between the nominal value of the underlying instrument at the time of purchase and that instrument's value at maturity. Participation notes involve the same risks associated with a direct investment in the underlying security, currency or market. In addition, participation notes involve counterparty risk, because a Fund has no rights under participation notes against the issuer(s) of the underlying security(ies) and must rely on the creditworthiness of the issuer of the participation note.

Preferred Security Risk: Preferred securities generally are subordinated to bonds and other debt instruments in a company's capital structure and therefore will be subject to greater credit risk than those debt instruments. In addition, preferred securities are subject to other risks, such as having no or limited voting rights, being subject to special redemption rights, having distributions deferred or skipped, having floating interest rates or dividends, which may result in a decline in value in a falling interest rate environment, having limited liquidity, changing or unfavorable tax treatments and possibly being issued by companies in heavily regulated industries.

Prepayment Risk: The risk that, during periods of falling interest rates, borrowers may pay off their debts (including higher yielding securities or mortgage loans) sooner than expected, forcing a Fund to reinvest the unanticipated proceeds at lower interest rates and resulting in a decline in income.

Quantitative Analysis Risk: The risk that stocks selected using quantitative modeling and analysis could perform differently from the market as a whole. There can be no assurance that the quantitative models used in managing a Fund will perform as anticipated or enable a Fund to achieve its objective. Data imprecision, software or other technology malfunctions, programming inaccuracies and similar circumstances may impair the performance of a Fund's data and systems, which may negatively affect the Fund's performance.

Real Estate Investment Risk: The real estate industry has been subject to substantial fluctuations and declines on a local, regional and national basis in the past that may continue to occur in the future. Also, the value of a real estate investment trust (“REIT”) can be hurt by economic downturns or by changes in real estate values, rents, property taxes, interest rates, tax treatment, regulations or the legal structure of the REIT. By investing in REITs through a Fund, an investor bears both the investor’s proportionate share of Fund expenses and, indirectly, the expenses of the REITs in which the Fund invests.

Region, Sector, or Industry Risk: If a Fund has invested a higher percentage of its total assets in a particular region, sector or industry, changes affecting that region, sector or industry or the perception of that region, sector or industry, may have a significant impact on the performance of the Fund’s overall portfolio. Individual regions, sectors or industries may be more volatile, and may perform differently, than the broader market.

Sector Risk: A Fund that invests a significant portion of its assets in companies within the financial services and consumer discretionary sectors may suffer if these sectors underperform the overall stock market. A Fund that invests a significant portion of its assets in dividend-paying securities may, from time to time, have a greater exposure to higher dividend-yield sectors and industries than the broad equity market, which may expose the Fund to additional risk.

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

Selection Risk: An investment adviser’s judgment about the attractiveness, value and growth potential of a particular security may be incorrect. An investment adviser potentially will be prevented from executing investment decisions at an advantageous time or price as a result of any domestic or global market disruptions, particularly disruptions causing heightened market volatility and reduced market liquidity, as well as increased or changing regulations. Thus, investments that an investment adviser believes represent an attractive opportunity or in which a Fund seeks to obtain exposure may be unavailable entirely or in the specific quantities or prices sought by the investment adviser, and the Fund may need to obtain the exposure through less advantageous or indirect investments or forgo the investment at the time.

Senior Loan Risk: Many senior loans present credit risk comparable to high-yield securities. The liquidation of the collateral backing a senior loan may not satisfy the borrower’s obligation to a Fund in the event of non-payment of scheduled interest or principal. Senior loans also expose a Fund to call risk and illiquid investments risk. The secondary market for senior loans can be limited. Trades can be infrequent and the values for senior loans may experience volatility. In some cases, negotiations for the sale or settlement of senior loans may require weeks to complete, which may impair a Fund’s ability to raise cash to satisfy redemptions, pay dividends, pay expenses or to take advantage of other investment opportunities in a timely manner. If an issuer of a senior loan prepays or redeems the loan prior to maturity, a Fund will have to reinvest the proceeds in other senior loans or instruments that may pay lower interest rates.

Small-Cap Stock Risk: The risk that the stocks of small-capitalization companies often experience greater price volatility than large- or mid-sized companies because small-cap companies are often newer or less established than larger companies and are likely to have more limited resources, products, markets and financial and management resources and less

predictable earnings, and they are more vulnerable than larger companies to adverse business or economic developments. Prices of small-cap stocks may also be subject to more abrupt or erratic movements, and to wider fluctuations, than stock prices of larger, more established companies or the market averages in general. Securities of small-cap companies are often less liquid than securities of larger companies as a result of there being a smaller market for their securities, which can have an adverse effect on the pricing of these securities and on the ability to sell these securities when an investment adviser deems it appropriate. Small-cap stocks held by a Fund could fall out of favor and returns would subsequently trail returns from the overall stock market.

Sovereign Debt Risk: The risk that the issuer of non-U.S. sovereign debt or the governmental authorities that control the repayment of such debt may be unable or unwilling to repay principal or interest when due. This may result from political or social factors, the general economic environment of a country, levels of foreign debt or foreign currency exchange rates, among other possible reasons. To the extent the issuer or controlling governmental authority is unable or unwilling to repay principal or interest when due, a Fund may have limited recourse to compel payment in the event of default.

Special Situation Risk: Stocks of companies involved in acquisitions, consolidations, tender offers or exchanges, takeovers, reorganizations, mergers and other special situations can involve the risk that such situations may not materialize or may develop in unexpected ways. Consequently, those stocks can involve more risk than ordinary securities.

Swap Agreements Risk: The risk of using swaps, which, in addition to risks applicable to derivatives generally, includes: (1) the inability to assign a swap contract without the consent of the counterparty; (2) potential default of the counterparty to a swap for those not traded through a central counterparty; (3) absence of a liquid secondary market for any particular swap at any time; and (4) possible inability of a Fund to close out a swap transaction at a time that otherwise would be favorable for it to do so.

Tax Consequences of Inflation Adjustments: Because inflation adjustments to the principal amount of an inflation protected security will be included in a Fund's income, the Fund may have to make income distributions to shareholders that exceed the cash it receives.

U.S. Government Securities Risk: Floating and variable rate securities provide for a periodic adjustment in the interest rate paid on the securities. The rate adjustment intervals may be regular and range from daily up to annually, or may be based on an event, such as a change in the prime rate. Floating and variable rate securities may be subject to greater liquidity risk than other debt securities, meaning that there may be limitations on a Fund's ability to sell the securities at any given time. Such securities also may lose value.

Valuation Risk: The debt securities in which a Fund invests typically are valued by a pricing service utilizing a range of market-based inputs and assumptions, including readily available market quotations obtained from broker-dealers making markets in such instruments, cash flows and transactions for comparable instruments. There is no assurance that a Fund will be able to sell a portfolio security at the price established by the pricing service, which could result in a loss to the Fund. Pricing services generally price debt securities assuming orderly transactions of an institutional "round lot" size, but some trades may occur in smaller, "odd lot" sizes, often at lower prices than institutional round lot trades. Different pricing services may incorporate different assumptions and inputs into their valuation methodologies, potentially resulting in different values for the same securities. As a result, if a Fund were to change pricing services,

or if a Fund's pricing service were to change its valuation methodology, there could be a material impact, either positive or negative, on the Fund's net asset value.

Value Style Risk: Investing in "value" stocks presents the risk that the stocks may never reach what an investment adviser believes are their full market values, either because a company does not realize its potential business prospects, the market fails to recognize what the investment adviser considers to be the companies' true business values or because the investment adviser misjudged those values. Value stocks can be overpriced when acquired and may not perform as anticipated. In addition, value stocks may fall out of favor with investors and underperform other investments or markets during given periods.

MI 529 ADVISOR PARTICIPATION AGREEMENT

MI 529 Advisor Participation Agreement. This Participation Agreement (the “Agreement”) is entered into between the person whose name and signature appear on the Account Application form (the “Application”) as Account Owner (“Account Owner”), and the State Treasurer (as trustee for the Michigan Education Savings Program, of which the MI 529 Advisor Plan (“MAP”) is a component), and TIAA-CREF Tuition Financing, Inc. (the “Program Manager”). This Agreement will become effective immediately upon the acceptance by the Program Manager, on behalf of the State Treasurer and MAP, of the Account Application and the establishment of an account (an “Account”) on behalf of Account Owner pursuant to Section 1 below. Terms used in this Agreement and not otherwise defined herein will have the meanings defined in the Disclosure Booklet to which this Agreement is attached.

Account Owner and the State of Michigan (the “State”) and the Program Manager agree as follows:

Establishment of Account. Account Owner requests that the State establish an Account pursuant to the Application for the benefit of the beneficiary designated by Account Owner in such Application (the “Designated Beneficiary”). The Program Manager, which has been retained by the State Treasurer to provide investment management and administrative services to MAP, will establish the Account effective on receipt of a properly completed Account Application (or on receipt from a Financial Advisor of the information contained in a properly completed Application) and the minimum initial contribution required for the Account. The Account will be governed by this Agreement, the Account Application, the terms and conditions described in the Disclosure Booklet and the rules, guidelines and procedures adopted and amended from time to time by the State.

Contributions. Account Owner or any other contributor will make contributions to the Account by check, cashier’s check, electronic funds transfer, transfer from another qualified tuition program as defined by Section 529, or redemption proceeds from a Coverdell Education Savings Account or U.S. Savings Bond. Contributions made by persons other than the Account Owner will be subject to the same fees, charges and expenses as a contribution from an Account Owner. Account Owner will establish a separate Account for each separate Designated Beneficiary if Account Owner wishes to select multiple Designated Beneficiaries. Account Owner will make contributions to the Account established by Account Owner for the purpose of funding the Qualified Higher Education Expenses (as that term is defined in Section 529 of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”)) of the Designated Beneficiary. Account Owner agrees that assets held in each Account will be governed by the provisions of this Agreement and that all assets held in each Account established by Account Owner will be owned by Account Owner and held for the exclusive benefit of Account Owner and the applicable Designated Beneficiary. The number of Units to be credited to the Account as a result of the contribution will be determined as set forth in the Disclosure Booklet.

Minimum Initial Contribution. In order to establish an Account, Account Owner must make an initial contribution of at least \$25, with no less than \$25 being allocated to each Investment Portfolio selected. If contributions are made through employer payroll direct deposit, the minimum initial contribution is \$15 per pay period for each Investment Portfolio selected for investment.

Additional Contributions. Account Owner or any other contributor may make additional contributions from time to time in amounts of at least \$25 per Investment Portfolio. If contributions are made through employer payroll direct deposit, the minimum subsequent contribution is \$15 per pay period for each Investment Portfolio selected for investment.

Maximum Contribution Limit. Contributions may be made to any Account, and the State will accept contributions, only to the extent that any such contributions, when combined with the then aggregate value of all accounts for the same Designated Beneficiary in MAP or any other 529 plan sponsored by the State, including accounts under MESP or MET, do not exceed the Maximum Contribution Limit established by the State from time to time. By establishing an Account, Account Owner agrees not to make contributions, and certifies that he, she or it does not anticipate contributions from others that, in each case, when combined with the aggregate balance on the date of such intended contribution of all accounts for the same Designated Beneficiary, will be in excess of the Maximum Contribution Limit. All or any portion of any contribution in excess of the Maximum Contribution Limit so allowed will be returned to the contributor thereof. The Maximum Contribution Limit is set forth in the Disclosure Booklet, and may be changed by the State without notice.

Information Regarding Rollover Contributions. In connection with a contribution to an Account, the contributor must indicate whether the contribution constitutes a rollover contribution from a Coverdell Education Savings Account, a qualified U.S. Savings Bond (as described in Section 135(c)(2)(C) of the Internal Revenue Code) or another qualified tuition program. If the contribution is a rollover contribution, the Program Manager must receive acceptable documentation showing the earnings portion of the contribution, in accordance with IRS requirements. To the extent such documentation is not provided, the entire amount of the rollover contribution will be treated as earnings.

Allocation Instructions. On the Account Application, the Account Owner must select one or more of the Investment Portfolios to which the initial contribution will be allocated. If the Account Owner selects more than one Investment Portfolio, the Account Owner must also designate what portion of the contribution made to the Account should be invested in each Investment Portfolio. The Account Owner's allocation instructions will serve as the allocation instructions for all future contributions made to the Account by any method (except employer payroll direct deposit) ("Allocation Instructions"). The Account Owner's Allocation Instructions may be changed at any time.

If the Account was opened prior to September 11, 2017 and the Account does not have Allocation Instructions for future contributions, the Account Owner may submit Allocation Instructions at any time.

Designation of Beneficiary. Account Owner will designate a single Designated Beneficiary for each Account by completing and executing the Application. Account Owner may from time to time, in a manner acceptable to the Program Manager, substitute a single Designated Beneficiary in place of the previous Designated Beneficiary, provided that the substitute Designated Beneficiary is a Member of the Family of the previous Designated Beneficiary. Such substitution will become effective when the Program Manager has received and processed the appropriate form. A Designated Beneficiary must be specified for all Accounts.

UGMA/UTMA Contributions. If Account Owner is establishing the Account as a custodian for a minor under the UTMA, UGMA, or similar act of any U.S. state, (i) such custodian Account Owner may not select a new Designated Beneficiary of the Account, (ii) the Account Owner may

only change the ownership of the Account to another custodian for such minor or (if the minor has reached the age of eighteen) to the minor, (iii) such minor will have all the rights of an Account Owner of the Account upon reaching the age of eighteen, and (iv) upon the death of such minor while Account Owner is a custodian for such minor (regardless of whether such minor has reached the age of eighteen), the Account will be disposed of as part of such minor's estate.

Investment Portfolios. MAP has established multiple Investment Portfolios for the investment of assets in an Account. The Investment Portfolios include an Age-Based Investment Portfolio, Target Risk Portfolios, a Multi-Fund Portfolio and Individual Fund Portfolios, all as further described in the Disclosure Booklet. Additional Investment Portfolios may be established in the future. At the time Account Owner completes the Application to establish an Account, Account Owner will select one or more of the Investment Portfolios to be invested in and, if Account Owner selects more than one Investment Portfolio, will designate what portion of the contribution made to the Account should be allocated to each applicable Investment Portfolio.

The manner in which assets allocated to each Investment Portfolio are invested, and the risks and benefits associated with each Investment Portfolio, are described in the Disclosure Booklet and should be reviewed carefully.

An Account Owner may reallocate the assets in an Account among the one or more Investment Portfolios then available (i) twice every calendar year, (ii) whenever the Account's Designated Beneficiary is changed to a Member of the Family of the previous Designated Beneficiary and (iii) such other times as may be permitted under the Internal Revenue Code and allowed by the State.

Account Owner understands that all earnings/gains from each Investment Portfolio will be automatically reinvested in the particular Investment Portfolio.

Withdrawals from Accounts and Termination of Accounts. Account Owner may direct withdrawals from an Account, or terminate an Account, at any time in accordance with the provisions of this paragraph.

a) Notice of Withdrawal. Account Owner may request a withdrawal from the Account (a "Withdrawal Request") to the Program Manager at any time. Such Withdrawal Request must be made in accordance with procedures established by the Program Manager, which may include withdrawals by electronic or telephone authorization. The number of Units debited from the Account as a result of such withdrawal will be determined as set forth in the Disclosure Booklet.

b) Payment of Withdrawals. Amounts withdrawn may be payable to Account Owner, the Designated Beneficiary and/or an Eligible Educational Institution as directed by Account Owner or if authorized to do so, by Account Owner's Financial Advisor.

c) Choice of Investment Portfolios for Partial Withdrawals. If an Account is invested in more than one Investment Portfolio at the time a Withdrawal Request is received, and if the requested withdrawal involves less than all of the assets invested in the Account, Account Owner will, to the extent permitted by the Internal Revenue Code, indicate in the Withdrawal Request the amount or percentage of the withdrawal that should be made from Account assets invested in each applicable Investment Portfolio.

d) Termination of Account. The Program Manager may terminate any Account (1) forty-five days following the withdrawal by Account Owner of the final balance of the Account, (2) if it finds that Account Owner or the Designated Beneficiary has provided false or misleading information, or (3) at such other time as may be determined by the Program Manager and the State to be in the best interests of MAP.

Waiver and Release. Account Owner agrees that any claim by Account Owner or the Designated Beneficiary against the State or the members, officers and employees of the State may be made solely against the assets in Account Owner's Account and that all obligations hereunder are legally binding contractual obligations of MAP only. As a condition of and in consideration for the acceptance of this Agreement by the Program Manager on behalf of the State, Account Owner agrees to waive and release the State and each of the members, officers and employees of the State from any and all liabilities arising in connection with rights or obligations arising out of this Agreement or the Account.

Account Owner's Representations and Acknowledgments. Account Owner hereby represents and warrants to, and agrees with the State Treasurer and the Program Manager as follows: Account Owner has received and read the Disclosure Booklet, including with respect to the risks of investing in MAP and of selecting any particular Investment Portfolio or Investment Portfolios, and has carefully reviewed all information provided by the State Treasurer, the Program Manager and the Distributor. Account Owner has been given the opportunity to obtain answers to any and all questions concerning MAP, the Account and this Agreement. When making a decision to open an Account, Account Owner did not rely on any representations or other information, whether oral or written, other than those in the Disclosure Booklet or this Agreement. All information provided by Account Owner in the Application, and in any other document or notice to the State Treasurer or the Program Manager is and will be true and correct. Account Owner will promptly notify the Program Manager of any changes to any such information.

Account Owner understands that in connection with opening an Account, and prior to processing any Account transactions or changes requested after an Account is opened, the Program Manager may ask for additional documentation and Account Owner agrees to promptly comply with any such requests.

Account Owner understands that the value of any Account will depend on the investment performance of the Investment Portfolios to which Account Owner allocates Account assets (including, the investment performance of the underlying investments held by such Investment Portfolios pursuant to the investment policies adopted by the State), and by the fees, charges and expenses applicable to the Account. The State may change its investment policies, and MAP fees, charges and expenses may change or be changed, at any time without the consent of Account Owners. **ACCOUNT OWNER UNDERSTANDS THAT THE VALUE OF ANY ACCOUNT AT ANYTIME MAY BE MORE OR LESS THAN THE AGGREGATE AMOUNT CONTRIBUTED TO THE ACCOUNT.** Account Owner agrees that all investment decisions will be made by the State, the Program Manager, or any other advisor hired by the State, and that Account Owner has no authority to direct the investment of any funds invested in MAP, either directly or indirectly, except as described in the Disclosure Booklet. Account Owner understands that Account Owner has no right or legal interest in any underlying investment made by any Investment Portfolio with contributions received under this Agreement. Without limiting the foregoing, Account Owner understands that Account Owner is not, by virtue of any investment under MAP, a legal or beneficial owner in any mutual fund or other investment held by the Investment Portfolios or any mutual fund managed or advised by an affiliate of the Program

Manager or the Distributor and has no right to consent or object to matters that require the consent of owners of any such investment.

Account Owner understands that the State Treasurer, as trustee, has authority to create additional Investment Portfolios; change the asset allocation and underlying investments of existing Investment Portfolios; merge, terminate or reorganize Investment Portfolios and automatically reallocate Account Owner assets in connection therewith; and cease accepting new contributions to Investment Portfolios; and that neither the State nor the Program Manager is obligated to circulate any notice or to update the Disclosure Booklet in connection with any such change, but may do so if such change is determined to be material.

Account Owner understands that so long as TIAA-CREF Tuition Financing, Inc. serves as the Program Manager, the assets invested under certain of the Investment Portfolios may be invested primarily or exclusively in mutual funds sponsored by affiliates of the Program Manager, and that any successor investment manager may invest in any investments permitted under the investment policies of the State as in effect at the time.

Account Owner acknowledges that certain of the Investment Portfolios entail considerably more risk than other Investment Portfolios and may not be suitable for all Account Owners, or for the entire balance of the Account. This is particularly true for Individual Fund Portfolios, which are invested in a single underlying mutual fund. No Individual Fund Portfolio should be considered a complete investment program, but should be a part of Account Owner's overall investment strategy designed in light of Account Owner's particular needs and circumstances, as well as Account Owner's determination (after consulting with his or her advisors and consultants) of Account Owner's own risk tolerance, including his or her ability to withstand losses.

Account Owner acknowledges that neither the Program Manager, the Distributor, nor the State is recommending or providing any advice regarding any specific Investment Portfolio for any particular Account Owner. No Account Owner may rely upon the fact that an Investment Portfolio has been made available under MAP as a recommendation that the particular Investment Portfolio is an appropriate investment or otherwise suitable for Account Owner; nor may Account Owner rely on the fact that the Program Manager, the Distributor, the State, an allocation advisor, or any other advisor or consultant to the Program Manager, the Distributor or the State, has reviewed, monitored or approved of an Investment Portfolio or an underlying investment in which such an Investment Portfolio may invest, or the selection of the criteria for such review, monitoring or approval, as an indication that such Investment Portfolio or underlying investment is an appropriate or otherwise suitable investment for Account Owner. The determination of whether to invest, how much to invest and in which Investment Portfolios, is solely the decision of Account Owner.

Account Owner understands that participation in MAP does not guarantee that contributions and the investment return on contributions, if any, will be adequate to cover future tuition and other higher education expenses or that a Designated Beneficiary will be admitted to or permitted to continue to attend an institution of higher education.

Account Owner understands that Account Owner assumes all investment risk of an investment in MAP, including the potential loss of principal. **ACCOUNT OWNER ACKNOWLEDGES AND UNDERSTANDS THAT MAP IS SUBJECT TO INVESTMENT RISKS, THAT THE ACCOUNT MAY LOSE VALUE AND THAT THE ACCOUNT IS NOT INSURED BY, AND NEITHER THE PRINCIPAL DEPOSITED NOR THE INVESTMENT RETURN IS GUARANTEED BY, THE UNITED STATES, THE STATE OF MICHIGAN, ANY OTHER STATE, OR ANY AGENCY OR**

INSTRUMENTALITY THEREOF, INCLUDING THE EMPLOYEES OF THE STATE OF MICHIGAN.

Account Owner understands that neither the State, the Program Manager, nor the Distributor, or any other consultant or advisor retained by the State, the Program Manager or the Distributor, has any debt to Account Owner, Designated Beneficiary or any other person as a result of the establishment of MAP, and that none of such parties assumes any risk or liability for funds invested in MAP.

Account Owner acknowledges and agrees that no Account will be pledged as security or used as collateral for any loan. Any attempted use of an Account as security or collateral for a loan will be void.

Account Owner acknowledges and agrees that MAP will not loan any assets to any Account Owner or Designated Beneficiary.

Account Owner agrees and acknowledges that MAP is established and maintained pursuant to State law and is intended to qualify for certain federal income tax treatment and consequences under Section 529 of the Internal Revenue Code. Account Owner further acknowledges that such federal and State laws are subject to change, sometimes with retroactive effect, and that none of the State, the Program Manager, the Distributor or any advisor or consultant retained thereby makes any representation that such State or federal laws will not be changed or repealed or that the terms and conditions of MAP will remain as currently described in the Disclosure Booklet and this Agreement.

Account Owner acknowledges that withdrawals from an Account may be subject to state and federal tax liability that Account Owner or Designated Beneficiary may be liable for ascertaining and paying. Account Owner understands and acknowledges (i) that no portion of this Participation Agreement, the Disclosure Booklet, or any other materials published by the State, the Program Manager, or the Distributor is intended or may be relied upon as tax advice, (ii) that any statements regarding tax issues in this Participation Agreement or the Disclosure Booklet are provided as general information in connection with the marketing of MAP and are not provided or intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding U.S. tax penalties, and (iii) that the Account Owner and Designated Beneficiary and any other persons bear full responsibility to consult with a tax advisor regarding any tax consequences (whether related to federal, state or local income tax, gift tax, or estate tax, or otherwise) of participating in MAP. Account Owner understands that for tax reporting purposes, Account Owner must retain adequate records relating to withdrawals from the Account.

Fees, Charges and Expenses. An Account is subject to the fees and charges set forth in the Disclosure Booklet to provide for expenses of managing, marketing and administering MAP and other expenses deemed necessary or appropriate by the State. Account Owner agrees and acknowledges that in addition to the fees and charges applicable to the Account, each of the underlying investments held by the Investment Portfolios selected by Account Owner for investment will also have their own investment management fees and other expenses, a pro rata portion of which are indirectly borne by Account Owner. The fees, charges and expenses applicable to an Account are subject to change from time to time.

Available Units. MAP has two classes of Units, each with a different fee structure, for the investment of assets in an Account. Each Unit, and its associated fee structure, is described in detail in the Disclosure Booklet. At the time of a contribution, Account Owner will select which

class of Units is to be invested in with such contribution and may indicate the Unit class in which future contributions are to be invested. Account Owner may at any time change the class of Units in which future contributions to the Account will be invested by completing and delivering to the Program Manager. Upon any transfers of Account assets among the Investment Portfolios, the class of Units received upon transfer will be in each case the same as the class of Units redeemed.

Multiple Units. If an Account Owner selects more than one class of Units for contributions to the Account, MAP will track separately the assets in the Account that are invested under each Unit class.

Necessity of Qualification. MAP is established with the intent that it will qualify for favorable federal tax treatment as a qualified tuition program under Section 529 of the Internal Revenue Code. Account Owner agrees and acknowledges that qualification under Section 529 is vital, and agrees that this Agreement may be amended by the State at any time if the State determines that such an amendment is required to maintain qualification under Section 529. This Agreement may also be amended by the State if needed to ensure the proper administration of MAP.

Successor Owner. Account Owner may designate an individual person to become the owner of the Account upon Account Owner's death. Such designation may be made in the Application or in another form acceptable to the Program Manager.

Change in Ownership. An Account Owner may change ownership of the Account at any time to another individual or entity that is then eligible to be an Account Owner by completing the appropriate forms and providing such documentation as is acceptable to the Program Manager. Account Owner understands that if Account Owner transfers an Account to any other person, Account Owner will cease to have any right, title, claim or interest in the Account and that the transfer is irrevocable.

Reporting. The Program Manager will provide quarterly reports to Account Owner concerning the value of each Account and activity in the Account.

Account Owner's Indemnity. Account Owner recognizes that the establishment of any Account with MAP will be based upon Account Owner's statements, agreements, representations, warranties and covenants set forth in this Agreement and the Application, and Account Owner agrees to indemnify and to hold harmless the State; the State's agencies or instrumentalities; the State Treasurer; the Michigan Department of Treasury; any vendors, contractors, investment advisers or investment managers selected or approved by the State; the Program Manager; the Distributor; and any affiliates, representatives, agents or successors of any of the foregoing, from and against any and all loss, damage, liability or expense, including costs of reasonable attorney's fees, to which they may be put or which they may incur by reason of, or in connection with, any misstatement or misrepresentation made by Account Owner or a Designated Beneficiary, any breach by Account Owner of the acknowledgments, representations or warranties contained herein or any failure of Account Owner to fulfill any covenants or agreements set forth herein. All statements, representations, warranties or covenants of Account Owner will survive the termination of this Agreement.

Amendment and Termination. The State may at any time, and from time to time, amend MAP, this Agreement or the Disclosure Booklet or suspend or terminate MAP and will give written notice of suspension, termination or amendment (unless otherwise provided herein), if material

and adverse to the interests of Account Owners generally. In such event, the assets invested under this Agreement may not thereby be diverted from the exclusive benefit of Account Owner and his or her Designated Beneficiary. Nothing contained in this Agreement will constitute an agreement or representation by the State or any other party that the State will continue to maintain MAP indefinitely.

Severability. In the event that any clause, provision, or portion of this Agreement is found to be invalid or unenforceable by a court of competent jurisdiction, that clause or portion will be severed from this Agreement and the remainder will continue in full force and effect as if such clause or portion had never been included.

Actions by Program Manager. The Program Manager may act as the State's agent for purposes of actions or determinations by MAP under this Agreement.

Incorporation of Application. The Application executed by Account Owner with respect to each Account established by Account Owner is expressly incorporated herein, and this Agreement is expressly incorporated into each such Application, so that together this Agreement and the Application executed by Account Owner with respect to an Account will constitute the contract between MAP and Account Owner with respect to the applicable Account.

Governing Law. This Agreement will be governed by Michigan law, and by maintaining an Account, Account Owner submits, without limitation, to the jurisdiction of courts in the State for all legal proceedings arising out of or relating to MAP.

Class A Units with waived initial sales charge. (Please indicate reason below.)

- Current or retired employee or director of eligible dealer/firm, or immediate family member of any such person (identify dealer/firm below)**
- Fee-based Account**
- Employee of Selling Institution or immediate family member of any such person (identify dealer/firm below):** By checking this box, I certify that I am an employee for at least the last 90 days of a Selling Institution, or an immediate family member of any such person, and therefore qualify to purchase Class A Units at Net Unit Value as outlined in the Plan Disclosure Booklet and the Participation Agreement.

Dealer/Firm Name

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Investment Portfolio	Whole Percentage <i>(per Investment Portfolio)</i>
Age-Based Investment Portfolio	%
Capital Appreciation Portfolio <i>(Class A Fund 6518) (Class C Fund 6519)</i>	%
Conservative Allocation Portfolio <i>(Class A Fund 6520) (Class C Fund 6521)</i>	%
Oakmark International Portfolio <i>(Class A Fund 6522) (Class C Fund 6523)</i>	%
Santa Barbara Dividend Growth <i>(Class A Fund 6524) (Class C Fund 6525)</i>	%
Harding Loevner Global Equity <i>(Class A Fund 6526) (Class C Fund 6527)</i>	%
Nuveen Strategic Income Portfolio <i>(Class A Fund 6528) (Class C Fund 6529)</i>	%
Nuveen Inflation-Linked Portfolio <i>(Class A Fund 6530) (Class C Fund 6531)</i>	%
Principal Plus Interest Portfolio <i>(Class A fund 6532) (Class C Fund 6533)</i>	%
MetWest Total Return Bond Portfolio <i>(Class A Fund 6534) Class C Fund 6535)</i>	%
TIAA Large Cap U.S. Equity Index Portfolio <i>(Class A Fund 6536) (Class C Fund 6537)</i>	%
TIAA U.S. Small Cap Portfolio <i>(Class A Fund 6538) (Class C Fund 6539)</i>	%
TIAA Large Cap Value Portfolio <i>(Class A Fund 6540) (Class C Fund 6541)</i>	%
Harbor Capital Appreciation Portfolio <i>(Class A Fund 6542) (Class C Fund 6543)</i>	%
Ariel Portfolio <i>(Class A Fund 6544) (Class C Fund 6545)</i>	%
DFA Emerging Markets Portfolio <i>(Class A Fund 6546) (Class C Fund 6547)</i>	%
Nuveen Alternative Income Portfolio <i>(Class A Fund 6548) (Class C Fund 6549)</i>	%
TIAA Social Choice Equity Portfolio <i>(Class A Fund 6550) (Class C Fund 6551)</i>	%
TIAA Social Choice Bond Portfolio <i>(Class A Fund 6552) (Class C Fund 6553)</i>	%
Nuveen Real Asset Income Portfolio <i>(Class A Fund 6554) (Class C Fund 6555)</i>	%
TOTAL	100%

5 Contribution Methods *(Please check all that apply.) \$25 minimum initial contribution per Investment Portfolio.*

Indicate your method of contribution in this section.

- Check** - Make check payable to, or endorsed over to, the **MI 529 Advisor Plan**

Include your check with this Account Application. Personal checks (excluding temporary/starter checks), bank drafts, teller's checks and cashier's checks payable to the MI 529 Advisor Plan are accepted. Checks issued by a financial institution or brokerage firm, and third-party personal checks up to \$10,000, payable to you and endorsed over to the MI 529 Advisor Plan are also accepted.

Amount \$

- One Time Electronic Funds Transfer (EFT)**

Please provide bank information in **Section 7**

Amount \$

7 Banking Information (Complete if applicable.)

You must provide the following information if you choose to make your initial contribution through Electronic Funds Transfer (EFT) or the Automatic Contribution Plan (ACP), or subsequent contributions through the EFT option. Separate withdrawals from your bank account will be made for each Investment Portfolio you have selected under your Allocation Instructions.

Type of Account (check one):		<input type="checkbox"/> Checking
		<input type="checkbox"/> Savings
Account Number:		Routing Number:
Name(s) on Account: <i>The Account Owner's name must appear on the bank account.</i>		
Bank Name:		Bank Telephone Number:

8 Automatic Contribution Plan (Complete if applicable.)

Contribution Amount
\$ _____ .00

Investment Dates

If none selected, then your bank withdrawals will occur monthly. If bi-weekly is selected, then your bank withdrawals will occur every other week. If quarterly is selected, then your bank withdrawals will occur in March, June, September, and December.

<input type="checkbox"/> Bi-weekly	<input type="checkbox"/> Monthly	<input type="checkbox"/> Quarterly	<input type="checkbox"/> Other
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If "Monthly," please select the day each month that your bank withdrawals will occur. If none selected, then your bank withdrawals will occur on the fifth of each month.

Day of the Month

If "Quarterly," please select the dates for quarterly contributions by entering the day in March, June, September, and December that your bank withdrawals will occur.

If none selected, then your bank withdrawals will occur on the fifth of March, June, September, and December.

	March	June	Sept	Dec
Date				

If "Other," please select the month(s) and day(s) your automatic contributions will be made (you must select at least one month and one day for each month).

<input type="checkbox"/> Every Month (or →)	<input type="checkbox"/> Jan.	<input type="checkbox"/> Feb.	<input type="checkbox"/> Mar.	<input type="checkbox"/> Apr.
	<input type="checkbox"/> May	<input type="checkbox"/> June	<input type="checkbox"/> July	<input type="checkbox"/> Aug.
	<input type="checkbox"/> Sept.	<input type="checkbox"/> Oct.	<input type="checkbox"/> Nov.	<input type="checkbox"/> Dec.

Day of Each Month

9 Systematic Exchange (optional)

You may automatically reallocate funds from the Principal Plus Interest Portfolio to one or more different Investment Portfolio(s) on a periodic basis, on a date selected by you, by completing the section below. For more detailed information about this feature, please see the Plan Disclosure Booklet. The systematic exchanges will begin on the first exchange day (Exchange Day), selected by you below, after receipt and acceptance of this Account Application in good order. If an Exchange Day is a weekend or holiday, the exchange will occur on the next business day. If an exchange frequency of quarterly is selected, the systematic exchanges will occur in March, June, September and December. Semi-Annual exchanges will take place in June and December. Annual exchanges will take place in December.

Exchange Frequency

<input type="checkbox"/> Monthly	<input type="checkbox"/> Quarterly	<input type="checkbox"/> Semi-Annually	<input type="checkbox"/> Annually
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Recipient Investment Portfolio(s)	Dollar Amount

**Day of the Month for Exchanges
(Exchange Day)**
(Select date between 1st and 31st)

Stop Date

 / /

Establishing, stopping or altering your Systematic Exchange will be considered one of the two investment reallocations allowed per calendar year (excluding establishment at the time of Account opening).

10 Dealer Information (to be completed by your Financial Advisor)

ADVISORS: If you have questions, please contact the MI 529 Advisor Plan toll free at 1-800-752-8700

Advisor Name Rep I.D.

Advisor Branch Office Address

Advisor's Branch Office Address City State Zip Code

Branch Number Telephone Number

Dealer Name Telephone Number

Dealer Home Office Address

Dealer Home Office Address City State Zip Code

BIN — Broker Identification Number

11 Signature and Certification (You must sign this section or this Account will not be opened.)

By signing below, I am agreeing to the terms and conditions set forth below and in the *Participation Agreement* contained in the *Plan Disclosure Booklet*. I understand and agree that those documents govern all aspects of this Account and are herein incorporated by reference.

I hereby establish, as the Account Owner (including any custodian for a minor under the UTMA, UGMA or similar act of any U.S. state), an Account representing an interest in the MI 529 Advisor Plan for the Designated Beneficiary named on this Account Application, and I enter into the Participant Agreement (the "Agreement") relating to the Account. The Treasurer of the State of Michigan is the Trustee of the funds invested in MI 529 Advisor Plan (the "Trustee"). I understand that the Trustee has retained TIAA-CREF Tuition Financing, Inc. as the program manager (the "Program Manager") for the MI 529 Advisor Plan, and that the Agreement is subject to, and incorporates by reference, the information concerning the MI 529 Advisor Plan and the terms applicable to my Account, as modified from time to time. Each capitalized term used, but not defined in the Agreement, has the meaning of the term provided in the Plan Disclosure Booklet.

- I certify that all of the information provided by me on this *Account Application* is, and all information provided by me in the future will be, true, complete and correct, and I authorize the MI 529 Advisor Plan to open this Account based upon this information.
- I understand that at any time the value of any Account(s) to which I make contributions may be more or less than the amounts I contributed to such Account(s).
- I understand that the MI 529 Advisor Plan may, from time to time, amend the *Participation Agreement* and the *Plan Disclosure Booklet*, and I understand and agree that I will be subject to the terms of those amendments.
- I have received and read, and I understand, the *Plan Disclosure Booklet* and the *Participation Agreement*.
- If I have enclosed a check for an indirect rollover from another qualified tuition program or from a Coverdell Education Savings Account, I certify that the amount to be rolled over was withdrawn from such other qualified tuition program or Coverdell Education Savings Account within the last 60 days, as necessary to qualify for rollover treatment, and that I have not previously made a rollover for the same Designated Beneficiary within the last 12 months. I understand that the entire rollover amount will be treated as earnings, and will be reported as earnings upon withdrawal, unless the MI 529 Advisor Plan receives the required statement showing the earnings portion of the withdrawal.
- If I have enclosed a check for an indirect rollover from the redemption of a qualified U.S. Savings Bond, I certify that the redemption occurred within the last 60 days, as necessary to qualify for rollover treatment, and that I have not previously made a rollover for the same Designated Beneficiary within the last 12 months. I understand that the entire rollover amount will be treated as earnings, and will be reported as earnings upon withdrawal, unless the MI 529 Advisor Plan receives the required statement showing the interest paid on the redeemed bond.
- If I have provided banking information in Section 7, I authorize the MI 529 Advisor Plan to debit my bank account and to deposit such funds into my Account in the MI 529 Advisor Plan established by this Account Application. I authorize the financial institution holding the bank account to debit without responsibility for the accuracy of the transaction. I further agree that neither the MI 529 Advisor Plan nor its agents will be liable for any loss, liability, cost or expense for acting upon these instructions, except to the extent required by applicable law.

You should be aware that by providing banking information, you also authorize the MI 529 Advisor Plan to automatically provide certain capabilities in connection with your Account(s). This includes the ability to authorize withdrawals from your Accounts via telephone or online, provided your banking information has been on file for a minimum of 30 days. Do not provide your banking information if you do not wish to activate these capabilities. If you wish to remove these capabilities from your Account(s), you must delete your banking information.

Signature of Account Owner

Date

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I will retain a copy of this *Account Application*, the *Plan Disclosure Booklet* and the *Participation Agreement* (contained in the *Plan Disclosure Booklet*) with my records.

Mail This Form To:

Via regular mail:

MI 529 Advisor Plan
PO Box 55070
Boston, MA 02205-5070

Via overnight courier:

MI 529 Advisor Plan
c/o Boston Financial
30 Dan Road
Canton, MA 02021-2809

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