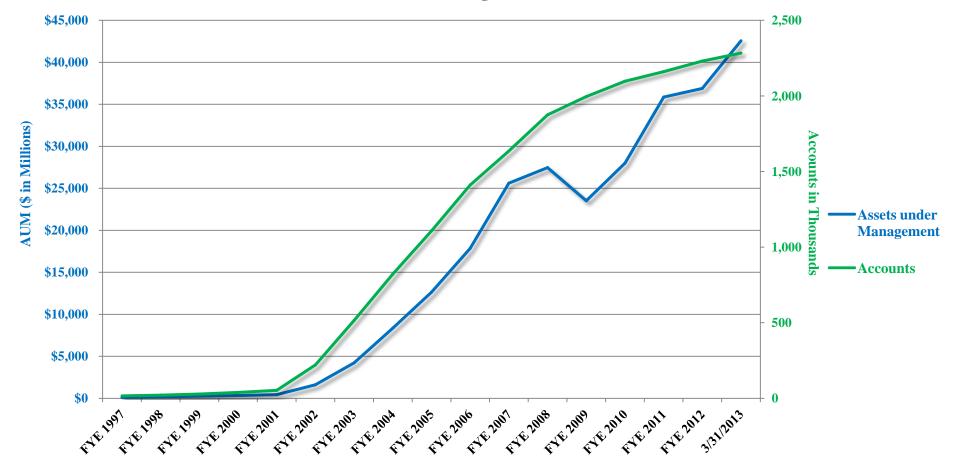


Presented by:

Mary Morris, Chief Executive Officer

Virginia529 Assets and Account Growth

VA529 Assets Under Management and Total Accounts



Virginia 529 College Savings Plan



Programs	Accounts	Gross Account Growth in fiscal 2013 (Percent)	Assets Under Management (\$ billions)**	Percent of National 529 Market
prePAID	70,925	3.9%	\$ 2.16	1.2%
inVEST	166,768	*11%	\$ 2.27	*1.3%
CollegeAmerica	2,034,675	***1.92%	\$ 38.07	21.1%
CollegeWealth	10,495	*N/A	\$.06	*N/A
Totals**	2,282,863		\$ 42.58	23.6%

* Includes both inVEST and CollegeWealth through March 31, 2013

**Figures may not foot due to rounding

***Net Account Growth in Fiscal 2013 (Percent)



Fiscal 2013 Program Highlights

prePAID

- Rebrand program: Virginia529 prePAID
- Semester contracts (enhance accessibility and affordability)
- ➤ Rename contract types:

Tier I (University) and Tier II (Community College)

Virginia529 prePAID calculator on Virginia529.com

Invest

- Rebrand program: Virginia529 inVEST
- Eliminated the Money Market Portfolio at the end of calendar 2012 to preserve stable value investment options in numerous portfolios
- > Daily investment performance on Virginia529 web site/enhanced performance reporting

CollegeAmerica

Introduction of Target Date Funds

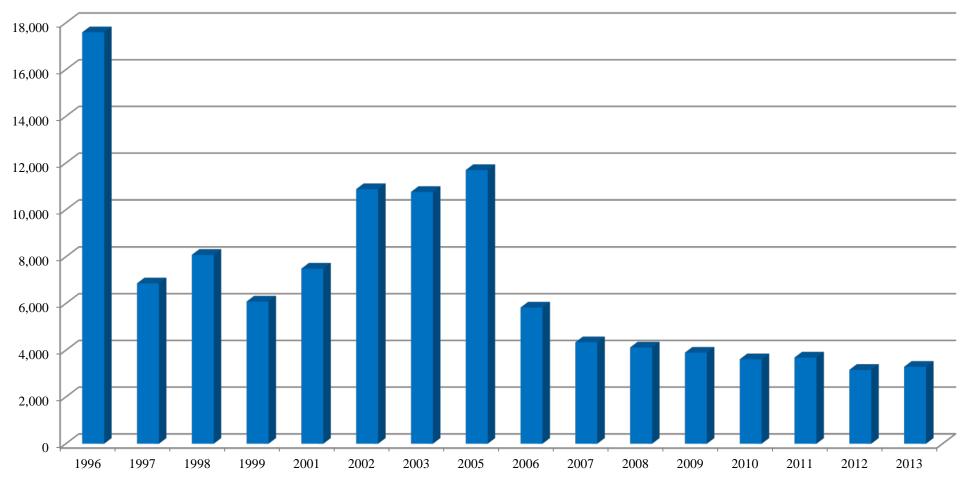
• Morningstar — Top tier, medalist ratings continue for the two programs rated - inVEST and CollegeAmerica

Investment Administration

Engaged securities litigation monitoring firms



prePAID Applications

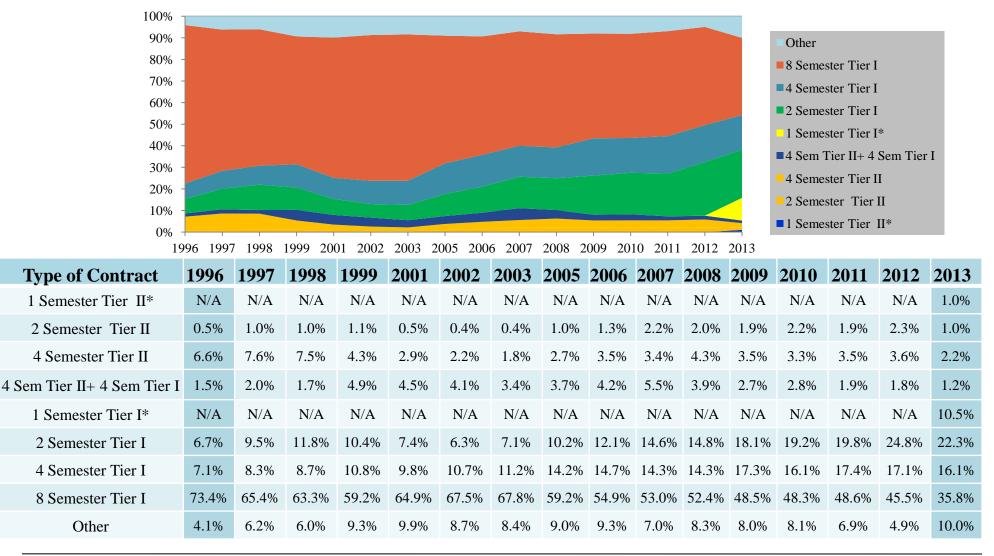


Enrollment Periods

Note: 2000 and 2004 enrollment periods were changed/delayed.

prePAID Semester Contract Sales by Type

Contract Type as a Percent of Total Contracts by Enrollment Year

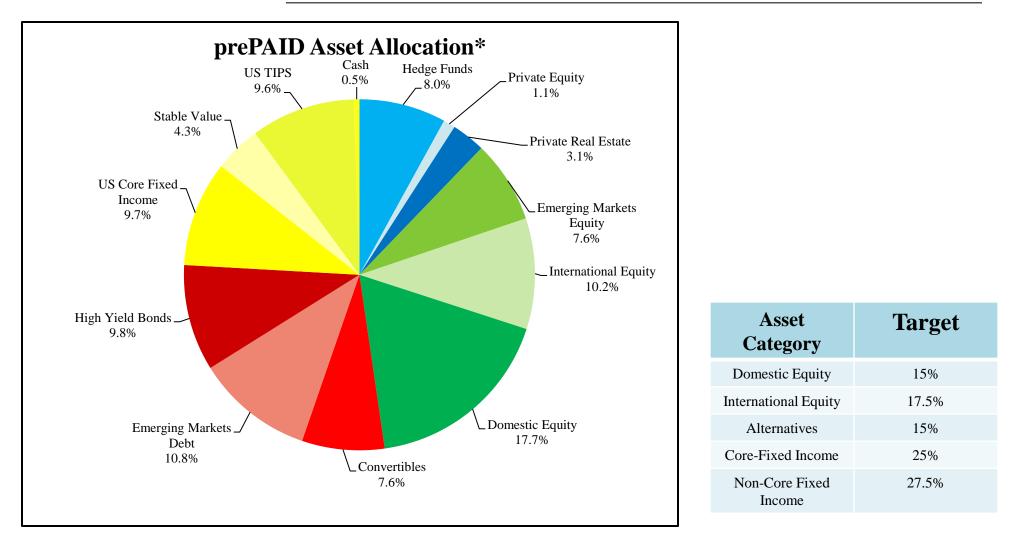


Virgi

*Prior to 2013 enrollment period, contracts offered on a full-year basis – Tier I (University), Tier II (Community College) Note: 2000 and 2004 enrollment periods were changed/delayed.



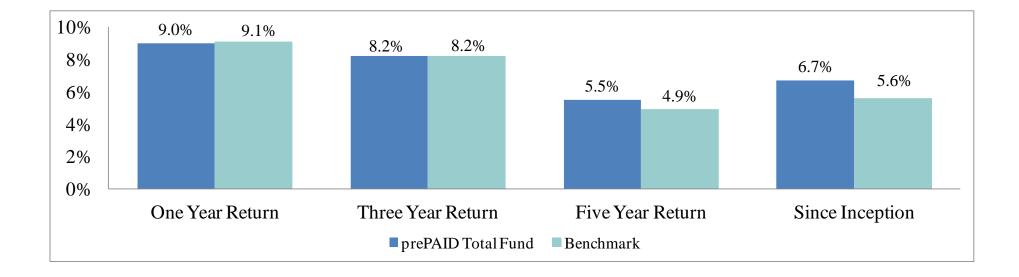
prePAID Asset Allocation as of March 31, 2013



* Numbers may not add to 100% due to rounding



prePAID Performance ending 3/31/2013





prePAID Key Actuarial Assumptions

Key assumptions for VA529 prePAID actuarial valuation report

- Long-term investment return assumption
- Future tuition growth assumption

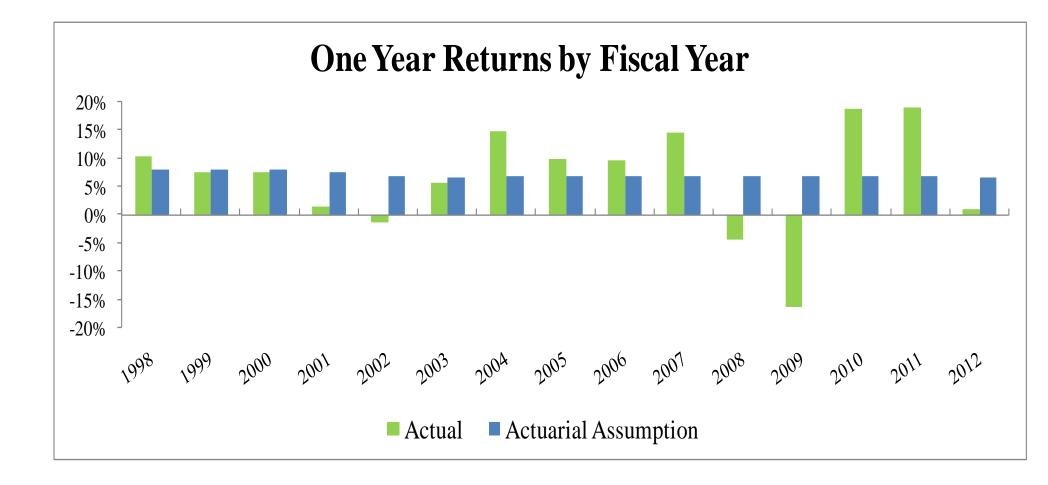
2012 Actuarial Valuation Report

► Long-term investment return assumption: 6.75%

- Future tuition growth assumptions:
 - Four-year colleges and universities: 7.5%
 - Two-year colleges (community colleges): 7.5%

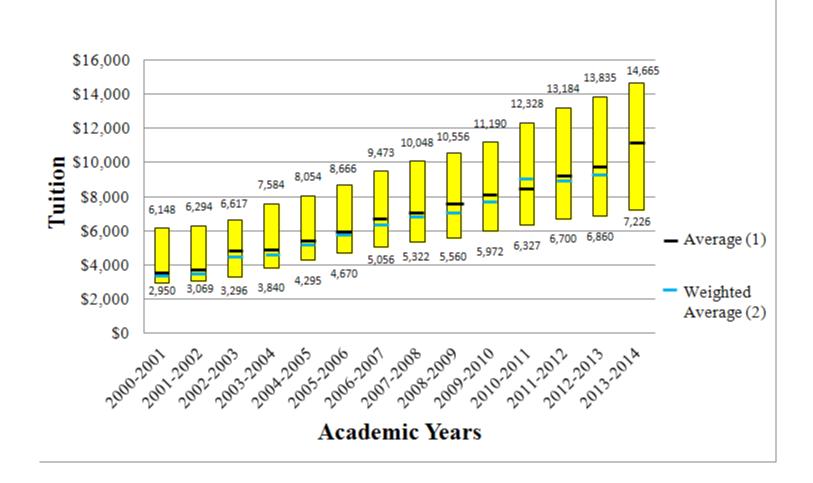


prePAID Annual Return History



Virginia Public University Tuition and Fee Ranges





- (1) Simple average of tuition and fee amounts paid from prePAID per academic year
- (2) Enrollment-weighted average tuition and fees as shown in VA529 prePAID Annual Valuation report



Actuarial Valuations Since Inception

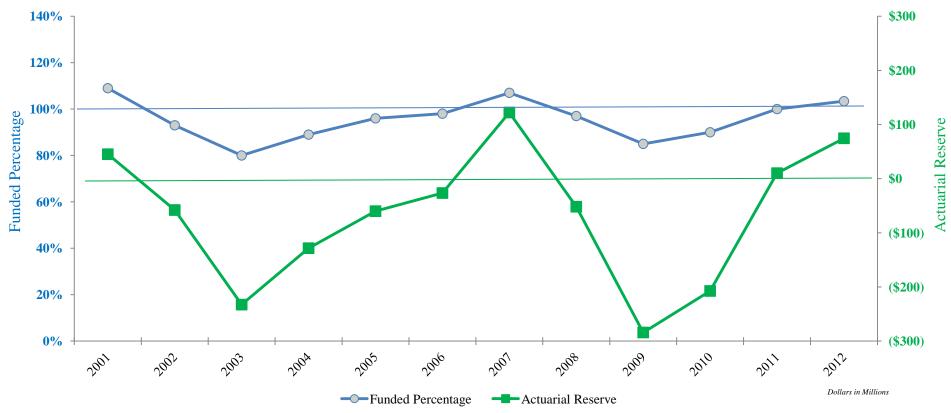
(Amounts in Millions)

FY Ended:	Actuarial Value of Program Assets	Actuarial PV of Future Obligations	Actuarially Funded Percentage	Actuarial Reserve (Deficit)
2001	\$576.2	\$531.0	109%	\$45.2
2002	723.9	781.8	93%	(57.9)
2003	945.2	1,177.8	80%	(232.6)
2004	1,029.3	1,157.7	89%	(128.4)
2005	1,370.4	1,430.4	96%	(60.0)
2006	1,591.0	1,617.5	98%	(26.5)
2007	1,852.7	1,730.5	107%	122.2
2008	1,839.6	1,891.4	97%	(51.8)
2009	1,625.7	1,909.8	85%	(284.1)
2010	1,888.6	2,096.0	90%	(207.4)
2011	2,224.3	2,215.3	100%	9.0
2012	2,249.5	2,175.3	103%	74.2

prePAID Historical Funded Status and Actuarial Reserve



Virginia529 prePAID Historical Funded Status and Actuarial Reserve





Statutory definition of Tuition for purposes of prePAID contracts:

"Tuition" means the quarter, semester, or term charges imposed for undergraduate tuition by any two-year or four-year public institution of higher education in the Commonwealth and all mandatory fees required as a condition of enrollment of all students.

Va. Code § 23-38.75



➢ Virginia higher education tuition and fee policies have evolved significantly since enactment of Title 23, Chapter 4.9 in 1994

≻Trends include:

- ✓ Additional charges for certain majors/courses of study (variously called fees or differential tuition)
- ✓ Move from block charge for full-time students (12-18 credit hours) to:
 - Charges per credit hour
 - Definitions of full-time which include less than 18 hours in a block charge
- Tuition guarantees for new students/variability in charges based on class/credits/status



How best to implement the letter and intent of 70,000+ prePAID contracts as the variance from a traditional standard of a single in-state, undergraduate tuition for all full-time students widens annually?

➢Work closely and collaboratively with JLARC, General Assembly leadership and public universities

Consider whether legislative changes are required

- Secure agreement from all parties to include VA529 in discussions about tuition and fee policies which may adversely impact the prePAID program
- Currently not a funding issue but a policy issue



Questions





Appendix



Long-term Investment Return Assumptions

Year	Return
1996 - 2000	8.0%
2001	7.5%
2002	7.0%
2003	6.75%
2004 - 2011	7.0%
2012 - 2013	6.75%*

*Approved by Board in June 2013, upon recommendation of IAC



inVEST Performance as of 3/31/13

	Current Month	3 Months Ending	Cal Year Ending	1 Year Ending	3 Year Ending	5 Year Ending	10 Year Ending	Inception Ending	Inception Date
AGE-BASED EVOLVING PORTFOLIOS		8	0	0	0	8	0	0	
James River Portfolio	1.77	4.80	4.80	11.97				8.04	Jan-11
James River Benchmark	1.58	5.32	5.32	12.02				7.61	
Eastern Shore Portfolio	1.56	4.20	4.20	10.87	9.01	4.80		4.10	Feb-08
Eastern Shore Benchmark	1.40	4.67	4.67	11.05	8.28	4.36		3.82	
Alleghany Portfolio	1.35	3.61	3.61	10.03	8.66	4.55		5.28	Aug-05
Alleghany Benchmark	1.22	3.99	3.99	10.21	7.89	3.62		4.58	
Chesapeake Portfolio	1.13	2.99	2.99	9.09	8.26	4.43	8.50	5.97	Jan-02
Chesapeake Benchmark	1.03	3.31	3.31	9.26	7.47	3.65	8.13	5.33	
Potomac Portfolio	0.91	2.40	2.40	7.78	7.45	4.55	8.11	4.56	Jan-00
Potomac Benchmark	0.85	2.69	2.69	8.15	6.80	3.65	7.55	3.13	
Southside Portfolio	0.61	1.53	1.53	6.36	6.59	4.48	7.53	4.46	Jan-00
Southside Benchmark	0.56	1.63	1.63	6.74	5.93	3.38	6.92	3.21	
Blue Ridge Portfolio	0.08	0.06	0.06	3.60	4.78	3.56	6.50	4.17	Jan-00
Blue Ridge Benchmark	0.04	-0.14	-0.14	3.98	4.03	2.19	5.73	2.98	
Piedmont Portfolio	0.11	0.35	0.35	1.73	2.94	3.41	3.84	4.24	Jan-00
Piedmont Benchmark	0.07	0.21	0.21	0.88	0.89	1.43	2.44	3.18	
STATIC PORTFOLIOS									
Aggressive Portfolio	2.37	6.73	6.73	10.71	9.32	3.95	8.07	5.09	Jan-02
Aggressive Benchmark	2.26	6.84	6.84	10.90	9.52	4.85	8.28	5.50	
Moderate Portfolio	1.82	5.07	5.07	9.05	8.52	4.43	7.34	5.16	Jan-02
Moderate Benchmark	1.63	4.92	4.92	9.03	8.51	5.16	7.47	5.52	
Conservative Portfolio	0.70	1.65	1.65	5.41	5.96	4.36	5.21	4.48	Jan-02
Conservative Benchmark	0.61	1.62	1.62	4.91	5.68	4.61	5.04	4.60	
Socially Targeted Portfolio	4.09	12.70	12.70	20.83	11.92			14.37	Nov-09
Socially Targeted Benchmark	3.74	10.58	10.58	13.76	12.47			15.13	
Total Stock Market Portfolio	3.90	10.99	10.99	14.21	12.82	6.33		5.65	Aug-05
Ttl Stock Mkt Benchmark	3.91	11.00	11.00	14.26	12.86	6.30		5.65	
Total Bond Market Portfolio	0.08	-0.11	-0.11	3.74	5.36	5.27		5.13	Sep-05
Ttl Bond Mkt Benchmark	0.06	-0.17	-0.17	3.57	5.32	5.25		5.09	
Ttl International Stock Portfolio	0.85	2.94	2.94	8.53	4.25	-0.80		4.43	Sep-05
Ttl Int'l Stock Benchmark	0.81	5.09	5.09	11.05	4.80	-1.13		3.59	
Inflation-Protected Securities Portfolio	0.25	-0.30	-0.30	5.62	8.35	5.42		5.77	Sep-05
Inflation-Protected Benchmark	0.27	-0.41	-0.41	5.48	8.37	5.66		5.89	
REIT Portfolio	2.98	8.10	8.10	14.78	17.08	7.07		6.86	Sep-05
REIT Benchmark	2.91	8.04	8.04	14.74	17.11	6.51		6.48	

: Performance Returns are calculated by BNY Mellon Asset Servicing. They are presented net of management fees and inVEST administrative fees.



prePAID Performance as of 3/31/13

Name	3 Month	YTD	1 Year	3 Years	5 Years	10 Years	Since Inception	Inception Date
prePAID Total Fund Total Fund Index ¹	2.9%	2.9%	9.0%	8.2%	5.5%	8.2%	6.7%	Oct-97
	3.1%	3.1%	9.1%	8.2%	4.9%	7.0%	5.6%	Oct-97
prePAID Total Equity	6.3%	6.3%	13.0%	10.4%	5.1%	10.7%	6.8%	Oct-97
Total Equity Index ²	6.6%	6.6%	11.2%	<i>8.4%</i>	3.0%	8.6%	4.6%	Oct-97
prePAID Total Domestic Equity	12.0%	12.0%	16.5%	13.7%	7.3%	11.1%	7.2%	Oct-97
Domestic Equity Index ³	11.1%	11.1%	14.6%	13.0%	6.3%	9.4%	5.4%	Oct-97
prePAID Total International Equity	1.1%	1.1%	9.6%	7.2%	2.0%	12.4%	6.8%	Oct-97
International Equity Index ⁴	2.3%	2.3%	7.7%	4.9%	0.1%	11.4%	5.2%	Oct-97
prePAID Alternatives	2.5%	2.5%	6.4%	5.9%	1.0%		4.2%	May-05
Alternatives Index ⁵	1.9%	1.9%	6.5%	9.2%	1.7%		4.7%	May-05
prePAID Total Fixed Income	0.9%	0.9%	7.1%	7.4%	6.6%	5.7%	6.3%	Sep-97
Fixed Income Index ⁶	1.1%	1.1%	8.0%	7.9%	6.9%	5.6%	6.2%	Sep-97
prePAID Non Core Fixed Income Non-Core Fixed Index ⁷	1.7% 2.3%	1.7% 2.3%	9.8% 12.0%	8.9% 10.3%	6.0% 7.0%		6.2% 7.0%	May-05 May-05
prePAID Core Fixed Income	- 0.1%	- 0.1%	4.1%	6.0%	5.5%	5.1%	5.9%	Sep-97
Core-Fixed Income Index ⁵	-0.1%	-0.1%	4.0%	5.7%	5.3%	5.0%	5.8%	Sep-97

¹35% MSCI ACWI Index, 3.3% NCREIF ODCE Index, 0.7% Russell 3000 + 3%, 6.2% Citigroup 3-Month T-Bill + 3.5%, 2.1% Citigroup 3-Month T-Bill + 4%, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays Capital US Aggregate Index, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% Barclays US Corporate High Yield Index, 7.7% BofA ML US Convertibles Index, 10% JPM organ EMBI, 10% JPM organ EMBI,

2100% MSCI AC World Index

100% Russell 3000 Index

57% MSCI EAFE, 43% MSCI Emerging Markets

⁵27% NCREIF ODCE Index, 6% Russell 3000 + 3%, 50% Citigroup 3-Month T-Bill + 3.5%, 17% Citigroup 3-Month T-Bill + 4%

¹14% BofA ML US Convertibles Index, 18% Barclays US Corporate High Yield Index, 18% JPMorgan EMBI, 20% Barclays Capital US Aggregate Index, 20% Barclays US TIPS Index, 10% Citigroup 3-Month T-Bill + 1%

⁷28% BofA ML US Convertibles Index, 36% Barclays US Corporate High Yield Index, 36% JPMorgan EMBI,

40% Barclays Capital US Aggregate Index, 40% Barclays US TIPS Index, 20% Citigroup 3-Month T-Bill + 1%



prePAID Payments – AY 2011-12 Virginia Public Universities

	Students with prePAID		PAID ments to
Public Colleges	Contracts	Col	leges
Christopher Newport University	448	\$	4,363,339
College of William & Mary	608	\$	7,881,627
George Mason University	717	\$	6,343,714
James Madison University	1087	\$	8,837,374
Longwood University	396	\$	3,691,906
Norfolk State University	16	\$	77,908
Old Dominion University	559	\$	3,635,735
Radford University	431	\$	3,373,190
University of Mary Washington	290	\$	2,480,312
University of Virginia	1304	\$	14,824,187
University of Virginia at Wise	31	\$	223,443
Virginia Commonwealth University	1096	\$	9,690,905
Virginia Military Institute	82	\$	1,020,442
Virginia State University	20	\$	129,623
Virginia Tech	1879	\$	19,207,888



prePAID payments – AY 2011-12 Virginia Community Colleges and Richard Bland College

	Students with prePAID	pref	PAID payments to
Community College	Contracts	1.	comm Colleges
Blue Ridge Community	39	\$	126,186
Central Virginia Community	26	\$	47,367
Dabney S Lancaster Community	7	\$	20,090
Danville Community	14	\$	31,821
Eastern Shore Community	2	\$	6,616
Germanna Community	85	\$	213,297
J Sargeant Reynolds Community	147	\$	372,841
John Tyler Community	130	\$	278,379
Lord Fairfax Community	61	\$	134,231
Mountain Empire Community	1	\$	3,294
New River Community	30	\$	75,777
Northern Virginia Community	558	\$	1,614,292
Patrick Henry Community	5	\$	11,216
Paul D Camp Community	4	\$	9,056
Piedmont Virginia Community	55	\$	117,628
Rappahannock Community	17	\$	32,951
Richard Bland College	24	\$	65,385
Southside Virginia Community	12	\$	19,866
Southwest Virginia Community	6	\$	12,653
Thomas Nelson Community	55	\$	150,726
Tidewater Community	152	\$	488,413
Virginia Highlands Community	3	\$	8,349
Virginia Western Community	41	\$	113,931
Wytheville Community	5	\$	10,164



prePAID payments - AY 2011-12 In-State Private & Out-of-State

	Students		
	with		prePAID
	prePAID	р	ayments to
Other Colleges	Contracts		Colleges
In-State Private	789	\$	6,525,260