Important Optional Retirement Plan (ORP) Information

March 11, 2010

Dear Optional Retirement Plan Participant:

You will see significant changes effective July 1, 2010, in the Tennessee Optional Retirement Plan (ORP) administered by the Treasury Department. ORP services are delivered through State of Tennessee contracts with investment and plan service providers. A recent competitive procurement awarded the ORP retirement plan investment and service contracts to ING, TIAA-CREF, and VALIC for the next five years. Representatives of the Tennessee Department of Treasury, Department of Finance and Administration, University of Tennessee, and the Board of Regents evaluated the proposals. Investment options have been changed to reduce fees and to increase fee transparency.

What’s New? - Changes Include:

- No more deposits to your current annuity contracts after July 1, 2010;
- New investment options offered including mutual funds;
- Fee reductions;
- Greater flexibility to change investment options within the plan;
- Greater transparency of fees for service;
- Investment advice through an internet link; and
- Increased internet transaction access and statement availability.

ORP Change Meetings

Your current investment option choices will no longer be effective after June 30, 2010. Take action now to select investment options. Representatives from ING, TIAA-CREF, and VALIC will be present at each campus group meeting to provide more information and answer your questions. Attend your campus meeting – the changes will be discussed in depth as you hear from each vendor and pick up detailed information about the new investment options. Watch for a meeting announcement.

Your Action Needed – You should act promptly.

1. Attend a meeting held at your campus.
2. Specify the percentage of the employer contribution to be deposited to your ORP account for each plan provider on the attached Contribution Specification Form.
3. Complete enrollment form(s) for any newly selected providers;
4. Select investment options for each new and existing provider receiving deposits to your account.
5. Name your beneficiary.
6. Submit all forms by May 14, 2010 to your campus HR Officer.

Make a new investment option selection following a review of the investment data available from the plan providers, on the web, and at the ORP campus meetings. Complete an enrollment form for new provider(s) selected. Return all forms to your campus Human Resource Office on or before May 14, 2010. In the Tennessee Optional Retirement Plan (ORP) you direct the investment of deposits in your account(s). Work with the providers to select your new investment options.
What happens to your old Annuity Contract?
Your previous annuity contract will continue to exist but no future contributions will be made to it. Your new investments will not have a life insurance component. Any money that you transfer out of your existing annuity contract cannot later be redeposited because the contracts are closed to new deposits.

What Didn’t Change?
The ORP is still intended to be the source of life payments to you upon retirement. No more than one half of your ORP balance may be taken in a lump sum. If you take a lump sum distribution you must annuitize an equal amount at the same time. Your existing providers will continue to provide ORP service.

What happens if I take No Action?
Each ORP participant who takes no positive action will see the contribution percentage deposited to each provider unchanged. If you do not select new investment options, the service providers have been instructed to place new contributions made by the State after June 30, 2010 in an age appropriate target date or lifestyle fund. The goal of target date / lifestyle funds is to match a participant with an assumed retirement at age 65. Based on birth year the fund(s) nearest to the participant’s age 65 will be assigned to receive that contribution. Each provider offers a series of target/ lifestyle funds. Consider if this investment option is appropriate for you.

Each participant should thoughtfully select the vendor(s) and the investment options to receive contribution deposits. Your selection of investment options instructs the investment provider to deposit the state contribution as you direct.

Where Can I go for Answers?
- Attend a meeting held at your campus.
- Contact your ORP Investment Management Provider ING 866-776-6704, TIAA-CREF 800-732-8353 or VALIC 800-448-2542 for investing, enrollment, contact, or beneficiary questions.
- Contact your campus Human Resources Office for process questions.
  - University of Tennessee faculty and staff may call the UT Benefits Call Center at UT Call Center 865-946-8847 or toll free 1-888-444-8847.
  - TBR faculty and staff contact your campus Human Resources office.
- Internet links will be available at http://treasury.tn.gov/orp/index.html.

We look forward to your response to these exciting new investment options.

Sincerely:
Beth R. Chapman
Optional Retirement Plan Administrator

Attachments:
  Contribution Specification Form
  ING, TIAA-CREF, and VALIC Investment Options
Tennessee Optional Retirement Plan (ORP)
A flexible solution for your retirement

Start planning a financial strategy designed to help reach your retirement goals. To help you do that, the State of Tennessee offers the Optional Retirement Plan (ORP) as an alternative to the state defined benefit pension plan. With the ORP, the state contributes a dollar amount based on a percentage of your salary. It’s your choice where the contributions are allocated—you can direct your ORP dollars to one or more of the plan’s selected provider companies, including ING Life Insurance and Annuity Company (ILIAC), a member of the ING family of companies.

ING HAS THE TOOLS TO HELP YOU ADDRESS YOUR RETIREMENT OBJECTIVES:

- Local representatives for one-on-one meetings
- Asset allocation and model portfolio assistance
- Benefit comparison calculations
- No deferred sales charge for withdrawals (withdrawals may be subject to federal withholding and possible tax penalties)
- No maintenance fee
- A competitive stability of principal option, Stable Value Option, a collective trust managed by Galliard Capital Management.
- As of February 28, 2010, the Gross Fund Expense Ratio ranged from 0.17% to 0.75%. These ratios do not reflect any temporary fee or expense waivers that may be in effect for a fund.
- An annual administrative expense of 0.75% for all mutual funds and 0.20% for the Stable Value Option on an annual basis applies to all of the investments listed here and is deducted monthly.
- Transfers between mutual funds are allowed at anytime, subject to ING’s policy on market timing and excessive trading.
- No transfers may be made from the Stable Value Option to a competing fund. Participant directed transfers to a competing investment vehicle must first be held in a non-competing investment vehicle for at least ninety (90) days before the transfer to the competing investment vehicle may be effected.
- Variety of flexible payout options (distributions will be taxed as ordinary income when distributed and may be subject to a 10% federal premature distribution penalty tax if taken prior to age 59½.)

You should consider the investment objectives, risks, charges and expenses of the mutual funds offered through a retirement plan carefully before investing. Fund prospectuses containing this and other information can be obtained by contacting your local representative. Please read all information carefully before investing.

YOUR OPTIONS:
Under ING Retirement Choice, you have access to a range of investment options that spans the risk/reward spectrum. Funds are listed in risk order by increasing asset class risk, but do not depict a comparison of the degree of risk between funds.

Stability of Principal
Stable Value Option
The Plan’s Stable Value Option invests in the ING Stable Value Fund, which is a collective investment trust maintained by Wilmington Trust Company. The Plan’s Stable Value Option is backed by a group annuity contract issued by ING Life Insurance and Annuity Company (“ILIAC”), which guarantees that the return on the Plan’s Stable Value Option will not be less than 0%. The net crediting rate is declared quarterly. The initial net crediting rate will be determined based on market conditions within 30 days of the contract funding date. Guarantees are based on the claims paying ability of ING Life Insurance and Annuity Company. The Plan’s Stable Value Option, the ING Stable Value Fund and the ILIAC group annuity contract are not registered investment companies and are not registered with the Securities and Exchange Commission.

Bond
Vanguard® Inflation-Protected Securities-Investor Shares
PIMCO Total Return Fund-Institutional Shares
Vanguard® Total Bond Market Index Fund-Investor Shares

Asset Allocation
Vanguard® Target Retirement 2015-Investor Shares
Vanguard® Target Retirement 2020-Investor Shares
Vanguard® Target Retirement 2025-Investor Shares
Vanguard® Target Retirement 2030-Investor Shares
Vanguard® Target Retirement 2040-Investor Shares
Vanguard® Target Retirement 2045-Investor Shares
Vanguard® Target Retirement 2050-Investor Shares
Vanguard® Target Retirement Income-Investor Shares

Investments in Target Retirement Funds are subject to the risks of their underlying funds. The year in the Fund name refers to the approximate year (the target date) when an investor in the Fund would retire and leave the work force. The Fund will gradually shift its emphasis from more aggressive investments to more conservative ones based on its target date. An investment in the Target Retirement Fund is not guaranteed at any time, including on or after the target date.

Balanced
Vanguard® Wellington Fund-Investor Class

Large Cap Value
Large Blend
Vanguard® 500 Index Fund-Investor Shares
Large Value
Vanguard® Equity Income Fund-Investor Shares
Vanguard® Windsor II Fund-Investor Shares

ING
Your future. Made easier.
TENNESSEE OPTIONAL RETIREMENT PLAN (ORP)

Large Cap Growth
Large Growth
The Growth Fund of America®-Class R6

Small/Mid/Specialty
Mid-Cap Blend
Vanguard® Mid-Cap Index Fund-Investor Shares¹
Small Blend
Vanguard® Small Cap Index Fund-Investor Shares¹
Small Growth
Vanguard® Explorer Fund-Investor Shares¹
Small Value
Vanguard® Small-Cap Value Index Fund-Investor Shares¹

Global/International
Foreign Large Blend
American Beacon International Equity Index Fund-Institutional
Class EuroPacific Growth Fund®-Class R6

All portfolios will fluctuate in value, and there is no guarantee that any investment option will achieve its stated objective. Stocks are more volatile than bonds, and portfolios with a higher concentration of stocks are more likely to experience greater fluctuations in value than portfolios with a higher concentration in bonds. Foreign stocks and small and midcap stocks may be more volatile than large cap stocks. Investing in bonds also entails credit risk and interest rate risk. Generally investors with longer timeframes can consider assuming more risk in their investment portfolio.¹

MAKING THE BEST OF A GREAT OPPORTUNITY

The ORP gives Tennessee’s public higher education employees an important option when planning a retirement strategy. ING is committed to helping you make the most of this opportunity. For additional information or to enroll, contact our Regional Office at 1-866-776-6704.

INFORMATION ABOUT YOUR ACCOUNTS

Interactive Internet Capabilities
• Log on to our ORP-dedicated website at www.ingretirementplans.com/custom/tennorp and click “Account Access” to access account balance information, change your investment allocation, receive investment performance reports and more.
• Site includes information about the ORP and provides access to general financial and investment information, plus an interactive retirement planning guide

Toll-Free Telephone Service
• Access to account information 24 hours a day, 7 days a week with ING Access (1-800-262-3862)
• Customer service associates available Monday through Friday, 9 a.m. to 10 p.m. CT – just call 1-800-262-3862
• Multilingual and TDD capabilities available to customers with special needs

Easy-To-Read Quarterly Statements
• Show cash balances for each of your selected investments
• Mailed directly to your home and available online
• Include newsletters and investment option information

ALLOCATION AND TRANSFER FLEXIBILITY

You have the flexibility to allocate both your future contributions and existing account balances among any of the investment options available on your plan at any time. There is no charge to transfer between variable options. You also have the freedom to distribute your contributions among ING and other Tennessee ORP provider companies.

Mutual funds under a 401(a) trust agreement are intended as long-term investments designed for retirement purposes. Mutual fund values fluctuate with market conditions, and when surrendered, the principal may be worth more or less than the original amount invested. The Plan’s Stable Value Option invests in the ING Stable Value Fund, which is a collective investment trust maintained by Wilmington Trust Company. The Plan’s Stable Value Option is backed by a group annuity contract issued by ING Life Insurance and Annuity Company (“ILIAC”), which guarantees that the return on the Plan’s Stable Value Option will not be less than 0%. The net crediting rate is declared quarterly. The initial net crediting rate will be determined based on market conditions within 30 days of the contract funding date. Guarantees are based on the claims paying ability of ING Life Insurance and Annuity Company. The Plan’s Stable Value Option, the ING Stable Value Fund and the ILIAC group annuity contract are not registered investment companies and are not registered with the Securities and Exchange Commission. Although it is possible to have guaranteed income for life with a fixed/variable annuity, there is no assurance that this income will keep up with inflation. Early withdrawals taken prior to age 59½ are subject to an IRS 10% premature distribution penalty tax unless an exception applies. Money distributed will be taxed as ordinary income in the year the money is distributed. An annuity does not provide any additional tax benefit, as tax deferral is provided by the Plan. Annuities may be subject to additional fees and expenses, to which other tax-deferred funding vehicles may not be subject. However, an annuity does offer other features and benefits, such as lifetime income payments and death benefits, which may be valuable to you.

1 Vanguard and the ship logo are trademarks of The Vanguard Group, Inc.

www.ingusa.com www.ingretirementplans.com/custom/tennorp

Insurance products, annuities and retirement plan funding issued by (third party administrative services may also be provided by) ING Life Insurance and Annuity Company. Securities are distributed by ING Financial Advisers, LLC (member SIPC), One Orange Way, Windsor, CT 06095-4774. These companies are wholly owned, indirect subsidiaries of ING Groep N.V. Securities may also be distributed through other broker-dealers with which ING Financial Advisers, LLC has selling agreements. These companies are members of the ING family of companies. Insurance obligations are the responsibility of each individual company. Products and services may not be available in all states. Products and services offered through the ING family of companies. © 2010 ING North America Insurance Corporation. C10-0311-006R (3/10)
NEW ONE-STEP INVESTING – LIFECYCLE FUNDS: For a convenient, low-maintenance way to have your retirement savings professionally managed and automatically rebalanced on a regular basis, choose the Lifecycle Fund that’s closest to the year of your expected retirement. As with all mutual funds, the principal value of a Lifecycle Fund is not guaranteed. Also, the target date of a Lifecycle Fund is an approximate date when investors may begin withdrawing from the fund.*

RETIREMENT FUNDS

<table>
<thead>
<tr>
<th>Asset Class</th>
<th>Type</th>
<th>Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td>Multi-Asset</td>
<td>Mutual Fund</td>
<td>TIAA-CREF Lifecycle Fund 2010</td>
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<td>TIAA-CREF Lifecycle Fund 2015</td>
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<td>TIAA-CREF Lifecycle Fund 2020</td>
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<td>TIAA-CREF Lifecycle Fund 2025</td>
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<td>TIAA-CREF Lifecycle Fund 2050</td>
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<td></td>
<td></td>
<td>TIAA-CREF Lifecycle Retirement Income Fund</td>
</tr>
</tbody>
</table>

PICK YOUR OWN INVESTMENT MIX: If you prefer to take a more active role in developing and managing your portfolio, you can choose investments from the various asset classes to match your time horizon and risk tolerance. If you enjoy researching investments, staying in the loop on economic trends, and customizing your asset allocation and making adjustments as market conditions and your preferences change, choose from the following investments.

RETIREMENT ACCOUNTS AND FUNDS

<table>
<thead>
<tr>
<th>Asset Class</th>
<th>Type</th>
<th>Accounts/Funds</th>
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<tr>
<td>Equities</td>
<td>Variable Annuity</td>
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<td>Accounts</td>
<td>CREF Global Equities Account</td>
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<td>Mutual Funds</td>
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<td>Columbia Small-Cap Value</td>
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<td>Eaton Vance Large-Cap Value</td>
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<td>Jennison Mid-Cap Growth Z</td>
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<td>Sentinel Small Company</td>
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<td>TIAA-CREF Mid-Cap Value Fund</td>
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<tr>
<td>Fixed Income</td>
<td>Variable Annuity</td>
<td>TIAA Real Estate Account</td>
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<td>Accounts</td>
<td>CREF Bond Market Account</td>
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<td>Mutual Funds</td>
<td>PIMCO Total Return Admin</td>
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<td>Templeton Global Bond</td>
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<td>Money Market</td>
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<td>CREF Money Market Account</td>
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<td>Account</td>
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<td>CREF Social Choice Account</td>
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<td>TIAA-CREF Social Choice Account</td>
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<tr>
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<td>Account</td>
<td>CREF Social Choice Account</td>
</tr>
</tbody>
</table>

* Approximately seven to ten years after a Lifecycle Fund’s target date, the fund may merge into the Lifecycle Retirement Income Fund or a similar fund.
TIAA-CREF: HIGHLIGHTS FOR THE TENNESSEE OPTIONAL RETIREMENT PROGRAM

With more than $414 billion in combined assets under management, TIAA-CREF is a full-service financial services organization that for more than 90 years has dedicated itself to serving those in the academic, medical, cultural and research fields. We do this through a full array of financial products and services that help our participants plan for — and live well in — retirement, while investing for life’s other goals along the way.

TIAA-CREF OFFERS NEW ENHANCEMENTS TO THE PLAN:

• Enhanced investment choices: In addition to our current broad array of retirement planning options, we are now offering TIAA-CREF Lifecycle Funds, which give you simplified one-step investment planning with a diversified portfolio to fit your retirement investment needs. We have also enhanced the fund lineup with new funds to give you a wider array of choices for your investment portfolio.

• Honest, objective advice: Through our advice service, a noncommissioned TIAA-CREF consultant will help you determine which investments are right for your retirement portfolio and if you may be contributing enough to achieve your goals. TIAA-CREF compensates its consultants through a salary-plus-incentive program based on client service excellence and financial results. This means our consultants will only recommend products that help you achieve your goals, and give you the help you need to make informed decisions.

• Dedicated website: TIAA-CREF plan participants will have a dedicated website to make it easier to plan and invest for retirement with online investment tools, education and enrollment.

TIAA-CREF WILL CONTINUE TO OFFER THE FOLLOWING ADVANTAGES:

• Investment experience: We have more than 90 years of experience investing for our participants’ retirement and other financial goals.

• TIAA’s financial strength: For its broad claims-paying ability and overall financial strength, our insurance company affiliate TIAA currently holds top ratings from the leading insurance company rating agencies.

• Low costs: TIAA-CREF’s investment fees are among the lowest in the variable annuity and mutual fund industries. (Note that lower expenses do not mean higher returns.)

Get Personalized Help from TIAA-CREF

To learn about the plan changes that go into effect on July 1, 2010 or to discuss your account, call 800 842-2252, Monday to Friday from 8 a.m. to 10 p.m. and Saturday from 9 a.m. to 6 p.m. ET.

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1 Assets under management as of 12/31/09.
2 Standard & Poor’s (AAA as of 12/09); Moody's Investors Service (Aaa as of 10/09); A.M. Best (A+ as of 12/09); and Fitch (AAA as of 6/09). These ratings are for TIAA as an insurance company and do not apply to variable annuities, mutual funds or any other product or service not fully backed by the claims-paying ability of TIAA. Ratings are subject to change. There is no guarantee that current ratings will be maintained.
3 Applies to mutual fund and variable annuity expense ratios. Morningstar Direct (December 2009) based on Morningstar expense comparisons by category.

You should consider the investment objectives, risks, charges and expenses carefully before investing. Please call 877 518-9161, or go to tiaa-cref.org for a current prospectus that contains this and other information. Please read the prospectus carefully before investing.

TIAA-CREF Individual & Institutional Services, LLC and Teachers Personal Investors Services, Inc., members FINRA, distribute securities products. Annuity contracts and certificates are issued by Teachers Insurance and Annuity Association (TIAA) and College Retirement Equities Fund (CREF), New York, NY.
Introduction/History

VALIC has more than half a century of experience helping Americans plan for and enjoy a secure retirement. We provide real solutions for real lives by consistently offering products and services that are innovative, simple to understand and easy to use. We take a personal approach to retirement plans and programs, offering customized solutions for individual needs.

Historically, our focus has always been retirement, and this long-standing specialization means we can not only help you accumulate the funds you need for a comfortable retirement but also help you manage those funds effectively throughout retirement.

VALIC manages long-term investment programs for nearly 25,000 organizations. Our experienced financial advisors provide the highest level of personal, face-to-face service. For more than five decades, we have specialized in providing tax-qualified retirement programs and today are the third-largest retirement plan provider to employees of major colleges and universities across the nation.

The financial strength and stability of your plan provider is of utmost importance and should be reflected by the ratings of leading industry analysts. The Variable Annuity Life Insurance Company has received high ratings for financial strength. These ratings apply to the claims-paying ability of The Variable Annuity Life Insurance Company (excluding safety or performance of the variable options) as shown below:

- Standard & Poor’s: A+ (strong)
- A.M. Best Company: A (excellent)
- Moody’s Investors Service: A1 (good)
- Fitch: A- (strong)

Ratings as of December 16, 2009

Plan highlights

The Tennessee Optional Retirement Program through VALIC provides an array of mutual fund investments and an annuity contract offering a fixed-interest option.*

Keep in mind that investment values will fluctuate in the mutual funds and there is no assurance that the objective of any fund will be achieved. Mutual fund shares are redeemable at the then-current net asset value, which may be more or less than their original cost.

Investment options by asset class

<table>
<thead>
<tr>
<th>Investment Option</th>
<th>Fund Expense ratio as of 12/31/2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Large Value</td>
<td>American Funds American Mutual R6 0.36</td>
</tr>
<tr>
<td>World Stock</td>
<td>American Funds Capital World G/I R6 0.49</td>
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<tr>
<td>Foreign Large Blend</td>
<td>American Funds EuroPacific Gr R6 0.51</td>
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<tr>
<td>Large Blend</td>
<td>Vanguard Total Intl Stock Index 0.27</td>
</tr>
<tr>
<td>Large Growth</td>
<td>American Funds Growth Fund of Amer R6 0.14</td>
</tr>
<tr>
<td>Mid-Cap Growth</td>
<td>Morgan Stanley Inst Mid Cap Growth I 0.69</td>
</tr>
<tr>
<td>Intermediate-Term Bond</td>
<td>PIMCO Total Return Instl 0.45</td>
</tr>
<tr>
<td>Mid-Cap Blend</td>
<td>Vanguard Total Bond Market Index 0.20</td>
</tr>
<tr>
<td>Money Market</td>
<td>Vanguard Prime Mny Mkt 0.28</td>
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<tr>
<td>Real Estate</td>
<td>Vanguard REIT Index 0.21</td>
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<tr>
<td>Mid-Cap Value</td>
<td>Vanguard Selected Value 0.38</td>
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<tr>
<td>Small Growth</td>
<td>Vanguard Small Cap Growth Index 0.23</td>
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<tr>
<td>Small Blend</td>
<td>Vanguard Small Cap Index Signal 0.12</td>
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<tr>
<td>Small Value</td>
<td>Vanguard Small Cap Value Index 0.23</td>
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<tr>
<td>Target Date 2016-2020</td>
<td>Wells Fargo Advantage DJ Target 2020 0.67</td>
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<tr>
<td>Target Date 2026-2030</td>
<td>Wells Fargo Advantage DJ Target 2030 0.68</td>
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<tr>
<td>Target Date 2036-2040</td>
<td>Wells Fargo Advantage DJ Target 2040 0.69</td>
</tr>
<tr>
<td>Target Date 2050+</td>
<td>Wells Fargo Advantage DJ Target 2050 0.69</td>
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<tr>
<td>Retirement Income</td>
<td>Wells Fargo Advantage DJ Target Today 0.62</td>
</tr>
<tr>
<td>Inflation-Protected Bond</td>
<td>Western Asset Inflation Indexed Plus Bd 0.25</td>
</tr>
<tr>
<td>Stable Value</td>
<td>Fixed-Interest Option N/A</td>
</tr>
</tbody>
</table>

Data source: Morningstar Principia Pro, 12/31/09

An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. While the fund seeks to preserve the value of your investment at $1 per share, it is possible to lose money while investing in the fund.
Administrative charge
An effective annual charge of 0.55% will be assessed on mutual fund assets in the plan for which administrative services are provided. This does not apply to the Fixed-Interest Option.

Additionally, annual operating expenses charged by the mutual funds apply for each mutual fund chosen and are described in each fund’s prospectus.

* Policy Form GFA-504, a fixed annuity issued by The Variable Annuity Life Insurance Company, Houston, Texas.

Participant service options
> Assistance from on-site financial advisors
> Comprehensive computer-based retirement planning and investment advisory services
  - 4SIGHT®
  - Portfolio Builder™
  - Portfolio Optimizer®
> Objective and expert investment advice
> Customized asset management services
> Assisted enrollment services
> ePrint™ a Web-based system that provides access to all the documentation you need to invest and to manage your account
> Account access through the Internet, voice-response telephone system and Client Care Center
> Annual client reviews
> Educational seminars on-site or at the VALIC Financial Planning and Education Center
> Quarterly account statements for active accounts
> Quarterly educational newsletters

Withdrawal restrictions
Withdrawals may be made upon separation from service. Generally, a maximum of 20% of your Fixed-Interest Option account balance will be available for in-service transfers to another investment option each year.

Access to your funds
You have a choice of payout options. For example, you can:
> Purchase an annuity to receive regular income payments
> Leave funds on deposit
> Take systematic withdrawals
> Take partial withdrawals
> Take a lump-sum distribution
> At least 50% of cash accumulation in any Tennessee Optional Retirement Program account must be annuitized.

Withdrawals before age 59½ may be subject to federal restrictions and a 10% federal tax penalty. Withdrawals are not subject to the federal 10% tax penalty if you are age 55 or older when you separate from service from your employer. Early withdrawals for total disability or demise of policyholder do not incur a tax penalty.

Enrolling is easy! Here is how ...
It's easy to join, you can enroll simply by filling out a form that is available through your financial advisor.

Managing your account
Our automated systems make it simple and convenient to access your account and perform transactions:
> VALIC Online: VALIC.com
> VALIC by Phone: 1-800-448-2542

Contact information
VALIC
278 Franklin Road
Suite 151
Brentwood, TN 37027
Phone number: 615-221-2541

To view or print a prospectus, visit www.valic.com and click on ePrint™ under Links to Login. Enter your Group ID in the Login field and click go. Click on “Funds” in Quick Links, and funds available for your plan are displayed. The prospectus contains the investment objectives, risks, charges, expenses and other information about the respective investment company that you should consider carefully before investing. Please read the prospectus carefully before investing or sending money. You can also request a copy by calling 1-800-448-2542.

Securities and investment advisory services are offered by VALIC Financial Advisors, Inc., member FINRA and an SEC-registered investment advisor.

VALIC represents The Variable Annuity Life Insurance Company and its subsidiaries, VALIC Financial Advisors, Inc. and VALIC Retirement Services Company.

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VC 23194 (03/2010) J77517 EE
State of Tennessee
Optional Retirement Program (ORP)
Contribution Specification Form
For 2010 Changes

This form instructs your employer how to distribute the employer contribution to your ORP account(s).

EMPLOYEE INFORMATION:

<table>
<thead>
<tr>
<th>Last</th>
<th>First</th>
<th>MI</th>
<th>Social Security Number</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Cost Center / Campus</th>
<th>Hire date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

ORP is changing effective July 1, 2010. New investment options are available from each provider and many features vary by provider.

If you wish to change your selected ORP company or begin contributions to an additional company, please complete this form AND an enrollment form for any new company. You must select new investment options, even if you do not change the way your contributions are distributed. Contact a company representative to select your investment options and to name your beneficiary.

You must choose a percentage of your ORP employer deposits to go to any one or combination of the three ORP companies. You must specify a percentage to each company in such a way that the sum of the percentages equals 100%. Each percentage must be a whole number.

CONTRIBUTION INFORMATION:

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Distribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Distribution to ING</td>
<td>__________%</td>
</tr>
<tr>
<td>Total Distribution to TIAA-CREF</td>
<td>__________%</td>
</tr>
<tr>
<td>Total Distribution to VALIC</td>
<td>__________%</td>
</tr>
</tbody>
</table>

Effective date for change ________________ 01, 20 ______. (Effective date must be the first of the month).

By this election to allocate ORP contributions to the companies noted above, I acknowledge that I should complete enrollment form(s), select investment options, and designate a beneficiary for each company selected. If I fail to elect an investment option I will be defaulted to a target date fund with a presumed retirement at 65 years of age. This form is my notification that I should determine if target date funds fit my circumstances.

REQUIRED SIGNATURE:

____________________________________________ ______________________________
Participant Signature                                                                          Date

To Be Completed By UT Campus Officer or Tennessee Board of Regents Campus HR/Payroll

<table>
<thead>
<tr>
<th>PN #</th>
<th>Membership Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Forms to Be Attached (if Applicable)

TCRS Waiver Election (New Employees)
ING Enrollment Application
TIAA-CREF Enrollment Application
VALIC Enrollment Application

Retirement Plan Codes

<table>
<thead>
<tr>
<th>Code</th>
<th>Description</th>
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</thead>
<tbody>
<tr>
<td>R20</td>
<td>100% ING</td>
</tr>
<tr>
<td>R21</td>
<td>ING+1</td>
</tr>
<tr>
<td>R22</td>
<td>ING+2</td>
</tr>
<tr>
<td>R30</td>
<td>100%TIAA</td>
</tr>
<tr>
<td>R31</td>
<td>TIAA+1</td>
</tr>
<tr>
<td>R32</td>
<td>TIAA+2</td>
</tr>
<tr>
<td>R40</td>
<td>100% VALIC</td>
</tr>
<tr>
<td>R41</td>
<td>VALIC+1</td>
</tr>
<tr>
<td>R42</td>
<td>VALIC+2</td>
</tr>
</tbody>
</table>
IMPORTANT CHANGES!

Optional Retirement Plan (ORP)
Notice
To Participants