



SCHOLARSHARE
 CALIFORNIA'S 529 COLLEGE SAVINGS PLAN

Durable Power of Attorney and Indemnification
Agreement For Power of Attorney Registration
Questions? Call toll-free 1 800 544-5248
 Or write to the Plan at PO Box 55205 Boston, MA 02205-5205
 Visit www.ScholarShare.com

WARNING TO PERSON EXECUTING THIS DOCUMENT: This is an important legal document. It creates a power of attorney that provides the person you designate as your attorney-in-fact with the broad powers it sets forth. You have the right to terminate this power of attorney. If there is anything about this form that you do not understand, you should ask a lawyer to explain it to you.

Account Owner _____ ScholarShare College Savings
 Plan Account Number(s): _____
 Home Phone: () _____

I, _____ of _____ do hereby make,
 constitute and appoint _____
 whose specimen signature is _____
 and whose address is _____
 my true and lawful Attorney-in-Fact. All references herein to my Attorney-in-Fact shall be to such person or his or her successors.

THIS IS A DURABLE POWER OF ATTORNEY AND THE AUTHORITY OF MY ATTORNEY-IN FACT SHALL NOT TERMINATE IF I LATER BECOME DISABLED OR INCAPACITATED OR IN THE EVENT OF LATER UNCERTAINTY AS TO WHETHER I AM DEAD OR ALIVE.

I give and grant to my Attorney-in-Fact the power to act on my behalf with respect to the above referenced ScholarShare account(s), such power to be used for my benefit and to be exercised by my Attorney-in-Fact only in a fiduciary capacity. Specifically, my Attorney-in-Fact shall have the power:

To deposit or invest funds owned wholly or partly by me in the above referenced ScholarShare account(s); to withdraw, now or in the future, any funds from the above referenced ScholarShare account(s); to change the beneficiary of the above-referenced ScholarShare account(s); and to otherwise manage and enter into all other lawful transactions with respect to the above referenced ScholarShare account(s).

I hereby agree to indemnify and hold State Street Bank and Trust Company (State Street), Boston Financial Data Services, Inc. (Boston Financial), TIAA-CREF Tuition Financing, Inc. or any of its affiliates, and the ScholarShare program harmless from acting upon instructions, either oral or in writing, believed to have originated from said Attorney-in-Fact and from any and all acts of said Attorney-in-Fact with respect to my ScholarShare account(s).

The authorization and indemnity is a continuing one and shall remain in full force and effect and shall be binding upon the undersigned's heirs, executors, successors, beneficiaries, or assigns until revoked by the undersigned by a written notice addressed to Boston Financial and delivered to its main office, such revocation shall not affect any liability in any way resulting from transactions initiated prior to Boston Financial's acting on such revocation within a reasonable amount of time. In case of the death, disability or incompetence of the undersigned, this authorization shall continue and TIAA-CREF Tuition Financing, Inc. or any of its affiliates, State Street, Boston Financial, and the ScholarShare program shall not be responsible for any action taken on the basis of this authorization until Boston Financial has received written notice thereof addressed to Boston Financial and delivered to its main office.

Any grant of a Durable Power of Attorney made by me subsequent to the date of execution of this Durable Power of Attorney shall not revoke this Durable Power of Attorney, unless the subsequent Durable Power of Attorney contains a

statement to the contrary and specifically refers to this Durable Power of Attorney by its date. Any person relying on this power of attorney may rely on a photocopy as if it were an original.

The undersigned has read the foregoing in its entirety before signing. IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of _____, 20____.

Signature of Grantor of Power of Attorney

STATE OF CALIFORNIA) ss.
COUNTY OF _____)

This instrument was acknowledged before me on _____ (date)
by _____
(name of person).

Notary Public (Seal)
My term expires: _____

AFFIDAVIT OF ATTORNEY-IN-FACT

STATE OF CALIFORNIA) ss.
COUNTY OF _____)

I, _____, of lawful age, being duly sworn on his oath says that
_____, as principal, who resides at _____
_____ did on this ____ day of _____, 20 __ appoint me true and
lawful attorney by the foregoing instrument hereby made a part hereof.

Signature of Attorney-In-Fact

Subscribed and sworn to before me this ____ day of _____, 20____.

Notary Public (Seal)

My commission expires: _____