NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST -New Jersey 529 College Savings Plan-

Franklin Templeton Managed Investment Options

Combined Financial Statements and Supplemental Information

Year ended June 30, 2013

Contents

Report of Independent Auditors	1
Combined Financial Statements	
Combined Statement of Assets and Liabilities	2
Combined Statement of Operations	3
Combined Statements of Changes in Net Assets	4
Notes to Combined Financial Statements	5
Supplemental Information	
Financial Highlights	13
Statements of Investments	61
Combining Statements of Assets and Liabilities	85
Combining Statements of Operations	
Combining Statements of Changes in Net Assets	98

Report of Independent Auditors

To the Account Owners and Trustees of

New Jersey Better Educational Savings Trust - New Jersey 529 College Savings Plan- Franklin Templeton Managed Investment Options- Age-Based Asset Allocations, Objective-Based Asset Allocations and Individual Portfolios:

Report on the Financial Statements

We have audited the accompanying combined financial statements of the New Jersey Better Educational Savings Trust – New Jersey 529 College Savings Plan – Franklin Templeton Managed Investment Options (the "Trust") - Age-Based Asset Allocations, Objective-Based Asset Allocations and Individual Portfolios (three of the investment options of the Trust), which comprise the combined statement of assets and liabilities as of June 30, 2013, and the related combined statements of operations for the year then ended and combined statements of changes in net assets for each of the two years in the period then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Trust's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the combined financial position of New Jersey Better Educational Savings Trust - New Jersey 529 College Savings Plan- Franklin Templeton Managed Investment Options- Age-Based Asset Allocations, Objective-Based Asset Allocations and Individual Portfolios at June 30 2013, and the combined results of its operations for the year then ended and changes in its net assets for each of the two years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the combined financial statements as a whole. The Supplemental Information including the statements of investments and combining statements of assets and liabilities as of June 30, 2013, the combining statements of operations for the year then ended, combining statements of changes in net assets for each of the two years in the period then ended and the financial highlights for five years in the period then ended are presented for purposes of additional analysis and are not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements or to the combined financial statements and certain additional procedures in cluding comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements are difficult in all material respects in relation to the combined financial statements as a whole.

Ernet + Young LLP

September 30, 2013

Combined Statement of Assets and Liabilities June 30, 2013

Assets: Investments in Underlying Funds: \$ \$ Cost 3,015,317,303 Value 3,280,323,350 Cash 62,346 Receivables: Plan shares sold 1,899,872 Wrapper Agreement (At Fair Value) 3,282,286,806 Total assets Liabilities: Payables: Investment securities purchased Plan shares redeemed 1,347,037 Accrued expenses 3,449,455 **Total liabilities** 4,803,628 Net assets, at value \$ 3,277,483,178

1,238

7,136

Combined Statement of Operations

for the Year ended June 30, 2013

Investment income - dividends from Underlying Funds	\$ 66,342,440
Expenses:	
Program management fees (Note 2)	10,610,502
Sales fees (Note 2)	
Class A	3,486,143
Class B	2,330,614
Class C	6,706,669
Sub-advisory fees (Note 2)	 73,668
Total expenses	 23,207,596
Expenses waived/paid by affiliates (Note 3)	 (359,103)
Net expenses	 22,848,493
Net investment income	 43,493,947
Realized and unrealized gains (losses): Net realized gain (loss) from:	
Sale of investments in Underlying Funds	15,145,578
Distributions by Underlying Funds	 50,748,631
Net realized gain (loss)	65,894,209
Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrapper Agreements	240,861,996
Net realized and unrealized gain (loss)	 306,756,205
Net increase (decrease) in net assets resulting from operations	\$ 350,250,152

Combined Statement of Changes in Net Assets

	Year Ended June 30,						
		2013		2012			
Increase (decrease) in net assets:							
Operations:							
Net investment income	\$	43,493,947	\$	42,532,893			
Net realized gain (loss) from Underlying Funds		65,894,209		27,745,013			
Net change in unrealized appreciation (depreciation) on investments in Unde	erlying						
Funds and Wrapper Agreements		240,861,996		(150,954,241)			
Net increase (decrease) in net assets resulting from operations		350,250,152		(80,676,335)			
Plan share transactions:				004 040 004			
Subscriptions Redemptions		975,475,555 (777,521,158)		821,948,381 (624,414,551)			
Net increase (decrease) in net assets resulting from plan share transactions		197,954,397		197,533,830			
Net increase (decrease) in net assets		548,204,549		116,857,495			
Net assets:							
Beginning of year		2,729,278,629		2,612,421,134			
End of year	\$	3,277,483,178	\$	2,729,278,629			

NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST

New Jersey 529 College Savings Plan – Franklin Templeton Managed Investment Options

Notes to Combined Financial Statements for the year ended June 30, 2013

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The New Jersey Better Educational Savings Trust ("Trust") was established by the State of New Jersey ("the State") to allow Account Owners and Beneficiaries under the State's New Jersey 529 College Savings Plan ("Program") to qualify for federal tax benefits in a qualified tuition program under section 529 of the Internal Revenue Code of 1986, as amended. The New Jersey Higher Education Student Assistance Authority ("HESAA") is responsible for establishing and maintaining the Program on behalf of the State. HESAA serves as a trustee of the Trust, administers the Program and is authorized to establish investment policies, select investment managers and the Program Manager, and adopt regulations and provide for the performance of other functions necessary for the operation of the Program and the various plans included in the Program.

In 2003, Franklin Templeton Distributors, Inc. ("FTDI"), a wholly-owned subsidiary of Franklin Resources, Inc., and HESAA entered into a Services Agreement under which FTDI serves as the Program Manager. FTDI provides, directly or through affiliates, certain distribution, investment management and administrative services relating to the Program. Franklin Advisers, Inc. ("Franklin Templeton"), an affiliate of FTDI, serves as the Investment Manager for the plans covered under this report. Franklin Templeton is not responsible for the investment management services of the JP Morgan Equity Index Fund held by the S&P 500 Index Fund 529 Portfolio ("S&P Portfolio"). The JP Morgan Equity Index Fund is managed by J.P. Morgan Investment Management Inc.

These financial statements provide the combined financial results of the portfolios managed by Franklin Templeton that are available through the New Jersey 529 College Savings Plan – Franklin Templeton Managed Investment Options offered to Account Owners under the plan names: NJBEST 529 College Savings Plan, and, Franklin Templeton 529 College Savings Plan ("Plans"). The supplemental information provides the financial results of the individual portfolios.

Under the Plans, an Account Owner establishes an Account in the name of a Beneficiary and may elect to allocate contributions among the "Portfolios" of the three types of investment options, known as the Age-Based Asset Allocations, Objective-Based Allocations, and Individual Portfolios. Within each Age-Based Asset Allocations (Growth, Conservative or Moderate), contributions are allocated among four age bands, based on the age of the Beneficiary. Each Age-Based Asset Allocation Investment Option invests in certain Franklin/Templeton/Mutual Series Mutual Funds ("the Underlying Funds") in varying percentages, as determined by HESAA. The Objective-Based Allocations portfolios each offer a distinctive investment strategy. The Individual Portfolios invest solely in a single Underlying Fund or account. In the case of the S&P 500 Index Fund 529 Portfolio, the portfolio invests in the J.P. Morgan Equity Index Fund (also an Underlying Fund) which seeks investment results that correspond to the aggregate price and dividend performance of securities in the S&P 500 Index. The portfolios under these investment options, grouped by type, are as follows:

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Age-Based Asset Allocations	Objective-Based Allocations	Individual Portfolios
Growth		
Newborn - 8 Years Portfolio Age 9 - 12 Years Portfolio Age 13-16 Years Portfolio Age 17+ Years Portfolio	Franklin Templeton Corefolio Portfolio Franklin Templeton Founding Funds 529 Portfolio Growth Portfolio Growth and Income Portfolio Income Portfolio	Franklin Growth 529 Portfolio Franklin Income 529 Portfolio Franklin Small-Mid Cap Growth 529 Portfolio Franklin Templeton Stable Value
Conservative Newborn - 8 Years Portfolio Age 9 - 12 Years Portfolio Age 13-16 Years Portfolio Age 17+ Years Portfolio		529 Portfolio Mutual Shares 529 Portfolio S&P 500 Index Fund 529 Portfolio Templeton Growth 529 Portfolio
Moderate		

Moderate Newborn - 8 Years Portfolio Age 9 - 12 Years Portfolio Age 13-16 Years Portfolio

Age 17+ Years Portfolio

The Age-Based Growth, Moderate and Conservative Asset Allocations and Objective-Based Allocations, excluding the Franklin Templeton Founding Funds 529 Portfolio, offer four classes of Trust Shares: Class A, Class B, Class C and Direct sold Trust Shares. Within the Individual Portfolios, the Franklin Templeton Stable Value 529 Portfolio and the S&P 500 Index Fund 529 Portfolio also offer four classes of Trust Shares. The remaining Individual Portfolios, as well as Franklin Templeton Founding Funds 529 Portfolio, offer three classes of shares: Class A, Class B and Class C shares. Each class of shares differs by its initial sales load, contingent deferred sales charges and annual asset-based sales fees. The Direct sold Trust Shares class is only available to New Jersey residents who invest in the NJBEST 529 College Savings Plan without a financial advisor.

Effective April 1, 2012, the Program no longer will offer Class B Trust Shares, including to existing owners. Existing owners may exchange Class B Trust Shares of any portfolio for Class B Trust shares of any other portfolios to the extent permitted.

The following summarizes the Trusts' significant accounting policies.

a. Financial Instrument Valuation

Net asset value per share is calculated as of the close of trading of the NYSE. Investments in the Underlying Funds are valued at their closing net asset value each trading day.

b. Security Transactions, Investment Income and Expenses

Security transactions are accounted for on trade date. Realized gains and losses on security transactions are determined on an average cost basis. Estimated expenses are accrued daily. Dividend income and realized gain distributions by Underlying Funds are recorded on the ex-date as dividend income and realized gain from Underlying Funds, respectively.

NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST

New Jersey 529 College Savings Plan – Franklin Templeton Managed Investment Options

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

b. Security Transactions, Investment Income and Expenses (continued)

The Portfolios indirectly bear their proportionate share of expenses from the Underlying Funds. Since the Underlying Funds have varied expense levels and the Portfolios may own different proportions of the Underlying Funds at different times, the amount of expenses incurred indirectly by the Portfolios will vary.

Realized and unrealized gains and losses and net investment income, other than class specific expenses, are allocated daily to each class of shares based upon the relative proportion of net assets of each class.

c. Derivative Financial Instruments

The Franklin Stable Value 529 Portfolio ("Stable Value Portfolio") invests in derivatives in order to manage risk. Derivatives are financial contracts based on an underlying or notional amount, require no initial investment or an initial net investment that is smaller than would normally be required to have a similar response to changes in market factors, and require or permit net settlement. Derivatives may contain various risks including the potential inability of the counterparty to fulfill their obligations under the terms of the contract, the potential for an illiquid secondary market, and/or the potential for market movements which may expose the Stable Value Portfolio to gains or losses in excess of the amounts shown on the combined Statement of Assets and Liabilities.

The Stable Value Portfolio enters into Wrap Agreements with insurance companies, banks or other financial institutions ("Wrap Providers") that are rated, at the time of purchase, the equivalent of at least AA- or better, by a rating agency. A Wrap Agreement is a derivative instrument that is designed to protect some or all of a portfolio from investment losses. While the Stable Value Portfolio seeks to preserve the value of its investments through Wrap Agreements, there is no guarantee that the Stable Value Portfolio will not lose money during any period. There is no active trading market for Wrap Agreements, and none is expected to develop. The value of the wrap contract is determined by a present value discounting of the difference between the contractual wrap fee rate and the re-bid rate. The annual dollar differential in the fee level is discounted using a duration matched swap rate that approximates the risk free rate of interest. Inputs used in the calculation of the fair valuation of the wrap contracts include the book value of the wrap contract, contractual wrap fee rate, re-bid wrap fee rate, wrap portfolio duration, and the swap rate matched to the wrapped fixed income portfolio duration (present value discount factors).

As of June 30, 2013, Stable Value Portfolio has a Wrap Agreement with State Street Bank, the Wrap Provider. The terms of the Wrap Agreement also require Stable Value Portfolio to maintain minimum cash and cash equivalent percentages. Throughout the term of the Wrap Agreement, the Stable Value Portfolio will pay quarterly the Wrap Provider an annualized wrap fee based on the Wrap Agreements' book value balance.

The crediting rate used in computing the book value is the actual yield of the covered assets, plus or minus the unrealized gain or loss on the covered assets, based on fluctuations in the market value of the covered assets amortized over the duration of the covered assets.

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

c. Derivative Financial Instruments (continued)

At June 30, 2013, the covered assets included Stable Value Portfolio's holdings in Franklin Limited Maturity U.S. Government Securities Fund, Advisor Class. The crediting rate is calculated by a formula specified by each Wrap Agreement and is adjusted periodically. The crediting rate used for the Stable Value Portfolio's Wrap Agreement is net of the wrap fee.

A default by the issuer of a portfolio security or a Wrap Provider on its obligations may result in a decrease in the value of the portfolio assets and, consequently, the shares of the Stable Value Portfolio. Wrap Agreements generally do not protect the portfolio from loss if an issuer of portfolio securities defaults on payments of interest or principal. Additionally, a Stable Value Portfolio shareholder may realize more or less than the actual investment return on the portfolio securities depending upon the timing of the shareholder's purchases and redemption of shares, as well as those of other shareholders.

The Stable Value Portfolio's investments and Wrap Agreement are reflected at fair value, as defined by generally accepted accounting principles, in the accompanying financial statements. Net asset value for purposes of valuing transactions by Plan participants, however, continues to be calculated utilizing Wrap Agreements valued at contract value. See Note 5 regarding other derivative information.

The Investment Manager plans to terminate the remaining wrap agreement with State Street Bank on or around March 17, 2014.

d. Income Taxes

The Trust is established to be a qualified tuition program under Section 529 of the Internal Revenue Code, which is exempt from federal and state income tax, and does not expect to have any unrelated business income subject to tax. Accordingly, no provision has been made for income taxes.

The Trust recognizes the tax benefits of uncertain tax positions only when the position is "more likely than not" to be sustained upon examination by the tax authorities based on the technical merits of the tax position. As of June 30, 2013, and for all open tax years, the Trust has determined that no liability for unrecognized tax benefits is required in the Trust's financial statements related to uncertain tax positions taken on a tax return (or expected to be taken on future tax returns). Open tax years are all those that remain subject to examination and are based on each tax jurisdiction statute of limitation.

e. Accounting Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

f. Guarantees and Indemnifications

Under the Trust's organizational documents, its trustee is indemnified by the Trust against certain liabilities arising out of the performance of its duties to the Trust. Additionally, in the normal course of business, the Trust, on behalf of the Portfolios, enters into contracts with service providers that contain general indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred. Currently, the Trust expects the risk of loss to be remote.

2. MANAGEMENT AGREEMENTS

The Portfolios pay annual Program management fees based on the average daily net assets of each portfolio as follows:

Investment Option	Total Program Fee
New Jersey 529 College Savings Plan - New Jersey Resident Accounts	0.40%
New Jersey 529 College Savings Plan - Non-New Jersey Resident Accounts	0.40%

Effective January 1, 2010, FTDI and HESAA have agreed to set the current rate of the Program Management Fee at 0.20% per year for the Direct sold Trust Shares of each Portfolio until further notice.

The Portfolios pay annual asset-based sales fees to FTDI of up to 0.25%, 1.00%, and 1.00% per year of their average daily net assets of Class A, Class B, and Class C, respectively, for costs incurred in marketing the Portfolios' shares.

Stable Value Portfolio pays Dwight Asset Management a sub-advisory fee of 0.10% based on average daily net assets.

Franklin Templeton Services, LLC ("FTS") an affiliate of FTDI provides accounting services for the Trust. Franklin Templeton Investor Services, LLC, ("FTI"), an affiliate of FTDI and FTS performs transfer agency services for the Trust. No fees are paid by the Trust for accounting or transfer agency services.

3. WAIVER AND EXPENSE REIMBURSEMENTS

In efforts to prevent a negative yield in the Stable Value Portfolio during the calculation of net asset value, FTDI and HESAA have voluntarily agreed to waive or limit their respective fees, assume as their own expense certain expenses otherwise payable by the Stable Value Portfolio and if necessary, make a capital infusion into the Stable Value Portfolio. These waivers, expense reimbursements and capital infusions are voluntary and may be modified or discontinued by FTDI or HESAA at any time, and without further notice. There is no guarantee that the Stable Value Portfolio will be able to avoid a negative yield.

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

4. INVESTMENTS

At June 30, 2013, the net unrealized appreciation of portfolio investments was \$265,006,047 consisting of gross unrealized appreciation of \$288,695,402 and gross unrealized depreciation of \$23,689,355.

Purchases and sales of portfolio securities (excluding short term securities) for the year ended June 30, 2013 aggregated \$479,851,121 and \$232,680,491 respectively.

For a list of each portfolio's investments at June 30, 2013, please see the Statement of Investments for each portfolio in the Supplemental Information.

5. OTHER DERIVATIVE INFORMATION

At June 30, 2013, Wrap Agreements are reflected on the combined Statement of Assets and Liabilities as follows:

	Asset Derivatives	
Derivative Contracts Not Accounted for as Hedging Instruments	Combined Statement of Assets and Liabilities Location	 air Value Amount
Other Contracts	Wrap Agreements	\$ 1,238

For the year ended June 30, 2013, the effect of wrap agreements on the Trust's Statement of Operations was as follows:

Derivative Contracts Not Accounted for as Hedging Instruments	Combined Statement of Operations Location	Realized Gain (Loss) for the Year Ended June 30, 2013	Ur App (Depro the Y	hange in nrealized oreciation eciation) for (ear Ended e 30, 2013	
Other Contracts	Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrap Agreements	\$-	\$	(9,615)	

6. FAIR VALUE MEASUREMENTS

The Trust follows a fair value hierarchy that distinguishes between market data obtained from independent sources (observable inputs) and the Trust's own market assumptions (unobservable inputs). These inputs are used in determining the value of the Trust's financial instruments and are summarized in the following fair value hierarchy:

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

6. FAIR VALUE MEASUREMENTS (continued)

- Level 1 quoted prices in active markets for identical financial instruments
- Level 2 other significant observable inputs (including quoted prices for similar financial instruments, interest rates, prepayment speed, credit risk, etc.)
- Level 3 significant unobservable inputs (including the Trust's own assumptions in determining the fair value of financial instruments

The inputs or methodology used for valuing financial instruments are not an indication of the risk associated with investing in those financial instruments.

For movements between the levels within the fair value hierarchy, the Trust has adopted a policy of recognizing the transfers as of the date of the underlying event which caused the movement.

A summary of inputs used as of June 30, 2013, in valuing the Trust's assets carried at fair value, is as follows:

	Level 1	Leve	Level 2 Level 3			Total		
Assets:								
Investments in Securities:								
Open End Mutual Funds	\$ 3,023,262,757	\$	-	\$	-	\$	3,023,262,757	
Short Term Investments	 257,060,593		-		-		257,060,593	
Total Investments in Securities	\$ 3,280,323,350	\$	- \$		\$ -		3,280,323,350	
Wrapper Agreements	\$ -	\$	1,238	\$	-	\$	1,238	

7. NEW ACCOUNTING PRONOUNCEMENTS

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. The amendments in the ASU enhance disclosures about offsetting of financial assets and liabilities to enable investors to understand the effect of these arrangements on a entity's financial position. In January 2013, FASB issued ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The amendments in ASU No. 2013-01 clarify the intended scope of disclosures required by ASU No. 2011-11. These ASUs are effective for interim and annual reporting periods beginning on or after January 1, 2013. The Trust believes the adoption of these ASUs will not have a material impact on its financial statements.

NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST

New Jersey 529 College Savings Plan – Franklin Templeton Managed Investment Options

Notes to Combined Financial Statements (continued) for the year ended June 30, 2013

7. NEW ACCOUNTING PRONOUNCEMENTS (continued)

In April 2013 FASB issued ASU 2013-07, Presentation of Financial Statements (Topic 205): Liquidation Basis of Accounting. The amendments in the ASU provide clarity on when and how certain entities should apply the liquidation basis of accounting. The ASU is effective for entities that determine liquidation is imminent during interim and annual reporting periods beginning after December 15, 2013. The Trust is currently reviewing the requirements and believes the adoption of this ASU is only expected to have an impact on the financial statements if liquidation became imminent.

In June 2013, FASB issued ASU No. 2013-08, Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements. The ASU modifies the criteria used in defining an investment company under U.S. Generally Accepted Accounting Principles and also sets forth certain measurement and disclosure requirements. The ASU is effective for interim and annual reporting periods beginning after December 15, 2013. The Trust is currently reviewing the requirements and believes the adoption of this ASU will not have a material impact on its financial statements.

8. SUBSEQUENT EVENTS

The Trust has evaluated subsequent events through September 30, 2013, the date the financial statements were available to be issued, and determined that no events have occurred that require disclosure other than those already disclosed in the financial statements.

Financial Highlights

						Class A							
		Year Ended June 30,											
Age-Based Growth Asset Allocation													
Newborn-8 Years Portfolio	2013			2012		2011		2010		2009			
SELECTED PER SHARE DATA													
Net asset value, beginning of year	\$	19.26	\$	20.75	\$	15.86	\$	13.70	\$	18.09			
Income from investment operations ^a :							-						
Net investment income ^{b,c}		0.13		0.16		0.13		0.10		0.09			
Net realized and unrealized gain (loss)		3.46		(1.65)		4.76		2.06		(4.48)			
Total from investment operations		3.59		(1.49)		4.89		2.16		(4.39)			
Net asset value, end of year	\$	22.85	\$	19.26	\$	20.75	\$	15.86	\$	13.70			
Total return ^d		18.64%		(7.18)%		30.83%		15.77%		(24.27)%			
Ratios to average net assets													
Expenses ^e		0.65%		0.65%		0.65%		0.65%		0.65%			
Net investment income ^c		0.64%		0.86%		0.67%		0.62%		0.65%			
Supplemental data													
Net assets, end of year (000's)	\$	235,873	\$	204,099	\$	217,326	\$	160,509	\$	142,940			

					c	lass B			
					Year En	ded June 30,			
Age-Based Growth Asset Allocation Newborn-8 Years Portfolio	2013		2012		2011		2010		 2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	17.94	\$	19.48	\$	15.00	\$	13.05	\$ 17.37
Income from investment operations ^a :									
Net investment income (loss) ^{b,c}		(0.01)		0.03		(0.01)		(0.02)	(0.01)
Net realized and unrealized gain (loss)		3.19		(1.57)	-	4.49	-	1.97	 (4.31)
Total from investment operations		3.18		(1.54)		4.48		1.95	 (4.32)
Net asset value, end of year	\$	21.12	\$	17.94	\$	19.48	\$	15.00	\$ 13.05
Total return ^d		17.73%		(7.91)%		29.87%		14.94%	(24.87)%
Ratios to average net assets									
Expenses ^e		1.40%		1.40%		1.40%		1.40%	1.40%
Net investment income (loss) ^c		(0.11)%		0.11%		(0.08)%		(0.13)%	(0.10)%
Supplemental data									
Net assets, end of year (000's)	\$	39,188	\$	48,575	\$	65,164	\$	54,041	\$ 53,192

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable. ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class C									
					Year Er	nded June 30,				
Age-Based Growth Asset Allocation Newborn-8 Years Portfolio	2013		2012		2011		2010			2009
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ^a :	\$	18.18	\$	19.73	\$	15.19	\$	13.23	\$	17.59
Net investment income (loss) ^{b,c}		(0.02)		0.02		(0.01)		(0.02)		(0.01)
Net realized and unrealized gain (loss)		3.25		(1.57)		4.55		1.98		(4.35)
Total from investment operations		3.23		(1.55)	_	4.54	_	1.96		(4.36)
Net asset value, end of year	\$	21.41	\$	18.18	\$	19.73	\$	15.19	\$	13.23
Total return ^d		17.77%		(7.86)%		29.89%		14.81%		(24.79)%
Ratios to average net assets										
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%
Net investment income (loss) ^c		(0.11)%		0.11%		(0.08)%		(0.13)%		(0.10)%
Supplemental data										
Net assets, end of year (000's)	\$	67,181	\$	61,124	\$	69,015	\$	54,926	\$	51,959

						Direct				
Age-Based Growth Asset Allocation Newborn-8 Years Portfolio					Year Er	nded June 30,				
	2013		2012		2011		2010		2009	
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	19.77	\$	21.21	\$	16.13	\$	13.89	\$	18.29
Income from investment operations ^a :										
Net investment income ^{b,c}		0.24		0.26		0.22		0.16		0.13
Net realized and unrealized gain (loss)		3.55		(1.70)		4.86		2.08		(4.53)
Total from investment operations		3.79		(1.44)		5.08		2.24		(4.40)
Net asset value, end of year	\$	23.56	\$	19.77	\$	21.21	\$	16.13	\$	13.89
Total return ^e		19.17%		(6.79)%		31.49%		16.13%		(24.06)%
Ratios to average net assets										
Expenses ^e		0.20%		0.20%		0.20%		0.30%		0.40%
Net investment income ^c		1.09%		1.31%		1.12%		0.97%		0.90%
Supplemental data										
Net assets, end of year (000's)	\$	137,531	\$	140,566	\$	162,432	\$	125,771	\$	112,850

Direct

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.

⁴Total return does not reflect sales commissions or contingent deferred sales charges, if applicable. ⁶Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

Class A											
					Year	Ended June 30,					
Age-Based Growth Asset Allocation Age 9-12 Years Portfolio		2013		2012	2011		2010			2009	
SELECTED PER SHARE DATA											
Net asset value, beginning of year	\$	18.56	\$	19.41	\$	15.65	\$	13.75	\$	16.62	
Income from investment operations ^a :											
Net investment income ^{b,c}		0.23		0.25		0.22		0.19		0.25	
Net realized and unrealized gain (loss)		2.33		(1.10)		3.54		1.71	-	(3.12)	
Total from investment operations		2.56		(0.85)		3.76		1.90		(2.87)	
Net asset value, end of year	\$	21.12	\$	18.56	\$	19.41	\$	15.65	\$	13.75	
Total return ^d		13.79%		(4.38)%		24.03%		13.82%		(17.27)%	
Ratios to average net assets											
Expenses ^e		0.65%		0.65%		0.65%		0.65%		0.65%	
Net investment income ^c		1.14%		1.39%		1.25%		1.24%		1.80%	
Supplemental data											
Net assets, end of year (000's)	\$	199,281	\$	147,454	\$	136,397	\$	104,007	\$	81,261	

					Class B		
				Year	Ended June 30,		
Age-Based Growth Asset Allocation							
Age 9-12 Years Portfolio		2013	2012		2011	 2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$	17.19	\$ 18.11	\$	14.72	\$ 13.02	\$ 15.87
Income from investment operations ^a :	-						
Net investment income ^{b,c}		0.08	0.11		0.08	0.07	0.14
Net realized and unrealized gain (loss)		2.14	(1.03)		3.31	1.63	(2.99)
Total from investment operations		2.22	(0.92)		3.39	 1.70	(2.85)
Net asset value, end of year	\$	19.41	\$ 17.19	\$	18.11	\$ 14.72	\$ 13.02
Total return ^d		12.91%	(5.08)%		23.03%	13.06%	(17.96)%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c		0.39%	0.64%		0.50%	0.49%	1.05%
Supplemental data							
Net assets, end of year (000's)	\$	38,964	\$ 40,169	\$	45,843	\$ 35,868	\$ 31,238

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

15

Financial Highlights

Class C										
					Year	Ended June 30,				
Age-Based Growth Asset Allocation										
Age 9-12 Years Portfolio		2013		2012		2011		2010		2009
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	17.43	\$	18.37	\$	14.93	\$	13.21	\$	16.10
Income from investment operations ^a :										
Net investment income ^{b,c}		0.07		0.11		0.08		0.07		0.13
Net realized and unrealized gain (loss)		2.19		(1.05)		3.36		1.65		(3.02)
Total from investment operations		2.26		(0.94)		3.44		1.72		(2.89)
Net asset value, end of year	\$	19.69	\$	17.43	\$	18.37	\$	14.93	\$	13.21
Total return ^d		12.97%		(5.12)%		23.04%		13.02%		(17.95)%
Ratios to average net assets										
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%
Net investment income ^c		0.39%		0.64%		0.50%		0.49%		1.05%
Supplemental data										
Net assets, end of year (000's)	\$	68,388	\$	57,220	\$	58,192	\$	46,873	\$	40,965

	Direct Year Ended June 30,											
Age-Based Growth Asset Allocation Age 9-12 Years Portfolio		2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	19.06	\$	19.84	\$	15.93	\$	13.95	\$	16.82		
Income from investment operations ^a : Net investment income ^{b,c}		0.33		0.34		0.31		0.26		0.28		
Net realized and unrealized gain (loss)		2.39		(1.12)		3.60		1.72		(3.15)		
Total from investment operations		2.39		(0.78)		3.91		1.98		(2.87)		
Net asset value, end of year	\$	21.78	\$	19.06	\$	19.84	\$	15.93	\$	13.95		
Total return ^d		14.27%		(3.93)%		24.54%		14.19%		(17.06)%		
Ratios to average net assets												
Expenses ^e		0.20%		0.20%		0.20%		0.30%		0.40%		
Net investment income ^c		1.59%		1.84%		1.70%		1.59%		2.05%		
Supplemental data Net assets, end of year (000's)	\$	143,908	\$	102,252	\$	90,258	\$	64,004	\$	53,062		

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.

Recognition or net investment income by the Portunity is arected by the taming or declaration or down a "tatal return does not reflect sales commissions or contingent deferred sales charges, if applicable. "Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

					Class A			
				Year	Ended June 30,			
Age-Based Growth Asset Allocation								
Age 13-16 Years Portfolio		2013	 2012		2011	 2010		2009
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$	17.97	\$ 18.30	\$	15.54	\$ 13.82	\$	15.21
Income from investment operations ^a :								
Net investment income ^{b,c}		0.31	0.34		0.30	0.27		0.37
Net realized and unrealized gain (loss)		1.34	 (0.67)		2.46	 1.45		(1.76)
Total from investment operations	•	1.65	(0.33)	-	2.76	1.72	•	(1.39)
Net asset value, end of year	2	19.62	\$ 17.97	\$	18.30	\$ 15.54	\$	13.82
Total return ^d		9.18%	(1.80)%		17.76%	12.45%		(9.14)%
Ratios to average net assets								
Expenses ^e		0.65%	0.65%		0.65%	0.65%		0.65%
Net investment income ^c		1.62%	1.95%		1.77%	1.72%		2.76%
Supplemental data								
Net assets, end of Year (000's)	\$	191,587	\$ 155,582	\$	142,372	\$ 111,862	\$	85,158
					Class B			
				Year	Ended June 30,			
Age-Based Growth Asset Allocation								
Age 13-16 Years Portfolio		2013	 2012		2011	 2010		2009
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$	16.52	\$ 16.95	\$	14.51	\$ 12.99	\$	14.41
Income from investment operations ^a : Net investment income ^{b,c}		0.16	0.20		0.16	0.14		0.26
Net realized and unrealized gain (loss)		1.22	(0.63)		2.28	1.38		(1.68)
Total from investment operations		1.38	 (0.43)		2.28	 1.52		(1.68)
Net asset value, end of year	\$	17.90	\$ 16.52	\$	16.95	\$ 14.51	\$	12.99
Total return ^d		8.35%	(2.54)%		16.82%	11.70%		(9.85)%
i otal i otali								
Ratios to average net assets								
		1.40%	1.40%		1.40%	1.40%		1.40%
Ratios to average net assets		1.40% 0.87%	1.40% 1.20%		1.40% 1.02%	1.40% 0.97%		1.40% 2.01%
Ratios to average net assets Expenses ^e								

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class C Ended June 30,			
Age-Based Growth Asset Allocation Age 13-16 Years Portfolio	 2013	 2012		2011	2010		 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 16.53	\$ 16.97	\$	14.52	\$	13.01	\$ 14.42
Income from investment operations ^a :							
Net investment income ^{b,c}	0.15	0.20		0.16		0.14	0.25
Net realized and unrealized gain (loss)	 1.24	 (0.64)		2.29		1.37	 (1.66)
Total from investment operations	 1.39	 (0.44)		2.45		1.51	 (1.41)
Net asset value, end of year	\$ 17.92	\$ 16.53	\$	16.97	\$	14.52	\$ 13.01
Total return ^d	8.41%	(2.59)%		16.87%		11.61%	(9.78)%
Ratios to average net assets							
Expenses ^e	1.40%	1.40%		1.40%		1.40%	1.40%
Net investment income ^c	0.87%	1.20%		1.02%		0.97%	2.01%
Supplemental data							
Net assets, end of year (000's)	\$ 87,477	\$ 80,839	\$	87,646	\$	73,687	\$ 61,267
				Direct			
			Year E	Ended June 30,			

Age-Based Growth Asset Allocation Age 13-16 Years Portfolio	2013		2012		2011		2010		 2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	18.34	\$	18.60	\$	15.73	\$	13.93	\$ 15.30
Income from investment operations ^a :									
Net investment income ^{b,c}		0.40		0.43		0.39		0.33	0.40
Net realized and unrealized gain (loss)		1.38		(0.69)		2.48		1.47	 (1.77)
Total from investment operations		1.78		(0.26)		2.87		1.80	 (1.37)
Net asset value, end of Year	\$	20.12	\$	18.34	\$	18.60	\$	15.73	\$ 13.93
Total return ^d		9.71%		(1.40)%		18.25%		12.92%	(8.95)%
Ratios to average net assets									
Expenses ^e		0.20%		0.20%		0.20%		0.30%	0.40%
Net investment income ^c		2.07%		2.40%		2.22%		2.07%	3.01%
Supplemental data									
Net assets, end of year (000's)	\$	111,492	\$	97,900	\$	91,256	\$	68,888	\$ 51,647

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding.

Based on average daily shares outstanding. ⁶Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ⁶Total return does not reflect sales commissions or contingent deferred sales charges, if applicable. ⁶Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class A			
			Year Er	nded June 30,			
Age-Based Growth Asset Allocation Age 17+ years Portfolio	 2013	2012	2011		2010		 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 15.78	\$ 15.62	\$	14.04	\$	12.75	\$ 13.23
Income from investment operations ^a :							
Net investment income ^{b,c}	0.35	0.39		0.37		0.34	0.48
Net realized and unrealized gain (loss)	 0.41	 (0.23)		1.21		0.95	 (0.96)
Total from investment operations	 0.76	 0.16		1.58		1.29	 (0.48)
Net asset value, end of year	\$ 16.54	\$ 15.78	\$	15.62	\$	14.04	\$ 12.75
Total return ^d	4.82%	1.02%		11.25%		10.12%	(3.63)%
Ratios to average net assets							
Expenses ^e	0.65%	0.65%		0.65%		0.65%	0.65%
Net investment income ^c	2.15%	2.52%		2.45%		2.48%	3.85%
Supplemental data							
Net assets, end of year (000's)	\$ 140,848	\$ 114,167	\$	93,204	\$	65,206	\$ 30,429

	Class B Year Ended June 30,										
Age-Based Growth Asset Allocation Age 17+ periods Portfolio		2013		2012		2011		2010		2009	
SELECTED PER SHARE DATA	•	11.00	•	1170	•	10.00		40.04	<u>,</u>	10.00	
Net asset value, beginning of year	\$	14.82	\$	14.78	\$	13.39	\$	12.24	\$	12.80	
Income from investment operations ^a : Net investment income ^{b,c}		0.21		0.26		0.24		0.23		0.37	
Net realized and unrealized gain (loss)		0.39		(0.22)		1.15		0.92		(0.93)	
Total from investment operations		0.60		0.04		1.39		1.15		(0.56)	
Net asset value, end of year	\$	15.42	\$	14.82	\$	14.78	\$	13.39	\$	12.24	
Total return ^d		4.05%		0.27%		10.38%		9.40%		(4.38)%	
Ratios to average net assets											
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%	
Net investment income ^c		1.40%		1.77%		1.70%		1.73%		3.10%	
Supplemental data											
Net assets, end of year (000's)	\$	23,535	\$	26,493	\$	28,655	\$	20,268	\$	7,137	

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class C nded June 30,			
Age-Based Growth Asset Allocation Age 17+ Years Portfolio	 2013	2012		2011	2010		 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 15.09	\$ 15.04	\$	13.63	\$	12.46	\$ 13.03
Income from investment operations ^a : Net investment income ^{b,c}	0.22	0.26		0.25		0.23	0.37
Net realized and unrealized gain (loss)	0.39	(0.20		0.25		0.23	(0.94)
Total from investment operations	 0.61	 0.05		1.41		1.17	 (0.57)
Net asset value, end of year	\$ 15.70	\$ 15.09	\$	15.04	\$	13.63	\$ 12.46
Total return ^d	4.04%	0.33%		10.34%		9.39%	(4.37)%
Ratios to average net assets							
Expenses ^e	1.40%	1.40%		1.40%		1.40%	1.40%
Net investment income ^c	1.40%	1.77%		1.70%		1.73%	3.10%
Supplemental data							
Net assets, end of year (000's)	\$ 95,396	\$ 88,381	\$	82,923	\$	67,813	\$ 38,878
				Direct			
			Year E	nded June 30,			

Age-Based Growth Asset Allocation Age 17+ periods Portfolio	2013		2012		2011		2010		 2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	16.72	\$	16.47	\$	14.74	\$	13.34	\$ 13.80
Income from investment operations ^a : Net investment income ^{b,c}		0.45		0.49		0.46		0.41	0.53
Net realized and unrealized gain (loss)		0.43		(0.24)		1.27		0.99	(0.99)
Total from investment operations		0.88		0.25		1.73		1.40	 (0.46)
Net asset value, end of year	\$	17.60	\$	16.72	\$	16.47	\$	14.74	\$ 13.34
Total return ^d		5.26%		1.52%		11.74%		10.49%	(3.33)%
Ratios to average net assets									
Expenses ^e		0.20%		0.20%		0.20%		0.30%	0.40%
Net investment income ^c		2.60%		2.97%		2.90%		2.83%	4.10%
Supplemental data									
Net assets, end of year (000's)	\$	87,000	\$	70,262	\$	60,907	\$	44,212	\$ 21,876

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class A											
Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio				Year Ended								
		2013		2012		2011		2010 ^a				
SELECTED PER SHARE DATA Net asset value, beginning of year	\$	11.43	\$	11.65	s	9.96	\$	10.00				
Income from investment operations ^b :					_		Ţ					
Net investment income ^{c,d}		0.20		0.21		0.19		0.02				
Net realized and unrealized gain (loss)		0.89		(0.43)		1.50		(0.06)				
Total from investment operations		1.09		(0.22)		1.69		(0.04)				
Net asset value, end of year	\$	12.52	\$	11.43	\$	11.65	\$	9.96				
Total return ^e		9.54%		(1.89)%		16.97%		(0.40)%				
Ratios to average net assets												
Expenses ⁹		0.65%		0.65%		0.65%		0.65%				
Net investment income ^d		1.62%		1.85%		1.67%		1.04%				
Supplemental data												
Net assets, end of year (000's)	\$	10,646	\$	6,980	\$	3,184	\$	413				

			Clas	s B			
Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio			Year Endeo	d June 30,			
	 2013		2012		2011	 2010 ^a	
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 11.24	\$	11.54	\$	9.94	\$ 10.00	
Income from investment operations ^b :							
Net investment income ^{c,d}	0.11		0.13		0.11	0.01	
Net realized and unrealized gain (loss)	 0.87		(0.43)		1.49	 (0.07)	
Total from investment operations	 0.98		(0.30)		1.60	 (0.06)	
Net asset value, end of year	\$ 12.22	\$	11.24	\$	11.54	\$ 9.94	
Total return ^e	8.72%		(2.60)%		16.10%	(0.60)%	
Ratios to average net assets ¹							
Expenses ⁹	1.40%		1.40%		1.40%	1.40%	
Net investment income ^d	0.87%		1.10%		0.92%	0.29%	
Supplemental data Net assets, end of year (000's)	\$ 433	s	485	\$	364	\$ 19	
. , ,		-					

⁶For the period April 23, 2010 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ⁶Based on average daily shares outstanding.
 ⁶Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ⁶Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
 ⁶Robes not include expenses of the Underlying Funds in which the Portfolio invests.

See notes to financial statements.

Financial Highlights

		Clas	s C		
Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio		Year Endeo	d June 30,		
	 2013	 2012		2011	 2010 ^a
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 11.24	\$ 11.54	\$	9.94	\$ 10.00
Income from investment operations ^b :					
Net investment income ^{c,d}	0.10	0.12		0.10	- ^e
Net realized and unrealized gain (loss)	 0.88	 (0.42)		1.50	 (0.06)
Total from investment operations	0.98	 (0.30)		1.60	 (0.06)
Net asset value, end of year	\$ 12.22	\$ 11.24	\$	11.54	\$ 9.94
Total return ^f	8.72%	(2.60)%		16.10%	(0.60)%
Ratios to average net assets ⁹					
Expenses ^h	1.40%	1.40%		1.40%	1.40%
Net investment income ^d	0.87%	1.10%		0.92%	0.29%
Supplemental data					
Net assets, end of year (000's)	\$ 2,696	\$ 1,877	\$	1,229	\$ 302

		0	Direct		
Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio		Year Ende	ed June 30,		
	 2013	 2012		2011	 2010 ⁱ
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 11.54	\$ 11.72	\$	9.97	\$ 10.00
Income from investment operations ^b :					
Net investment income ^{c,d}	0.25	0.26		0.23	0.09
Net realized and unrealized gain (loss)	 0.92	 (0.44)		1.52	 (0.12)
Total from investment operations	 1.17	 (0.18)		1.75	 (0.03)
Net asset value, end of year	\$ 12.71	\$ 11.54	\$	11.72	\$ 9.97
Total return ¹	10.14%	(1.54)%		17.55%	(0.30)%
Ratios to average net assets ⁹					
Expenses ^h	0.20%	0.20%		0.20%	0.20%
Net investment income ^d	2.07%	2.30%		2.12%	1.49%
Supplemental data Net assets, end of year (000's)	\$ 4,158	\$ 2,237	\$	1,240	\$ 342

^a For the period April 23, 2010 (effective date) to June 30, 2010.
 ^b The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^cBased on average daily shares outstanding.
 ^d Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^a Amount rounds to less than \$0.01.

Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year. Ratios are annualized for periods less than one year:

^hDoes not include expenses of the Underlying Funds in which the Portfolio invests. For the period December 18, 2009 (commencement of operations) to June 30, 2010

Financial Highlights

			Class /	A			
Age-Based Conservative Asset Allocation Age 9-12 years Portfolio	 Year Ended June 30, 				2011	2010 ^a	
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 11.33	\$	11.23	\$	10.14	\$	10.00
Income from investment operations ^b :							
Net investment income ^{c,d}	0.25		0.27		0.25		0.03
Net realized and unrealized gain (loss)	 0.31		(0.17)		0.84		0.11
Total from investment operations	 0.56		0.10		1.09		0.14
Net asset value, end of year	\$ 11.89	\$	11.33	\$	11.23	\$	10.14
Total return ^e	4.94%		0.89%		10.75%		1.40%
Ratios to average net assets ¹							
Expenses ⁹	0.65%		0.65%		0.65%		0.65%
Net investment income ^d	2.14%		2.43%		2.26%		2.10%
Supplemental data							
Net assets, end of year (000's)	\$ 5,145	\$	3,201	\$	1,767	\$	121

		Class	5		
Age-Based Conservative Asset Allocation Age 9-12 years Portfolio		Year Ended J	une 30,		
	 2013	 2012		2011	 2010 ^ª
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 11.15	\$ 11.14	\$	10.13	\$ 10.00
Income from investment operations ^b :					
Net investment income ^{c,d}	0.16	0.19		0.15	0.03
Net realized and unrealized gain (loss)	 0.30	 (0.18)		0.86	 0.10
Total from investment operations	 0.46	 0.01		1.01	 0.13
Net asset value, end of year	\$ 11.61	\$ 11.15	\$	11.14	\$ 10.13
Total return ^e	4.13%	0.09%		9.97%	1.30%
Ratios to average net assets ¹					
Expenses ⁹	1.40%	1.40%		1.40%	1.40%
Net investment income ^d	1.39%	1.68%		1.51%	1.35%
Supplemental data					
Net assets, end of year (000's)	\$ 377	\$ 345	\$	138	\$ 24

Class B

^aFor the period April 23, 2010 (effective date) to June 30, 2010.

⁸For the period April 23, 2010 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ⁶Based on average daily shares outstanding.
 ⁶Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ⁶Total return does not reflect sales commissions or contingent deferred sales charges, if applicable and ratios are annualised for periods less than one year.
 ⁶Ratios are annualised for periods less than one year.
 ⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			Class (c		
Age-Based Conservative Asset Allocation Age 9-12 years Portfolio			Year Ended J	une 30,		
	:	2013	 2012		2011	 2010 ^a
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$	11.13	\$ 11.13	\$	10.12	\$ 10.00
Income from investment operations ^b :						
Net investment income ^{c,d}		0.16	0.18		0.16	0.02
Net realized and unrealized gain (loss)		0.31	 (0.18)		0.85	 0.10
Total from investment operations		0.47	 <u> </u>		1.01	 0.12
Net asset value, end of year	\$	11.60	\$ 11.13	\$	11.13	\$ 10.12
Total return ^e		4.22%	-		9.98%	1.20%
Ratios to average net assets						
Expenses ⁹		1.40%	1.40%		1.40%	1.40%
Net investment income ^d		1.39%	1.68%		1.51%	1.35%
Supplemental data						
Net assets, end of year (000's)	\$	2,675	\$ 1,382	\$	776	\$ 141

Age-Based Conservative Asset Allocation								
Age 9-12 periods Portfolio				Year Ended J	une 30,			
		2013		2012		2011	-	2010 ^h
SELECTED PER SHARE DATA Net asset value, beginning of year	\$	11.44	\$	11.30	\$	10.16	\$	10.00
Income from investment operations ^b : Net investment income ^{c,d} Net realized and unrealized gain (loss)		0.31 0.32		0.33 (0.19)		0.29 0.85		0.14 0.02
Total from investment operations	-	0.63	-	0.14		1.14		0.16
Net asset value, end of year	\$	12.07	\$	11.44	\$	11.30	\$	10.16
Total return ^e		5.51%		1.24%		11.22%		1.60%
Ratios to average net assets								
Expenses ⁹		0.20%		0.20%		0.20%		0.20%
Net investment income ^d		2.59%		2.88%		2.71%		2.55%
Supplemental data								
Net assets, end of year (000's)	\$	2,105	\$	1,569	\$	945	\$	269

Direct

^aFor the period April 23, 2010 (effective date) to June 30, 2010. ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.

^cBased on average daily shares outstanding.

^dRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. eTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable and ratios are annualised for periods less than one year.

¹Ratios are annualised for periods less than one year. ⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.

^hFor the period December 18, 2009 (commencement of operations) to June 30, 2010.

Supplemental Information

NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST New Jersey 529 College Savings Plan -Franklin Templeton Managed Investment Options

Financial Highlights

				Class A							
Age-Based Conservative Asset Allocation 13-16 Years Portfolio				Year Ended Ju	ne 30						
		2013		2012		2011		2010 ^a			
SELECTED PER SHARE DATA											
Net asset value, beginning of year	\$	11.24	\$	10.87	\$	10.36	\$	10.00			
ncome from investment operations ^b :	<u> </u>		<u> </u>	10.01	<u> </u>	10.00	. Ť	10.00			
Net investment income ^{c,d}		0.30		0.33		0.32		0.07			
Net realized and unrealized gain (loss)		(0.28)		0.04		0.19		0.29			
Fotal from investment operations		0.02		0.37		0.51		0.36			
Vet asset value, end of year	s	11.26	\$	11.24	\$	10.87	\$	10.36			
	<u> </u>	11120	<u> </u>			10.01	<u> </u>	10.00			
Fotal return ^e		0.18%		3.40%		4.92%		3.60%			
Ratios to average net assets ¹											
Expenses ⁹		0.65%		0.65%		0.65%		0.65%			
Net investment income ^d		2.66%		3.00%		2.96%		2.88%			
Supplemental data											
Vet assets, end of year (000's)	\$	8.271	\$	5,430	\$	3.006	s	106			
Age-Based Conservative Asset Allocation				Class B							
3-16 Years Portfolio				Year Ended Ju	ne 30,						
		2013		2012		2011		2010 ^a			
ELECTED PER SHARE DATA											
let asset value, beginning of year	\$	11.05	\$	10.77	\$	10.35	\$	10.00			
ncome from investment operations ^b :			_								
Net investment income ^{c,d}		0.21		0.25		0.23		0.05			
Net realized and unrealized gain (loss)		(0.27)		0.03		0.19		0.30			
otal from investment operations		(0.06)		0.28		0.42		0.35			
let asset value, end of year	\$	10.99	\$	11.05	\$	10.77	\$	10.35			
otal return ^e		(0.54)%		2.60%		4.06%		3.50%			
Ratios to average net assets ¹											
xpenses ⁹		1.40%		1.40%		1.40%		1.40%			
Net investment income ^d		1.91%		2.25%		2.21%		2.13%			
Supplemental data											
buppiemental uata											

Net assets, end of year (000's)

^aFor the period December 18, 2009 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments in the Portfolio.
 ^cBased on average daily shares outstanding.
 ^dRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^eTotal return does not reflect sales commissions or conlingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
 ^eRatios are annualized for periods less than one year.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

211 \$

\$

236 \$

124 \$

5

Financial Highlights

		Class C								
Age-Based Conservative Asset Allocation 13-16 Years Portfolio		Year Ended Jur	1e 30,		2010° 10.00 0.05 0.30 0.35 10.35 3.50%					
	 2013	 2012		2011	 2010 ^a					
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$ 11.06	\$ 10.78	\$	10.35	\$ 10.00					
Income from investment operations ^b :										
Net investment income ^{c,d}	0.21	0.24		0.23	0.05					
Net realized and unrealized gain (loss)	 (0.27)	 0.04		0.20	 0.30					
Total from investment operations	 (0.06)	 0.28		0.43						
Net asset value, end of year	\$ 11.00	\$ 11.06	\$	10.78	\$ 10.35					
Total return ^e	(0.54)%	2.60%		4.15%	3.50%					
Ratios to average net assets ¹										
Expenses ⁹	1.40%	1.40%		1.40%	1.40%					
Net investment income ^d	1.90%	2.25%		2.21%	2.13%					
Supplemental data										
Net assets, end of year (000's)	\$ 5,753	\$ 4,886	\$	2,357	\$ 357					

		Direct				
Age-Based Conservative Asset Allocation 13-16 Years Portfolio		Year Ended Jur	ne 30,		h	
	 2013	 2012		2011		2010 ^h
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 11.34	\$ 10.93	\$	10.36	\$	10.00
Income from investment operations ^b :						
Net investment income ^{c,d}	0.36	0.38		0.36		0.18
Net realized and unrealized gain (loss)	(0.28)	0.03		0.21		0.18
Total from investment operations	0.08	 0.41		0.57		0.36
Net asset value, end of year	\$ 11.42	\$ 11.34	\$	10.93	\$	10.36
Total return ^e	0.71%	3.75%		5.50%		3.60%
Ratios to average net assets ^f						
Expenses ⁹	0.20%	0.20%		0.20%		0.20%
Net investment income ^d	3.11%	3.45%		3.41%		3.33%
Supplemental data						
Net assets, end of year (000's)	\$ 3,514	\$ 2,927	\$	1,688	\$	765

^aFor the period December 18, 2009 (effective date) to June 30, 2010. ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments in the Portfolio. ^cBased on average daily shares outstanding.

Based on average daily shares outstanding. ⁶⁷Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ⁶⁷Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year. ⁷⁸Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year. ⁷⁹Does not include expenses of the Underlying Funds in which the Portfolio invests. ⁷⁶For the period April 23, 2010 (commencement of operations) to June 30, 2010.

See notes to financial statements.

Financial Highlights

		Class	Α		
Age-Based Conservative Asset Allocation 17+ Years Portfolio		Year Ended	June 30,		
	 2013	 2012		2011	 2010 ^a
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 9.90	\$ 9.93	\$	9.99	\$ 10.00
Income from investment operations ^b :					
Net investment income (loss) ^{c,d}	0.11	(0.06)		(0.06)	(0.01)
Net realized and unrealized gain (loss)	 (0.12)	 0.03		-	 -
Total from investment operations	(0.01)	(0.03)		(0.06)	(0.01)
Net asset value, end of year	\$ 9.89	\$ 9.90	\$	9.93	\$ 9.99
Total return ^e	(0.10)%	(0.30)%		(0.60)%	(0.10)%
Ratios to average net assets					
Expenses ^g	0.65%	0.65%		0.65%	0.65%
Net investment income (loss) ^d	1.09%	(0.56)%		(0.65)%	(0.65)%
Supplemental data					
Net assets, end of year (000's)	\$ 9,826	\$ 6,453	\$	3,853	\$ 318

		01000					
Age-Based Conservative Asset Allocation 17+ Years Portfolio		Year Ended	June 30,				
	 2013	 2012		2011	2010 ^a		
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ^b :	\$ 9.74	\$ 9.83	\$	9.97	\$	10.00	
Net investment income (loss) ^{c,d}	0.03	(0.13)		(0.14)		(0.03)	
Net realized and unrealized gain (loss)	 (0.12)	 0.04		-		-	
Total from investment operations	 (0.09)	 (0.09)		(0.14)		(0.03)	
Net asset value, end of year	\$ 9.65	\$ 9.74	\$	9.83	\$	9.97	
Total return ^e	(0.92)%	(0.92)%		(1.40)%		(0.30)%	
Ratios to average net assets ^t							
Expenses ⁹	1.40%	1.40%		1.40%		1.40%	
Net investment income (loss) ^d	0.34%	(1.31)%		(1.40)%		(1.40)%	
Supplemental data							
Net assets, end of year (000's)	\$ 509	\$ 554	\$	540	\$	73	

Class B

^aFor the period December 18, 2009 (commencement of operations) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments in the Portfolio.
 ^aBased on average daily shares outstanding.
 ^aRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^aFor tail return does not reflect sales commissions or the contingent deferred sales charge. If applicable, and is not annualized for periods less than one year.
 ^aBaoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class	С			2010 ^a 10.00 (0.03) - 9.97 (0.30)% 1.40% (1.40%			
Age-Based Conservative Asset Allocation 17+ Years Portfolio	\$ 9.73 \$ 9.83 \$ 9.97 \$ 10.00 0.03 (0.13) (0.14) (0.03) - <										
		2013		2012		2011		2010 ^ª			
SELECTED PER SHARE DATA											
Net asset value, beginning of year	\$	9.73	\$	9.83	\$	9.97	\$	10.00			
Income from investment operations ^b :											
Net investment income (loss) ^{c,d}		0.03		(0.13)		(0.14)		(0.03)			
Net realized and unrealized gain (loss)		(0.11)		0.03		-		-			
Total from investment operations		(0.08)		(0.10)		(0.14)		(0.03)			
Net asset value, end of year	\$	9.65	\$	9.73	\$	9.83	\$	9.97			
Total return ^e		(0.82)%		(1.02)%		(1.40)%		(0.30)%			
Ratios to average net assets ¹											
Expenses ⁹		1.40%		1.40%		1.40%		1.40%			
Net investment (loss) ^d		0.33%		(1.31)%		(1.40)%		(1.40)%			
Supplemental data											
Net assets, end of year (000's)	\$	8,661	\$	6,052	\$	3,498	\$	814			

	Direct									
Age-Based Conservative Asset Allocation 17+ Years Portfolio	Year Ended									
		2013		2012		2011		2010 ^h		
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	9.99	\$	9.97	\$	9.99	\$	10.00		
Income from investment operations ^b :										
Net investment income (loss) ^{c,d}		0.15		(0.01)		(0.02)		(0.01)		
Net realized and unrealized gain (loss)		(0.12)		0.03		-				
Total from investment operations		0.03		0.02		(0.02)		(0.01)		
Net asset value, end of year	\$	10.02	\$	9.99	\$	9.97	\$	9.99		
Total return ^e		0.30%		0.20%		(0.20)%		(0.10)%		
Ratios to average net assets										
Expenses ^g		0.20%		0.20%		0.20%		0.20%		
Net investment (loss) ^d		1.54%		(0.11)%		(0.20)%		(0.20)%		
Supplemental data										
Net assets, end of year (000's)	\$	5,925	\$	4,859	\$	2,924	\$	787		

^aFor the period December 18, 2009 (commencement of operations) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments in the Portfolio.
 ^cBased on average daily shares outstanding.
 ^dRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^eTotal return does not reflect sales commissions or the contingent deferred sales charge,if applicable, and is not annualized for periods less than one year.

Ratios are annualized for periods less than one year.

^aDoes not include expenses of the Underlying Funds in which the Portfolio invests ^bFor the period April 23, 2010 (commencement of operations) to June 30, 2010.

Financial Highlights

			Clas	is A		
Age-Based Moderate Asset Allocation Newborn-8 Years Portfolio			Year Ender	d June 30,		
	:	2013	 2012		2011	 2010 ^a
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$	11.39	\$ 11.93	\$	9.65	\$ 10.00
Income from investment operations ^b :						
Net investment income ^{c,d}		0.14	0.14		0.11	0.01
Net realized and unrealized gain (loss)		1.41	 (0.68)		2.17	 (0.36)
Total from investment operations		1.55	 (0.54)		2.28	 (0.35)
Net asset value, end of year	\$	12.94	\$ 11.39	\$	11.93	\$ 9.65
Total return ^e		13.61%	(4.53)%		23.63%	(3.50)%
Ratios to average net assets ¹						
Expenses ⁹		0.65%	0.65%		0.65%	0.65%
Net investment income ^d		1.10%	1.24%		0.98%	0.27%
Supplemental data						
Net assets, end of year(000's)	\$	52,664	\$ 31,867	\$	14,689	\$ 1,723

				Clas	s B			
Age-Based Moderate Asset Allocation Newborn-8 Years Portfolio	Year Ended June 30,							
	:	2013		2012		2011		2010 ^ª
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$	11.20	\$	11.81	\$	9.63	\$	10.00
Income from investment operations ^b :								
Net investment income (loss) ^{c,d}		0.05		0.06		0.02		(0.01)
Net realized and unrealized gain (loss)		1.38		(0.67)		2.16		(0.36)
Total from investment operations		1.43		(0.61)		2.18		(0.37)
Net asset value, end of year	\$	12.63	\$	11.20	\$	11.81	\$	9.63
Total return ^e		12.77%		(5.17)%		22.64%		(3.70)%
Ratios to average net assets								
Expenses ^g		1.40%		1.40%		1.40%		1.40%
Net investment income ^d		0.35%		0.49%		0.23%		(0.48)%
Supplemental data								
Net assets, end of year(000's)	\$	2,940	\$	3,040	\$	1,652	\$	174

⁶For the year April 23, 2010 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ⁶Based on average daily shares outstanding.
 ⁶Recognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ⁶Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
 ⁶Poes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

		Class C									
Age-Based Moderate Asset Allocation Newborn-8 Years Portfolio				Year Ende	d June 30,						
	2	013		2012		2011		2010 ^ª			
SELECTED PER SHARE DATA											
Net asset value, beginning of year	\$	11.18	\$	11.79	\$	9.62	\$	10.00			
Income from investment operations ^b :											
Net investment income ^{c,d}		0.04		0.05		0.02		(0.01)			
Net realized and unrealized gain (loss)		1.38		(0.66)		2.15		(0.37)			
Total from investment operations		1.42		(0.61)		2.17		(0.38)			
Net asset value, end of year	\$	12.60	\$	11.18	\$	11.79	\$	9.62			
Total return ^e		12.70%		(5.17)%		22.56%		(3.80)%			
Ratios to average net assets											
Expenses ⁹		1.40%		1.40%		1.40%		1.40%			
Net investment income (loss) ^d		0.35%		0.49%		0.23%		(0.48)%			
Supplemental data											
Net assets, end of year (000's)	\$	15,793	\$	8,582	\$	3,583	\$	411			

		DIR	ect			0.04 (0.39) (0.35)						
		Year End	ed June 30,	,								
 2013		2012		2011		2010 ^h						
\$ 11.48	\$	11.97	\$	9.65	\$	10.00						
0.19		0.20		0.17		0.04						
1.44		(0.69)		2.15		(0.39)						
 1.63		(0.49)		2.32		(0.35)						
\$ 13.11	\$	11.48	\$	11.97	\$	9.65						
14.20%		(4.09)%		24.04%		(3.50)%						
0.20%		0.20%		0.20%		0.20%						
1.55%		1.69%		1.43%		0.72%						
\$ 10,535	\$	5,763	\$	3,539	\$	986						
\$ \$	0.19 <u>1.44</u> <u>1.63</u> <u>\$</u> <u>13.11</u> 14.20% 0.20% 1.55%	<u>\$ 11.48</u> <u>\$</u> 0.19 <u>1.44</u> <u>1.63</u> <u>\$ 13.11</u> <u>\$</u> 14.20% 0.20% 1.55%	2013 Year End \$ 11.48 \$ 2012 \$ 11.48 \$ 11.97 0.19 0.20 0.20 1.44 (0.69) (0.69) \$ 13.11 \$ 11.48 14.20% (4.09)% 0.20% 0.20% 0.20% 1.55% 1.69%	2013 2012 \$ 11.48 \$ 11.97 \$ 0.19 0.20 1.44 (0.69) 1.63 (0.49) \$ \$ \$ 13.11 \$ 11.48 \$ 14.20% (4.09)% \$ \$ 0.20% 0.20% 1.69% \$	Year Ended June 30, 2013 2012 2011 \$ 11.48 \$ 11.97 \$ 9.65 0.19 0.20 0.17	Year Ended June 30, 2013 2012 2011 \$ 11.48 \$ 11.97 \$ 9.65 \$ 0.19 0.20 0.17 1.63 (0.69) 2.15 \$ 13.11 \$ 11.48 \$ 11.97 \$ 14.20% (4.09)% 24.04% 0.20% 0.20% 0.20% 1.43%						

Direct

^aFor the period April 23, 2010 (effective date) to June 30, 2010.

^aFor the period April 23, 2010 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
 ^cBoes not include expenses of the Underlying Funds in which the Portfolio invests.
 ^hFor the period December 18, 2009 (commencement of operations) to June 30, 2010.

Financial Highlights

		Cla	iss A									
Age-Based Moderate Asset Allocation Age 9-12 Years Portfolio		Year End	ded June 30,									
	 2013	 2012		2011		2010 ^a						
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$ 11.35	\$ 11.60	\$	9.88	\$	10.00						
Income from investment operations ^b :												
Net investment income ^{c,d}	0.20	0.20		0.18		0.02						
Net realized and unrealized gain (loss)	 0.82	 (0.45)		1.54		(0.14)						
Total from investment operations	 1.02	 (0.25)		1.72		(0.12)						
Net asset value, end of year	\$ 12.37	\$ 11.35	\$	11.60	\$	9.88						
Total return ^e	8.99%	(2.16)%		17.41%		(1.20)%						
Ratios to average net assets ^f												
Expenses ^g	0.65%	0.65%		0.65%		0.65%						
Net investment income ^d	1.65%	1.80%		1.56%		1.14%						
Supplemental data												
Net assets, end of year (000's)	\$ 33,949	\$ 19,640	\$	9,860	\$	1,783						

			Cla	iss B		2010 ^a \$ 10.00 0.01 (0.14) (0.13) \$ 9.87 (1.30)% 1.40%						
Age-Based Moderate Asset Allocation Age 9-12 Years Portfolio			Year Ende	ed June 30,								
	2	2013	2012		2011		2010 ^a					
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	11.16	\$ 11.49	\$	9.87	\$	10.00					
Income from investment operations ^b :												
Net investment income ^{c,d}		0.11	0.12		0.09		0.01					
Net realized and unrealized gain (loss)		0.81	(0.45)		1.53		(0.14)					
Total from investment operations		0.92	(0.33)		1.62		(0.13)					
Net asset value, end of year	\$	12.08	\$ 11.16	\$	11.49	\$	9.87					
Total return ^e		8.24%	(2.87)%		16.41%		(1.30)%					
Ratios to average net assets												
Expenses ^g		1.40%	1.40%		1.40%		1.40%					
Net investment income ^d		0.90%	1.05%		0.87%		0.39%					
Supplemental data												
Net assets, end of year (000's)	\$	1,718	\$ 1,729	\$	1,008	\$	40					

^aFor the period April 23, 2010 (effective date) to to June 30, 2010.

"The amount shown for a share outstanding throughout the year may not correlate with the

^cBased on average daily shares outstanding.

^dRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. e Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^fRatios are annualized for periods less than one year.

⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Cla	ss C		2010 ^a							
Age-Based Moderate Asset Allocation Age 9-12 Years Portfolio				Year Ende	ed June 30,									
	:	2013		2012		2011		2010 ^ª						
SELECTED PER SHARE DATA														
Net asset value, beginning of year	\$	11.18	\$	11.50	\$	9.88	\$	10.00						
Income from investment operations ^b :														
Net investment income ^{c,d}		0.11		0.11		0.09		0.01						
Net realized and unrealized gain (loss)		0.81		(0.43)		1.53		(0.13)						
Total from investment operations	÷	0.92	- r	(0.32)	¢.	1.62	¢	(0.12)						
Net asset value, end of year	\$	12.10	\$	11.18	\$	11.50	\$	9.88						
Total return ^e		8.23%		(2.78)%		16.40%		(1.20)%						
Ratios to average net assets ^f														
Expenses ^g		1.40%		1.40%		1.40%		1.40%						
Net investment income ^d		0.90%		1.05%		0.87%		0.39%						
Supplemental data														
Net assets, end of year (000's)	\$	13,486	\$	8,941	\$	4,582	\$	544						

				Direct										
Age-Based Moderate Asset Allocation Age 9-12 Years Portfolio			Year En	ded June 30,										
	:	2013	 2012		2011		2010 ^h							
SELECTED PER SHARE DATA														
Net asset value, beginning of year	\$	11.45	\$ 11.64	\$	9.89	\$	10.00							
Income from investment operations ^b :														
Net investment income ^{c,d}		0.25	0.26		0.23		0.08							
Net realized and unrealized gain (loss)		0.83	 (0.45)		1.52		(0.19)							
Total from investment operations		1.08	 (0.19)		1.75		(0.11)							
Net asset value, end of year	\$	12.53	\$ 11.45	\$	11.64	\$	9.89							
Total return ^e		9.43%	(1.63)%		17.69%		(1.10)%							
Ratios to average net assets ^f														
Expenses ⁹		0.20%	0.20%		0.20%		0.20%							
Net investment income ^d		2.10%	2.25%		2.07%		1.59%							
Supplemental data														
Net assets, end of year (000's)	\$	6,527	\$ 3,667	\$	2,220	\$	690							

^aFor the year April 23, 2010 (effective date) to June 30, 2010. ^bThe amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.

^cBased on average daily shares outstanding.

⁴Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ⁵Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year. ¹Ratios are annualized for periods less than one year.

⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.

^hFor the year December 18, 2009 (commencement of operations) to June 30, 2010.

Financial Highlights

				Cla	ss A					
Age-Based Moderate Asset Allocation 13-16 Years Portfolio	Year Ended June 30,									
		2013		2012		2011		2010°		
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	11.31	\$	11.24	\$	10.13	\$	10.00		
Income from investment operations ^b :										
Net investment income ^{c,d}		0.25		0.26		0.25		0.04		
Net realized and unrealized gain (loss)		0.29		(0.19)		0.86		0.09		
Total from investment operations		0.54		0.07		1.11		0.13		
Net asset value, end of year	\$	11.85	\$	11.31	\$	11.24	\$	10.13		
Total return ^e		4.77%		0.62%		10.96%		1.30%		
Ratios to average net assets ¹										
Expenses ⁹		0.65%		0.65%		0.65%		0.65%		
Net investment income ^d		2.14%		2.36%		2.29%		2.02%		
Supplemental data										
Net assets, end of year (000's)	\$	31,039	\$	18,602	\$	7,761	\$	703		

		Class B									
Age-Based Moderate Asset Allocation 13-16 Years Portfolio		Year End	ed June 30	I,							
	 2013	 2012		2011		2010 ^a					
SELECTED PER SHARE DATA											
Net asset value, beginning of year	\$ 11.13	\$ 11.15	\$	10.12	\$	10.00					
Income from investment operations ^b :											
Net investment income ^{c,d}	0.16	0.18		0.16		0.03					
Net realized and unrealized gain (loss)	 0.29	 (0.20)		0.87		0.09					
Total from investment operations	 0.45	 (0.02)		1.03		0.12					
Net asset value, end of year	\$ 11.58	\$ 11.13	\$	11.15	\$	10.12					
Total return ^e	4.04%	(0.18)%		10.18%		1.20%					
Ratios to average net assets											
Expenses ⁹	1.40%	1.40%		1.40%		1.40%					
Net investment income ^d	1.39%	1.61%		1.54%		1.27%					
Supplemental data											
Net assets, end of year (000's)	\$ 1,994	\$ 1,169	\$	871	\$	22					

^aFor the period April 23, 2010 (effective date) to to June 30, 2010. ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.

^cBased on average daily shares outstanding.

^dRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ¹ Total return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year. ¹ Ratios are annualized for periods less than one year. ⁹ Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class C							
Age-Based Moderate Asset Allocation 13-16 Years Portfolio				Year End				
		2013		2012		2011		2010 ^a
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$	11.12	\$	11.14	\$	10.10	\$	10.00
Income from investment operations ^b :								
Net investment income ^{c,d}		0.16		0.18		0.17		0.03
Net realized and unrealized gain (loss)		0.29		(0.20)		0.87		0.07
Total from investment operations		0.45		(0.02)		1.04		0.10
Net asset value, end of year	\$	11.57	\$	11.12	\$	11.14	\$	10.10
Total return ^e		4.05%		(0.18)%		10.30%		1.00%
Ratios to average net assets ¹								
Expenses ⁹		1.40%		1.40%		1.40%		1.40%
Net investment income ^d		1.39%		1.61%		1.54%		1.27%
Supplemental data								
Net assets, end of year (000's)	\$	25,019	\$	15,570	\$	7,654	\$	1,310

	51000								
Age-Based Moderate Asset Allocation 13-16 Years Portfolio	Year Ended June 30,								
	2	2013		2012		2011		2010 ^h	
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	11.42	\$	11.31	\$	10.13	\$	10.00	
Income from investment operations ^b :	-								
Net investment income ^{c,d}		0.31		0.31		0.30		0.13	
Net realized and unrealized gain (loss)		0.30		(0.20)		0.88		_ 1	
Total from investment operations		0.61		0.11		1.18		0.13	
Net asset value, end of year	\$	12.03	\$	11.42	\$	11.31	\$	10.13	
Total return ^e		5.34%		0.97%		11.65%		1.30%	
Ratios to average net assets ¹									
Expenses ⁹		0.20%		0.20%		0.20%		0.20%	
Net investment income ^d		2.59%		2.81%		2.74%		2.47%	
Supplemental data									
Net assets, end of year (000's)	\$	7,079	\$	5,230	\$	2,815	\$	1,447	

Direct

^aFor the period April 23, 2010 (effective date) to June 30, 2010. ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.

⁴Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
^aTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
^b

¹Ratios are annualized for periods less than one year.
 ⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.
 ^hFor the period December 18, 2009 (commencement of operations) to June 30, 2010.

ⁱAmount rounds to less than \$0.01 per share.

See notes to financial statements.

Financial Highlights

	Class A								
Age-Based Moderate Asset Allocation 17+ Years Portfolio	Year Ended June 30,								
		2013		2012		2011		2010 ^a	
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	11.22	\$	10.85	\$	10.32	\$	10.00	
Income from investment operations ^b :									
Net investment income ^{c,d}		0.31		0.33		0.32		0.06	
Net realized and unrealized gain (loss)		(0.28)		0.04		0.21		0.26	
Total from investment operations		0.03		0.37		0.53		0.32	
Net asset value, end of year	\$	11.25	\$	11.22	\$	10.85	\$	10.32	
Total return ^e		0.27%		3.41%		5.14%		3.20%	
Ratios to average net assets ^f									
Expenses ^g		0.65%		0.65%		0.65%		0.65%	
Net investment income ^d		2.73%		3.00%		3.02%		3.07%	
Supplemental data									
Net assets, end of year (000's)	\$	12,769	\$	6,293	\$	2,286	\$	247	

	Class B Year Ended June 30,							
Age-Based Moderate Asset Allocation 17+ Years Portfolio								
	2013		2012		2011		2010 ^a	
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$	11.04	\$	10.75	\$	10.31	\$	10.00
Income from investment operations ^b :								
Net investment income ^{c,d}		0.22		0.25		0.24		0.05
Net realized and unrealized gain (loss)		(0.27)		0.04		0.20		0.26
Total from investment operations		(0.05)		0.29		0.44		0.31
Net asset value, end of year	\$	10.99	\$	11.04	\$	10.75	\$	10.31
Total return ^e		(0.45)%		2.70%		4.27%		3.10%
Ratios to average net assets ^f								
Expenses ⁹		1.40%		1.40%		1.40%		1.40%
Net investment income ^d		1.98%		2.25%		2.27%		2.32%
Supplemental data								
Net assets, end of year (000's)	\$	570	\$	632	\$	112	\$	34

^aFor the period April 23, 2010 (effective date) to June 30, 2010.
 ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^aBased on average daily shares outstanding.
 ^aRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^aTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

		Clas	ss C		
Age-Based Moderate Asset Allocation 17+ Years Portfolio		Year End	led June 30		
	2013	2012		2011	2010 ^a
SELECTED PER SHARE DATA		 			
Net asset value, beginning of year	\$ 11.04	\$ 10.76	\$	10.31	\$ 10.00
Income from investment operations ^b :					
Net investment income ^{c,d}	0.22	0.25		0.24	0.05
Net realized and unrealized gain (loss)	(0.27)	0.03		0.21	0.26
Total from investment operations	 (0.05)	 0.28		0.45	 0.31
Net asset value, end of year	\$ 10.99	\$ 11.04	\$	10.76	\$ 10.31
Total return ^e	(0.45)%	2.60%		4.36%	3.10%
Ratios to average net assets ^f					
Expenses ^g	1.40%	1.40%		1.40%	1.40%
Net investment income ^d	1.98%	2.25%		2.27%	2.32%
Supplemental data					
Net assets, end of year (000's)	\$ 17,062	\$ 11,694	\$	3,986	\$ 590

			Dire	ect		
Age-Based Moderate Asset Allocation 17+ Years Portfolio						
		2013	 2012		2011	 2010 ^h
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$	11.32	\$ 10.90	\$	10.32	\$ 10.00
Income from investment operations ^b :						
Net investment income ^{c,d}		0.37	0.39		0.37	0.19
Net realized and unrealized gain (loss)		(0.28)	 0.03		0.21	 0.13
Total from investment operations		0.09	0.42		0.58	 0.32
Net asset value, end of year	\$	11.41	\$ 11.32	\$	10.90	\$ 10.32
Total return ^e		0.80%	3.85%		5.62%	3.20%
Ratios to average net assets ^f						
Expenses ⁹		0.20%	0.20%		0.20%	0.20%
Net investment income ^d		3.18%	3.45%		3.47%	3.52%
Supplemental data						
Net assets, end of year (000's)	\$	5,617	\$ 3,715	\$	2,115	\$ 799

^aFor the period April 23, 2010 (effective date) to June 30, 2010. ^bThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^cBased on average daily shares outstanding. ^eRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ^eTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

¹Ratios are annualized for periods less than one year. ⁹Does not include expenses of the Underlying Funds in which the Portfolio invests.

^hFor the period December 18, 2009 (commencement of operations) to June 30, 2010.

Financial Highlights

5 5 6					Class	A			
Franklin Templeton Corefolio Portfolio	2013		Yea 2012		ar Ended	June 30, 2011	2010		2009
		2010		2012		2011		2010	 2005
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	18.16	\$	18.72	\$	14.51	\$	12.53	\$ 16.70
Income from investment operations ^a :									
Net investment income ^{b,c}		0.11		0.12		0.12		0.12	0.17
Net realized and unrealized gain (loss)		3.23		(0.68)		4.09		1.86	 (4.34)
Total from investment operations		3.34		(0.56)		4.21		1.98	 (4.17)
Net asset value, end of year	\$	21.50	\$	18.16	\$	18.72	\$	14.51	\$ 12.53
Total return ^d		18.39%		(2.99)%		29.01%		15.80%	(24.97)%
Ratios to average net assets									
Expenses ^e		0.65%		0.65%		0.65%		0.65%	0.65%
Net investment income ^c		0.54%		0.70%		0.69%		0.81%	1.35%
Supplemental data									
Net assets, end of year (000's)	\$	62,584	\$	50,162	\$	48,563	\$	36,704	\$ 31,433

	Class B											
Franklin Templeton Corefolio Portfolio				Ye	ar Ende	d June 30,						
		2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	16.64	\$	17.28	\$	13.50	\$	11.75	\$	15.77		
Income from investment operations ^a :												
Net investment income (loss) ^{b,c}		(0.03)		_ f		(0.01)		0.01		0.07		
Net realized and unrealized gain (loss)		2.95		(0.64)		3.79		1.74		(4.09)		
Total from investment operations		2.92		(0.64)		3.78		1.75		(4.02)		
Net asset value, end of year	\$	19.56	\$	16.64	\$	17.28	\$	13.50	\$	11.75		
Total return ^d		17.55%		(3.70)%		28.00%		14.89%		(25.49)%		
Ratios to average net assets												
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%		
Net investment income (loss) ^c		(0.21)%		(0.05)%		(0.06)%		0.06%		0.60%		
		(0.21)/0		(0.007/0		(0.00)/0		0.0070		0.0070		
Supplemental data												
Net assets, end of year (000's)	s	8,621	\$	9,854	\$	12,705	\$	9,801	\$	8,429		
Net assets, end of year (000 S)	φ	0,021	φ	9,034	φ	12,705	φ	9,001	φ	0,429		

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^aTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.
 ^fAmount rounds to less than \$0.01.

Financial Highlights

				Class	C		
Franklin Templeton Corefolio Portfolio			Ye	ar Ended	June 30,		
		2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁸ :	\$	16.96	\$ 17.61	\$	13.75	\$ 11.97	\$ 16.06
Net investment income (loss) ^{b,c}		(0.04)	(0.01)		(0.01)	0.01	0.07
Net realized and unrealized gain (loss)		3.01	 (0.64)		3.87	 1.77	 (4.16)
Total from investment operations		2.97	(0.65)		3.86	1.78	 (4.09)
Net asset value, end of year	\$	19.93	\$ 16.96	\$	17.61	\$ 13.75	\$ 11.97
Total return ^d		17.51%	(3.69)%		28.07%	14.87%	(25.47)%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income (loss) ^c		(0.21)%	(0.05)%		(0.06)%	0.06%	0.60%
Supplemental data Net assets, end of year (000's)	s	30,515	\$ 25,825	\$	27,478	\$ 21,173	\$ 18,058

	Direct											
Franklin Templeton Corefolio Portfolio				Ye	ar Ended	June 30,						
	·	2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	18.67	\$	19.16	\$	14.79	\$	12.73	\$	16.92		
Income from investment operations ^a :												
Net investment income ^{b,c}		0.20		0.21		0.20		0.18		0.21		
Net realized and unrealized gain (loss)		3.33		(0.70)		4.17		1.88		(4.40)		
Total from investment operations		3.53		(0.49)		4.37		2.06		(4.19)		
Net asset value, end of year	\$	22.20	\$	18.67	\$	19.16	\$	14.79	\$	12.73		
Total return ^d		18.91%		(2.56)%		29.55%		16.18%		(24.76)%		
Ratios to average net assets												
Expenses ^e		0.20%		0.20%		0.20%		0.30%		0.40%		
Net investment income ^c		0.99%		1.15%		1.14%		1.16%		1.60%		
Supplemental data												
Net assets, end of year (000's)	\$	42,752	\$	35,791	\$	35,565	\$	26,550	\$	21,855		

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class A											
					Year	r Ended June 30						
Franklin Templeton Founding Funds 529 Portfolio		2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	11.88	\$	12.24	\$	9.81	\$	8.57	\$	11.26		
Income from investment operations ^a :												
Net investment income ^{b,c}		0.37		0.38		0.36		0.32		0.37		
Net realized and unrealized gain (loss)		1.92		(0.74)		2.07		0.92		(3.06)		
Total from investment operations		2.29		(0.36)		2.43		1.24		(2.69)		
Net asset value, end of year	\$	14.17	\$	11.88	\$	12.24	\$	9.81	\$	8.57		
Total return ^d		19.28%		(2.94)%		24.77%		14.47%		(23.89)%		
Ratios to average net assets												
Expenses ^e		0.65%		0.65%		0.65%		0.65%		0.65%		
Net investment income ^c		2.76%		3.28%		3.15%		3.17%		4.28%		
		2.7070		0.2070		0.1070		0.1770		4.2070		
Supplemental data												
Net assets, end of year (000's)	\$	135,311	\$	111,255	\$	115,654	\$	89,876	\$	73,054		

	Class B											
Franklin Templeton Founding Funds 529 Portfolio	:	2013		2012		Ended June 30 2011	2010			2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year Income from investment operations ^a :	\$	11.27	\$	11.70	\$	9.46	\$	8.33	\$	11.03		
Net investment income ^{b,c}		0.26		0.28		0.27		0.24		0.30		
Net realized and unrealized gain (loss)		1.81		(0.71)		1.97		0.89		(3.00)		
Total from investment operations		2.07		(0.43)		2.24		1.13		(2.70)		
Net asset value, end of year	\$	13.34	\$	11.27	\$	11.70	\$	9.46	\$	8.33		
Total return ^d		18.37%		(3.68)%		23.68%		13.57%		(24.48)%		
Ratios to average net assets												
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%		
Net investment income ^c		2.01%		2.53%		2.40%		2.42%		3.53%		
Supplemental data												
Net assets, end of year (000's)	\$	18,477	\$	17,113	\$	18,950	\$	14,755	\$	12,552		

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class C											
					Year	Ended June 30						
Franklin Templeton Founding Funds 529 Portfolio		2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	11.26	s	11.69	s	9.44	\$	8.32	\$	11.02		
Income from investment operations ^a :												
Net investment income ^{b,c}		0.25		0.28		0.26		0.24		0.29		
Net realized and unrealized gain (loss)		1.82		(0.71)		1.99		0.88		(2.99)		
Total from investment operations		2.07		(0.43)		2.25		1.12		(2.70)		
Net asset value, end of year	\$	13.33	\$	11.26	\$	11.69	\$	9.44	\$	8.32		
Total return ^d		18.38%		(3.68)%		23.83%		13.46%		(24.50)%		
Ratios to average net assets												
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%		
Net investment income ^c		2.01%		2.53%		2.40%		2.42%		3.53%		
Supplemental data												
Net assets, end of year (000's)	\$	69,168	\$	59,613	\$	64,442	\$	51,390	\$	41,895		

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				с	lass A				
Growth Portfolio		2013	2012	Year En	ded June 30, 2011		2010		2009
Growth Portfolio		2013	 2012		2011		2010		2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	19.26	\$ 20.73	\$	15.84	\$	13.73	\$	18.10
Income from investment operations ^a :									
Net investment income ^{b,c}		0.13	0.16		0.12		0.09		0.09
Net realized and unrealized gain (loss)		3.44	 (1.63)		4.77		2.02		(4.46)
Total from investment operations	_	3.57	 (1.47)	_	4.89	_	2.11	_	(4.37)
Net asset value, end of year	\$	22.83	\$ 19.26	\$	20.73	\$	15.84	\$	13.73
Total return ^d		18.54%	(7.09)%		30.87%		15.37%		(24.14)%
Ratios to average net assets									
Expenses ^e		0.65%	0.65%		0.65%		0.65%		0.65%
Net investment income ^c		0.62%	0.85%		0.65%		0.58%		0.67%
Net investment income		0.02 %	0.05%		0.05%		0.56%		0.07 %
Supplemental data									
Net assets, end of year (000's)	\$	57,021	\$ 43,598	\$	43,012	\$	28,375	\$	21,497
					lass B ded June 30.				
Growth Portfolio		2013	2012	rear En	2011 2011		2010		2009
Growth Portfolio		2013	 2012		2011		2010		2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	17.99	\$ 19.50	\$	15.01	\$	13.11	\$	17.41
Income from investment operations ^a :									
Net investment income (loss) ^{b,c}		(0.01)	0.02		(0.01)		(0.03)		(0.01)
Net realized and unrealized gain (loss)		3.18	 (1.53)		4.50		1.93		(4.29)
Total from investment operations	-	3.17	 (1.51)	_	4.49	_	1.90	_	(4.30)
Net asset value, end of year	\$	21.16	\$ 17.99	\$	19.50	\$	15.01	\$	13.11
Total return ^d		17.62%	(7.74)%		29.91%		14.49%		(24.70)%
Ratios to average net assets ^e									
Expenses ^e		1.40%	1.40%		1.40%		1.40%		1.40%
Net investment income (loss) ^c		(0.13)%	0.10%		(0.10)%		(0.17)%		(0.08)%
		(0.10)/0	0.1070		(0.10)/0		(0.17)/0		(0.007/0
Supplemental data									
Net assets, end of year (000's)	\$	5,529	\$ 6,526	\$	8,300	\$	6,451	\$	5,271

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class C												
					Year End	ed June 30,							
Growth Portfolio		2013		2012		2011		2010		2009			
SELECTED PER SHARE DATA													
Net asset value, beginning of year	\$	18.05	\$	19.56	\$	15.06	\$	13.15	\$	17.47			
Income from investment operations ^a :													
Net investment income (loss) ^{b,c}		(0.03)		0.02		(0.02)		(0.03)		(0.01)			
Net realized and unrealized gain (loss)		3.22		(1.53)		4.52		1.94		(4.31)			
Total from investment operations		3.19	_	(1.51)		4.50		1.91		(4.32)			
Net asset value, end of year	\$	21.24	\$	18.05	\$	19.56	\$	15.06	\$	13.15			
Total return ^d		17.67%		(7.72)%		29.88%		14.52%		(24.73)%			
Ratios to average net assets													
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%			
Net investment income (loss) ^c		(0.13)%		0.10%		(0.10)%		(0.17)%		(0.08)%			
Supplemental data Net assets, end of year (000's)	\$	24.427	\$	20.814	\$	22.650	\$	16.464	s	13.408			
Net assets, end of year (000 s)	ą	24,427	φ	20,014	φ	22,050	φ	10,404	à	13,400			
						rect ed June 30,							
Growth Portfolio		2013		2012		2011		2010		2009			
Growth Portfolio		2013						2010		2009			
SELECTED PER SHARE DATA				2012		2011							
SELECTED PER SHARE DATA Net asset value, beginning of year	\$	2013 19.80	\$				\$	2010 13.94	\$	2009 18.34			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations [®] :	\$	19.80	\$	2012 21.21		2011 16.13	\$	13.94	\$	18.34			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁶ : Net investment income ^{b.c}	\$	<u>19.80</u> 0.24	\$	2012 21.21 0.25		2011 16.13 0.22	\$	13.94	\$	<u>18.34</u> 0.13			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁸ : Net investment income ^{®,c} Net realized and unrealized gain (loss)	\$	19.80	\$	2012 21.21 0.25 (1.66)		2011 16.13	\$	13.94	\$	18.34			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁶ : Net investment income ^{b.c}	\$	19.80 0.24 3.54	\$	2012 21.21 0.25		2011 16.13 0.22 4.86	\$	13.94 0.15 2.04	\$	18.34 0.13 (4.53)			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁶ : Net investment income ^{b,c} Net realized and unrealized gain (loss) Total from investment operations		19.80 0.24 <u>3.54</u> 3.78		2012 21.21 0.25 (1.66) (1.41)	\$	2011 16.13 0.22 4.86 5.08		13.94 0.15 2.04 2.19		18.34 0.13 (4.53) (4.40)			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁸ : Net investment income ^{5,6} Net realized and unrealized gain (loss) Total from investment operations Net asset value, end of year		19.80 0.24 3.54 3.78 23.58		2012 21.21 0.25 (1.66) (1.41) 19.80	\$	2011 16.13 0.22 4.86 5.08 21.21		13.94 0.15 2.04 2.19 16.13		18.34 0.13 (4.53) (4.40) 13.94			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁸ : Net investment income ^{b.c.} Net realized and unrealized gain (loss) Total from investment operations Net asset value, end of year Total return ^d Ratios to average net assets ¹		19.80 0.24 3.54 3.78 23.58		2012 21.21 0.25 (1.66) (1.41) 19.80	\$	2011 16.13 0.22 4.86 5.08 21.21		13.94 0.15 2.04 2.19 16.13		18.34 0.13 (4.53) (4.40) 13.94			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁹ : Net investment income ^{b,c} Net realized and unrealized gain (loss) Total from investment operations Net asset value, end of year Total return ^d		19.80 0.24 <u>3.54</u> 3.78 23.58 19.09%		2012 21.21 0.25 (1.66) (1.41) 19.80 (6.65)%	\$	2011 16.13 0.22 4.86 5.08 21.21 31.49%		13.94 0.15 <u>2.04</u> <u>2.19</u> 16.13 15.71%		18.34 0.13 (4.53) (4.40) 13.94 (23.99)%			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁶ : Net investment income ^{5/c} Net realized and unrealized gain (loss) Total from investment operations Net asset value, end of year Total return ^d Ratios to average net assets ¹ Expenses ⁶		19.80 0.24 3.54 3.78 23.58 19.09% 0.20%		2012 21.21 0.25 (1.66) (1.41) 19.80 (6.65)% 0.20%	\$	2011 16.13 0.22 4.86 5.08 21.21 31.49% 0.20%		13.94 0.15 2.04 2.19 16.13 15.71% 0.30%		18.34 0.13 (4.53) (4.40) 13.94 (23.99)% 0.40%			
SELECTED PER SHARE DATA Net asset value, beginning of year Income from investment operations ⁶ : Net investment income ^{5/c} Net realized and unrealized gain (loss) Total from investment operations Net asset value, end of year Total return ^d Ratios to average net assets ¹ Expenses ⁶		19.80 0.24 3.54 3.78 23.58 19.09% 0.20%		2012 21.21 0.25 (1.66) (1.41) 19.80 (6.65)% 0.20%	\$	2011 16.13 0.22 4.86 5.08 21.21 31.49% 0.20%		13.94 0.15 2.04 2.19 16.13 15.71% 0.30%		18.34 0.13 (4.53) (4.40) 13.94 (23.99)% 0.40%			

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.

^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

	Class A											
					Year E	nded June 30,						
Growth and Income Portfolio		2013		2012		2011		2010		2009		
SELECTED PER SHARE DATA												
Net asset value, beginning of year	\$	17.59	\$	17.90	\$	15.25	\$	13.56	\$	15.02		
Income from investment operations ^a :												
Net investment income ^{b,c}		0.31		0.34		0.31		0.27		0.36		
Net realized and unrealized gain (loss)		1.33		(0.65)		2.34		1.42		(1.82)		
Total from investment operations		1.64		(0.31)		2.65	-	1.69		(1.46)		
Net asset value, end of year	\$	19.23	\$	17.59	\$	17.90	\$	15.25	\$	13.56		
Total return ^d		9.32%		(1.73)%		17.38%		12.46%		(9.72)%		
Ratios to average net assets												
Expenses ^e		0.65%		0.65%		0.65%		0.65%		0.65%		
Net investment income ^c		1.64%		1.96%		1.79%		1.81%		2.75%		
Supplemental data												
Net assets, end of year (000's)	\$	54,649	\$	45,549	\$	38,145	\$	27,078	\$	18,380		

			Class B		
Growth and Income Portfolio	 2013	 2012	nded June 30, 2011	2010	 2009
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 16.35	\$ 16.76	\$ 14.38	\$ 12.89	\$ 14.39
Income from investment operations ^a :					
Net investment income ^{b,c}	0.16	0.20	0.17	0.15	0.25
Net realized and unrealized gain (loss)	 1.23	 (0.61)	 2.21	 1.34	 (1.75)
Total from investment operations	 1.39	 (0.41)	 2.38	 1.49	 (1.50)
Net asset value, end of year	\$ 17.74	\$ 16.35	\$ 16.76	\$ 14.38	\$ 12.89
Total return ^d	8.50%	(2.45)%	16.55%	11.56%	(10.42)%
Ratios to average net assets					
Expenses ^e	1.40%	1.40%	1.40%	1.40%	1.40%
Net investment income ^c	0.89%	1.21%	1.04%	1.06%	2.00%
Supplemental data					
Net assets, end of year (000's)	\$ 6,021	\$ 7,743	\$ 9,316	\$ 8,203	\$ 6,614

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

						Class C				
Growth and Income Portfolio	:	2013		2012		nded June 30, 2011		2010		2009
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	16.12	\$	16.53	\$	14.18	\$	12.71	\$	14.20
Income from investment operations ^a :										
Net investment income ^{b,c}		0.15		0.19		0.16		0.15		0.25
Net realized and unrealized gain (loss)		1.22		(.60)		2.19		1.32		(1.74)
Total from investment operations	_	1.37	_	(0.41)	-	2.35	-	1.47	_	(1.49)
Net asset value, end of year	2	17.49	\$	16.12	\$	16.53	\$	14.18	\$	12.71
Total return ^d		8.50%		(2.48)%		16.57%		11.57%		(10.49)%
Ratios to average net assets										
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%
Net investment income ^c		0.89%		1.21%		1.04%		1.06%		2.00%
Supplemental data										
Net assets, end of year (000's)	\$	32,957	\$	29,051	\$	28,709	\$	22,421	\$	16,309

					Direct				
Growth and Income Portfolio		2013	 2012		nded June 30, 2011		2010		2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	18.12	\$ 18.35	\$	15.56	\$	13.79	\$	15.24
Income from investment operations ^a : Net investment income ^{b,c}		0.40	0.43		0.39		0.33		0.40
Net realized and unrealized gain (loss)		1.37	 (0.66)		2.40		1.44		(1.85)
Total from investment operations	•	1.77	(0.23) 18.12	¢	2.79 18.35	¢	1.77		(1.45) 13.79
Net asset value, end of year	<u> </u>	19.89	\$ 18.12	¢	18.35	¢	15.50	Э.	13.79
Total return ^d		9.77%	(1.25)%		17.93%		12.84%		(9.51)%
Ratios to average net assets									
Expenses ^e		0.20%	0.20%		0.20%		0.30%		0.40%
Net investment income ^c		2.09%	2.41%		2.24%		2.16%		3.00%
Supplemental data									
Net assets, end of year (000's)	\$	37,648	\$ 33,125	\$	32,871	\$	25,514	\$	20,797

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			Cla	ass A		
			Year End	ed June 30,		
Income Portfolio	 2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 14.78	\$ 14.30	\$	13.62	\$ 12.58	\$ 12.19
Income from investment operations ^a :						
Net investment income ^{b,c}	0.40	0.44		0.42	0.40	0.54
Net realized and unrealized gain (loss)	(0.36)	0.04		0.26	0.64	(0.15)
Total from investment operations	 0.04	0.48		0.68	1.04	0.39
Net asset value, end of year	\$ 14.82	\$ 14.78	\$	14.30	\$ 13.62	\$ 12.58
Total return ^d	0.27%	3.36%		4.99%	8.27%	3.20%
Ratios to average net assets						
Expenses ^e	0.65%	0.65%		0.65%	0.65%	0.65%
Net investment income ^c	2.65%	3.03%		2.99%	3.10%	4.49%
Supplemental data						
Net assets, end of year (000's)	\$ 31,839	\$ 28,752	\$	21,144	\$ 17,572	\$ 12,322

				iss B			
Income Portfolio	 2013	 2012	Year End	ed June 30, 2011	:	2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 13.79	\$ 13.44	\$	12.90	\$	12.00	\$ 11.72
Income from investment operations ^a : Net investment income ^{b,c}	0.26	0.31		0.30		0.29	0.43
Net realized and unrealized gain (loss)	 (0.33)	 0.04		0.24		0.61	 (0.15)
Total from investment operations	 (0.07)	 0.35		0.54		0.90	 0.28
Net asset value, end of year	\$ 13.72	\$ 13.79	\$	13.44	\$	12.90	\$ 12.00
Total return ^d	(0.51)%	2.60%		4.19%		7.50%	2.39%
Ratios to average net assets							
Expenses ^e	1.40%	1.40%		1.40%		1.40%	1.40%
Net investment income ^c	1.90%	2.28%		2.24%		2.35%	3.74%
Supplemental data Net assets, end of year (000's)	\$ 3,089	\$ 4,042	\$	3,808	\$	3,254	\$ 2,468

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable. ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Cla	ass C		
				Year End	ed June 30,		
Income Portfolio	·	2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$	13.84	\$ 13.49	\$	12.94	\$ 12.04	\$ 11.76
Income from investment operations a:	-						
Net investment income b,c		0.27	0.31		0.30	0.29	0.43
Net realized and unrealized gain (loss)		(0.34)	0.04		0.25	0.61	(0.15)
Total from investment operations		(0.07)	 0.35		0.55	 0.90	 0.28
Net asset value, end of year	\$	13.77	\$ 13.84	\$	13.49	\$ 12.94	\$ 12.04
Total return ^d		(0.51)%	2.59%		4.25%	7.48%	2.38%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c		1.90%	2.28%		2.24%	2.35%	3.74%
Supplemental data							
Net assets, end of year (000's)	\$	23,031	\$ 23,708	\$	20,207	\$ 16,443	\$ 10,692

					0	Direct				
					Year End	ded June 30,				
Income Portfolio		2013		2012		2011	-	2010	-	2009
SELECTED PER SHARE DATA Net asset value, beginning of year	\$	15.24	\$	14.68	\$	13.91	\$	12.80	\$	12.37
Income from investment operations ^a :	_		- T		- Ť		- Ŧ			
Net investment income ^{b,c}		0.48		0.52		0.49		0.46		0.60
Net realized and unrealized gain (loss)		(0.38)		0.04		0.28		0.65		(0.17)
Total from investment operations		0.10		0.56		0.77		1.11		0.43
Net asset value, end of year	\$	15.34	\$	15.24	\$	14.68	\$	13.91	\$	12.80
Total return ^d		0.66%		3.81%		5.54%		8.67%		3.48%
Ratios to average net assets										
Expenses ^e		0.20%		0.20%		0.20%		0.30%		0.40%
Net investment income ^c		3.10%		3.48%		3.44%		3.48%		4.74%
Supplemental data										
Net assets, end of year (000's)	\$	22,458	\$	20,800	\$	18,097	\$	16,532	\$	12,128

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^bDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Cla	ass A		
				Year End	ed June 30,		
Franklin Growth 529 Portfolio	 2013	·	2012		2011	 2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 16.31	\$	16.03	\$	12.51	\$ 10.47	\$ 13.91
Income from investment operations ^a :	 	-				 	
Net investment income (loss) ^{b,c}	(0.04)		(0.01)		(0.01)	0.03	0.05
Net realized and unrealized gain (loss)	 2.57		0.29		3.53	 2.01	 (3.49)
Total from investment operations	 2.53		0.28		3.52	 2.04	 (3.44)
Net asset value, end of year	\$ 18.84	\$	16.31	\$	16.03	\$ 12.51	\$ 10.47
Total return ^d	15.51%		1.75%		28.14%	19.48%	(24.73)%
Ratios to average net assets							
Expenses ^e	0.65%		0.65%		0.65%	0.65%	0.65%
Net investment income (loss) ^c	(0.22)%		(0.08)%		(0.05)%	0.27%	0.49%
Supplemental data							
Net assets, end of year (000's)	\$ 27,583	\$	19,858	\$	16,242	\$ 10,920	\$ 7,739

				ass B				
Franklin Growth 529 Portfolio	 2013	 2012		Year Ended June 30, 2011		2010		2009
SELECTED PER SHARE DATA								
Net asset value, beginning of year	\$ 14.81	\$ 14.68	\$	11.53	\$	9.73	\$	13.02
Income from investment operations ^a : Net investment loss ^{b,c}	(0.15)	(0.12)		(0.11)		(0.06)		(0.03)
Net realized and unrealized gain (loss)	 2.32	 0.25		3.26		1.86		(3.26)
Total from investment operations	 2.17	 0.13		3.15		1.80		(3.29)
Net asset value, end of year	\$ 16.98	\$ 14.81	\$	14.68	\$	11.53	\$	9.73
Total return ^d	14.65%	0.89%		27.32%		18.50%		(25.27)%
Ratios to average net assets								
Expenses ^e	1.40%	1.40%		1.40%		1.40%		1.40%
Net investment income (loss) ^c	(0.97)%	(0.83)%		(0.80)%		(0.48)%		(0.26)%
Supplemental data Net assets, end of year (000's)	\$ 2,970	\$ 3,556	\$	3,967	\$	2,908	\$	2,319

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^eTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class C			
Franklin Growth 529 Portfolio	2013	204.2	Year E	inded June 30,	2010		2009
Franklin Growth 529 Portfolio	 2013	 2012		2011	 2010		2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 15.85	\$ 15.70	\$	12.34	\$ 10.41	\$	13.91
Income from investment operations ^a :	 						
Net investment loss ^{b,c}	(0.17)	(0.12)		(0.12)	(0.06)		(0.03)
Net realized and unrealized gain (loss)	 2.49	0.27		3.48	 1.99	_	(3.47)
Total from investment operations	2.32	 0.15		3.36	 1.93		(3.50)
Net asset value, end of year	\$ 18.17	\$ 15.85	\$	15.70	\$ 12.34	\$	10.41
Total return ^d	14.64%	0.96%		27.23%	18.54%		(25.16)%
Ratios to average net assets							
Expenses ^e	1.40%	1.40%		1.40%	1.40%		1.40%
Net investment income (loss) ^c	(0.97)%	(0.83)%		(0.80)%	(0.48)%		(0.26)%
Supplemental data							
Net assets, end of year (000's)	\$ 9,407	\$ 6,986	\$	6,429	\$ 4,382	\$	3,399

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Class A		
Franklin Income 529 Portfolio		2042	204.0	nded June 30,	2010	2000
Franklin Income 529 Portfolio		2013	 2012	 2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$	19.88	\$ 19.39	\$ 16.27	\$ 13.72	\$ 16.66
Income from investment operations ^a :	_					
Net investment income ^{b,c}		1.18	1.17	1.10	1.09	1.10
Net realized and unrealized gain (loss)		1.14	(0.68)	2.02	1.46	(4.04)
Total from investment operations		2.32	0.49	3.12	2.55	 (2.94)
Net asset value, end of year	Ş	22.20	\$ 19.88	\$ 19.39	\$ 16.27	\$ 13.72
Total return ^d		11.67%	2.53%	19.18%	18.59%	(17.65)%
Ratios to average net assets						
Expenses ^e		0.65%	0.65%	0.65%	0.65%	0.65%
Net investment income ^c		5.47%	6.16%	5.96%	6.80%	8.42%
Supplemental data						
Net assets, end of year (000's)	\$	91,574	\$ 68,292	\$ 55,260	\$ 39,672	\$ 30,415

						Class B				
Franklin Income 529 Portfolio		2013		2012	Year Ended June 30, 2011		, 2010			2009
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	18.70	\$	18.37	\$	15.53	\$	13.19	\$	16.15
Income from investment operations ^a : Net investment income ^{b,c}		0.98		0.98		0.92		0.93		0.97
Net realized and unrealized gain (loss)		1.04		(0.65)		1.92		1.41		(3.93)
Total from investment operations Net asset value, end of year	<u> </u>	2.02	-	0.33	¢	2.84	¢	2.34	-	(2.96)
Net asset value, end of year	2	20.72	\$	18.70	\$	18.37	\$	15.53	\$	13.19
Total return ^d		10.80%		1.80%		18.29%		17.74%		(18.33)%
Ratios to average net assets										
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%
Net investment income ^c		4.72%		5.41%		5.21%		6.05%		7.67%
Supplemental data										
Net assets, end of year (000's)	\$	8,504	\$	10,898	\$	12,658	\$	10,925	\$	9,198

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

					Class C		
				Year E	Ended June 30,		
Franklin Income 529 Portfolio		2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$	18.57	\$ 18.24	\$	15.43	\$ 13.11	\$ 16.04
Income from investment operations ^a :	_						
Net investment income ^{b,c}		0.95	0.96		0.91	0.92	0.96
Net realized and unrealized gain (loss)		1.06	(0.63)		1.90	1.40	(3.89)
Total from investment operations		2.01	0.33		2.81	2.32	(2.93)
Net asset value, end of year	\$	20.58	\$ 18.57	\$	18.24	\$ 15.43	\$ 13.11
Total return ^d		10.82%	1.81%		18.21%	17.70%	(18.27)%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c		4.72%	5.41%		5.21%	6.05%	7.67%
Supplemental data							
Net assets, end of year (000's)	\$	53,388	\$ 42,711	\$	37,872	\$ 28,015	\$ 20,700

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

						Class A				
Franklin Small-Mid Cap Growth 529 Portfolio		2013		2012		Year Ended June 30, 2011		2010		2009
SELECTED PER SHARE DATA Net asset value, beginning of year	¢	21.24	s	22.88	\$	16.11	¢	13.35	\$	18.14
	<u> </u>	21.24	<u> </u>	22.00	<u>.</u>	10.11	\$	13.33	<u> </u>	10.14
Income from investment operations ^a : Net investment loss ^{b,c}		(0.15)		(0.14)		(0.13)		(0.11)		(0.09)
Net realized and unrealized gain (loss)		4.43		(1.50)		6.90		2.87		(4.70)
Total from investment operations	-	4.28	_	(1.64)	-	6.77	-	2.76	_	(4.79)
Net asset value, end of year	\$	25.52	\$	21.24	\$	22.88	\$	16.11	\$	13.35
Total return ^d		20.15%		(7.17)%		42.02%		20.67%		(26.41)%
Ratios to average net assets ^e										
Expenses		0.65%		0.65%		0.65%		0.65%		0.65%
Net investment income (loss) ^c		(0.65)%		(0.65)%		(0.65)%		(0.65)%		(0.65)%
Supplemental data Net assets, end of year (000's)	\$	26,428	\$	19,798	\$	18,977	\$	11,039	\$	8,060

	Class B												
Franklin Small-Mid Cap Growth 529 Portfolio		2013		2012		nded June 30 2011), 2010			2009			
SELECTED PER SHARE DATA													
Net asset value, beginning of year	\$	19.86	\$	21.55	\$	15.29	\$	12.76	\$	17.48			
Income from investment operations ^a :													
Net investment loss ^{b,c}		(0.30)		(0.28)		(0.27)		(0.22)		(0.18)			
Net realized and unrealized gain (loss)		4.12		(1.41)		6.53		2.75		(4.54)			
Total from investment operations		3.82		(1.69)		6.26		2.53		(4.72)			
Net asset value, end of year	\$	23.68	\$	19.86	\$	21.55	\$	15.29	\$	12.76			
Total return ^d		19.23%		(7.84)%		40.94%		19.83%		(27.00)%			
Ratios to average net assets													
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%			
Net investment income (loss) ^c		(1.40)%		(1.40)%		(1.40)%		(1.40)%		(1.40)%			
Supplemental data													
Net assets, end of year (000's)	\$	3,364	\$	3,546	\$	4,297	\$	2,786	\$	2,121			

^a The amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^eTotal return does not reflect sales commissions or confingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

						Class C				
					Year E	nded June 30	,			
Franklin Small-Mid Cap Growth 529 Portfolio		2013		2012		2011		2010		2009
SELECTED PER SHARE DATA										
Net asset value, beginning of year	\$	19.79	\$	21.47	\$	15.23	\$	12.71	\$	17.41
Income from investment operations ^a :										
Net investment loss ^{b,c}		(0.30)		(0.28)		(0.27)		(0.22)		(0.18)
Net realized and unrealized gain (loss)		4.10		(1.40)		6.51		2.74		(4.52)
Total from investment operations		3.80		(1.68)		6.24		2.52		(4.70)
Net asset value, end of year	\$	23.59	\$	19.79	\$	21.47	\$	15.23	\$	12.71
Total return ^d		19.20%		(7.82)%		40.97%		19.83%		(27.00)%
Ratios to average net assets										
Expenses ^e		1.40%		1.40%		1.40%		1.40%		1.40%
Net investment income (loss) ^c		(1.40)%		(1.40)%		(1.40)%		(1.40)%		(1.40)%
Supplemental data										
Net assets, end of year (000's)	\$	8.037	s	6.195	\$	6.253	\$	3.474	\$	2.731
	Ŧ	5,001	Ŧ	0,100	Ŧ	5,200	Ŧ	5, 17 1	-	2,701

^aThe amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			Cla	iss A		
	 		ear Ende	ed June 30,		
Franklin Templeton Stable Value 529 Portfolio	 2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 11.20	\$ 11.27	\$	11.27	\$ 11.23	\$ 11.19
Income from investment operations ^a :	 	 			 	
Net investment income ^{b,c}	_ 0	_ 0	1	(0.02)	0.03	0.06
Net realized and unrealized gain (loss)	(0.06)	(0.07)		0.02	0.01	(0.02)
Total from investment operations	 (0.06)	 (0.07)		-	 0.04	 0.04
Net asset value, end of year	\$ 11.14	\$ 11.20	\$	11.27	\$ 11.27	\$ 11.23
Total return ^e	(0.54)%	(0.62)%		-	0.36%	0.36%
Ratios to average net assets						
Expenses before waiver and payments by affiliates ⁹	0.75%	0.75%		0.75%	0.75%	0.75%
Expenses net of waiver and payments by affiliates ⁹	0.44%	0.46%		0.67%	0.24%	
Net investment income (loss) ^c	(0.01)%	_ 0	i	(0.20)%	0.28%	0.51%
Supplemental data						
Net assets, end of year (000's)	\$ 26,987	\$ 22,672	\$	17,530	\$ 21,226	\$ 23,345

			Cla	iss B		
			ear Ende	ed June 30,		
Franklin Templeton Stable Value 529 Portfolio	 2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 10.74	\$ 10.71	\$	10.72	\$ 10.72	\$ 10.75
Income from investment operations ^a :		 				
Net investment income (loss) ^{b,c}	_ d	_ d		(0.02)	0.03	(0.02)
Net realized and unrealized gain (loss)	(0.13)	0.03		0.01	(0.03)	(0.01)
Total from investment operations	 (0.13)	 0.03		(0.01)	-	 (0.03)
Net asset value, end of year	\$ 10.61	\$ 10.74	\$	10.71	\$ 10.72	\$ 10.72
Total return ^e	(1.21)%	0.28%		(0.09)%		(0.28)%
Ratios to average net assets						
Expenses before waiver and payments by affiliates ¹	1.50%	1.50%		1.50%	1.50%	1.50%
Expenses net of waiver and payments by affiliates	0.44%	0.48%		0.68%	0.24%	-
Net investment income (loss) ^c	(0.01)%	(0.02)%		(0.21)%	0.28%	(0.24)%
Supplemental data						
Net assets, end of year (000's)	\$ 5,325	\$ 5,302	\$	7,714	\$ 8,372	\$ 8,812

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cRounds to less than 0.01%.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^tDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			Clas	ss C		
		Y	ear Ende	d June 30,		
Franklin Templeton Stable Value 529 Portfolio	 2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 10.69	\$ 10.73	\$	10.74	\$ 10.60	\$ 10.76
Income from investment operations ^a :						
Net investment income (loss) ^{b,c}	_ d	_ (1	(0.02)	0.03	(0.04)
Net realized and unrealized gain (loss)	(0.07)	(0.04)		0.01	0.11	(0.12)
Total from investment operations	 (0.07)	 (0.04)		(0.01)	 0.14	 (0.16)
Net asset value, end of year	\$ 10.62	\$ 10.69	\$	10.73	\$ 10.74	\$ 10.60
Total return ^e	(0.65)%	(0.37)%		(0.09)%	1.32%	(1.49)%
Ratios to average net assets						
Expenses before waiver and payments by affiliates	1.50%	1.50%		1.50%	1.50%	1.50%
Expenses net of waiver and payments by affiliates	0.44%	0.48%		0.67%	0.24%	-
Net investment income (loss) ^c	(0.01)%	(0.02)%		(0.20)%	0.28%	(0.24)%
Supplemental data						
Net assets, end of year (000's)	\$ 24,502	\$ 21,095	\$	19,876	\$ 23,129	\$ 25,332

	Direct Year Ended June 30,												
Franklin Templeton Stable Value 529 Portfolio		2013		2012 Ye	ear Ended	June 30, 2011	:	2010	;	2009			
SELECTED PER SHARE DATA													
Net asset value, beginning of year	\$	11.44	\$	11.46	\$	11.43	\$	11.43	\$	11.37			
Income from investment operations ^a :													
Net investment income ^{b,c}		0.02		0.02		0.02		0.01		0.10			
Net realized and unrealized gain (loss)		(0.08)		(0.04)		0.01		(0.01)		(0.04)			
Total from investment operations		(0.06)		(0.02)		0.03		-		0.06			
Net asset value, end of year	\$	11.38	\$	11.44	\$	11.46	\$	11.43	\$	11.43			
Total return ^e		(0.52)%		(0.17)%		0.26%		0.00%		0.53%			
Ratios to average net assets													
Expenses ¹		0.30%		0.30%		0.30%		0.40%		0.50%			
Net investment income ^c		0.14%		0.16%		0.17%		0.12%		0.76%			
Supplemental data													
Net assets, end of year (000's)	\$	24,016	\$	22,944	\$	20,690	\$	21,436	\$	22,846			

^aThe amount shown for a share outstanding throughout the year may not correlate with the Statement of Operations for the year due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income (loss) by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests. ^cRounds to less than 0.01%. ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.

'Does not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

					0	Class A			
					Year Er	nded June 30,			
Mutual Shares 529 Portfolio		2013	-	2012		2011		2010	 2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	17.43	\$	17.63	\$	14.35	\$	12.43	\$ 16.38
Income from investment operations ^a :	-		-						
Net investment income ^{b,c}		0.27		0.30		0.39		0.23	0.12
Net realized and unrealized gain (loss)		3.32		(0.50)		2.89		1.69	(4.07)
Total from investment operations		3.59		(0.20)		3.28		1.92	 (3.95)
Net asset value, end of year	\$	21.02	\$	17.43	\$	17.63	Ş	14.35	\$ 12.43
Total return ^d		20.60%		(1.13)%		22.86%		15.45%	(24.11)%
Ratios to average net assets									
Expenses ^e		0.65%		0.65%		0.65%		0.65%	0.65%
Net investment income ^c		1.42%		1.81%		2.33%		1.59%	0.95%
Supplemental data									
Net assets, end of year (000's)	\$	48,345	\$	37,653	\$	36,875	\$	29,066	\$ 24,895

			c	lass B			
Mutual Shares 529 Portfolio	 2013	 2012		Year Ended June 30, 2011		2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	\$ 16.00	\$ 16.32	\$	13.38	\$	11.68	\$ 15.50
Income from investment operations ^a :							
Net investment income ^{b,c}	0.14	0.17		0.25		0.12	0.03
Net realized and unrealized gain (loss)	 3.02	 (0.49)		2.69		1.58	 (3.85)
Total from investment operations	 3.16	 (0.32)		2.94		1.70	 (3.82)
Net asset value, end of year	\$ 19.16	\$ 16.00	\$	16.32	\$	13.38	\$ 11.68
Total return ^d	19.75%	(1.96)%		21.97%		14.55%	(24.65)%
Ratios to average net assets							
Expenses ^e	1.40%	1.40%		1.40%		1.40%	1.40%
Net investment income ^c	0.67%	1.06%		1.58%		0.84%	0.20%
Supplemental data							
Net assets, end of year (000's)	\$ 5,579	\$ 6,772	\$	8,485	\$	7,284	\$ 6,476

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^aTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

						Class C			
Mutual Shares 529 Portfolio	2013		2012		Year Ended June 30, 2011		2010		 2009
SELECTED PER SHARE DATA									
Net asset value, beginning of year	\$	16.07	\$	16.39	\$	13.44	\$	11.73	\$ 15.56
Income from investment operations ^a :									
Net investment income ^{b,c}		0.12		0.17		0.25		0.12	0.02
Net realized and unrealized gain (loss)		3.05		(0.49)		2.70		1.59	 (3.85)
Total from investment operations		3.17		(0.32)		2.95		1.71	 (3.83)
Net asset value, end of year	\$	19.24	\$	16.07	\$	16.39	\$	13.44	\$ 11.73
Total return ^d		19.73%		(1.95)%		21.95%		14.58%	(24.61)%
Ratios to average net assets									
Expenses ^e		1.40%		1.40%		1.40%		1.40%	1.40%
Net investment income ^c		0.67%		1.06%		1.58%		0.84%	0.20%
Supplemental data									
Net assets, end of year (000's)	\$	18,216	\$	15,957	\$	17,326	\$	14,458	\$ 12,453

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			Cla	iss A		
			Year End	ed June 30,		
S&P 500 Index Fund 529 Portfolio	 2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 17.12	\$ 16.37	\$	12.63	\$ 11.14	\$ 15.20
Income from investment operations ^a :						
Net investment income ^{b,c}	0.29	0.22		0.19	0.13	0.16
Net realized and unrealized gain (loss)	3.16	0.53		3.55	1.36	(4.22)
Total from investment operations	 3.45	0.75		3.74	1.49	(4.06)
Net asset value, end of year	\$ 20.57	\$ 17.12	\$	16.37	\$ 12.63	\$ 11.14
Total return ^d	20.15%	4.58%		29.61%	13.38%	(26.71)%
Ratios to average net assets						
Expenses ^e	0.65%	0.65%		0.65%	0.65%	0.65%
Net investment income ^c	1.51%	1.35%		1.23%	0.99%	1.38%
Supplemental data						
Net assets, end of year (000's)	\$ 17,944	\$ 12,315	\$	10,047	\$ 6,911	\$ 5,416

				CI	ass B		
S&P 500 Index Fund 529 Portfolio		2013	2012	Year End	led June 30, 2011	2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	5	15.12	\$ 14.56	\$	11.32	\$ 10.06	\$ 13.83
Income from investment operations ^a : Net investment income ^{b,c}		0.11	0.08		0.06	0.02	0.06
Net realized and unrealized gain (loss)		2.80	 0.48		3.18	 1.24	 (3.83)
Total from investment operations		2.91	 0.56		3.24	 1.26	 (3.77)
Net asset value, end of year	\$	18.03	\$ 15.12	\$	14.56	\$ 11.32	\$ 10.06
Total return ^d		19.25%	3.85%		28.62%	12.52%	(27.26)%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c		0.76%	0.60%		0.48%	0.24%	0.63%
Supplemental data							
Net assets, end of year (000's)	\$	2,456	\$ 2,856	\$	3,357	\$ 2,685	\$ 2,330

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^cTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

				Cla	ss C		
				Year Ende	ed June 30,		
S&P 500 Index Fund 529 Portfolio		2013	 2012		2011	 2010	 2009
SELECTED PER SHARE DATA							
Net asset value, beginning of year	s	16.37	\$ 15.77	s	12.25	\$ 10.90	\$ 14.96
Income from investment operations ^a :			 			 	
Net investment income ^{b,c}		0.14	0.09		0.07	0.02	0.08
Net realized and unrealized gain (loss)		3.01	0.51		3.45	1.33	(4.14)
Total from investment operations		3.15	 0.60		3.52	1.35	(4.06)
Net asset value, end of year	\$	19.52	\$ 16.37	\$	15.77	\$ 12.25	\$ 10.90
Total return ^d		19.24%	3.80%		28.73%	12.39%	(27.14)%
Ratios to average net assets							
Expenses ^e		1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c		0.76%	0.60%		0.48%	0.24%	0.63%
Supplemental data							
Net assets, end of year (000's)	\$	7,078	\$ 4,750	\$	4,101	\$ 3,324	\$ 3,006

				Direct		
S&P 500 Index Fund 529 Portfolio	2013	2012	Year Ei	nded June 30, 2011	2010	2009
SELECTED PER SHARE DATA Net asset value, beginning of year	\$ 17.89	\$ 17.03	\$	13.08	\$ 11.50	\$ 15.65
Income from investment operations ^a :	 0.00	0.00		0.07	0.40	
Net investment income ^{b.c} Net realized and unrealized gain (loss)	0.39 3.32	0.30 0.56		0.27 3.68	0.18 1.40	0.19 (4.34)
Total from investment operations	 3.71	 0.86		3.95	 1.58	 (4.15)
Net asset value, end of year	\$ 21.60	\$ 17.89	\$	17.03	\$ 13.08	\$ 11.50
Total return ^d	20.74%	5.05%		30.20%	13.74%	(26.52)%
Ratios to average net assets						
Expenses ^e	0.20%	0.20%		0.20%	0.30%	0.40%
Net investment income ^c	1.95%	1.80%		1.68%	1.34%	1.63%
Supplemental data						
Net assets, end of year (000's)	\$ 52,068	\$ 38,744	\$	33,776	\$ 24,464	\$ 19,353

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio. ^bBased on average daily shares outstanding. ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.

^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable. ^{*}Does not include expenses of the Underlying Funds in which the Portfolio invests.

Supplemental Information

NEW JERSEY BETTER EDUCATIONAL SAVINGS TRUST New Jersey 529 College Savings Plan -Franklin Templeton Managed Investment Options

Financial Highlights

			(Class A		
Templeton Growth 529 Portfolio	 2013	 2012	Year E	nded June 30, 2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 16.65	\$ 18.54	\$	13.98	\$ 12.80	\$ 18.38
Income from investment operations ^a :						
Net investment income ^{b,c}	0.27	0.29		0.19	0.18	0.44
Net realized and unrealized gain (loss)	 4.02	 (2.18)		4.37	 1.00	 (6.02)
Total from investment operations	4.29	 (1.89)		4.56	 1.18	 (5.58)
Net asset value, end of year	\$ 20.94	\$ 16.65	\$	18.54	\$ 13.98	\$ 12.80
Total return ^d	25.77%	(10.19)%		32.62%	9.22%	(30.36)%
Ratios to average net assets						
Expenses ^e	0.65%	0.65%		0.65%	0.65%	0.65%
Net investment income ^c	1.40%	1.76%		1.14%	1.15%	3.34%
Supplemental data						
Net assets, end of year (000's)	\$ 47,413	\$ 36,013	\$	39,845	\$ 29,505	\$ 26,997

			lass B		
Templeton Growth 529 Portfolio	 2013	 2012	ided June 30, 2011	 2010	 2009
SELECTED PER SHARE DATA					
Net asset value, beginning of year	\$ 15.39	\$ 17.27	\$ 13.13	\$ 12.11	\$ 17.52
Income from investment operations ^a :					
Net investment income ^{b,c}	0.12	0.16	0.06	0.06	0.33
Net realized and unrealized gain (loss)	 3.71	 (2.04)	 4.08	 0.96	 (5.74)
Total from investment operations	 3.83	 (1.88)	 4.14	1.02	 (5.41)
Net asset value, end of year	\$ 19.22	\$ 15.39	\$ 17.27	\$ 13.13	\$ 12.11
Total return ^d	24.89%	(10.89)%	31.53%	8.42%	(30.88)%
Ratios to average net assets					
Expenses ^e	1.40%	1.40%	1.40%	1.40%	1.40%
Net investment income ^c	0.65%	1.01%	0.39%	0.40%	2.59%
Supplemental data					
Net assets, end of year (000's)	\$ 5,452	\$ 6,226	\$ 8,903	\$ 6,868	\$ 6,239

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^c Recognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^aDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Financial Highlights

			(Class C		
Templeton Growth 529 Portfolio	 2013	 2012	Year E	nded June 30, 2011	 2010	 2009
SELECTED PER SHARE DATA						
Net asset value, beginning of year	\$ 15.23	\$ 17.08	\$	12.98	\$ 11.98	\$ 17.33
Income from investment operations ^a :						
Net investment income ^{b,c}	0.11	0.16		0.06	0.06	0.32
Net realized and unrealized gain (loss)	 3.67	 (2.01)		4.04	 0.94	 (5.67)
Total from investment operations	 3.78	 (1.85)		4.10	 1.00	 (5.35)
Net asset value, end of year	\$ 19.01	\$ 15.23	\$	17.08	\$ 12.98	\$ 11.98
Total return ^d	24.82%	(10.83)%		31.59%	8.35%	(30.87)%
Ratios to average net assets						
Expenses ^e	1.40%	1.40%		1.40%	1.40%	1.40%
Net investment income ^c	0.65%	1.01%		0.39%	0.40%	2.59%
Supplemental data						
Net assets, end of year (000's)	\$ 16,236	\$ 14,045	\$	17,414	\$ 13,448	\$ 12,268

^a The amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Portfolio shares in relation to income earned and/or fluctuating market value of the investments of the Portfolio.
 ^bBased on average daily shares outstanding.
 ^cRecognition of net investment income by the Portfolio is affected by the timing of declaration of dividends by the Underlying Funds in which the Portfolio invests.
 ^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable.
 ^eDoes not include expenses of the Underlying Funds in which the Portfolio invests.

Age-Based Growth Asset Allocation Newborn-8 Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 100.0%		
Franklin Flex Cap Growth Fund, Advisor Class	2,258,404	120,056,745
Franklin Small-Mid Cap Growth Fund, Advisor Class	2,971,080	120,863,540
Mutual European Fund, Class Z	3,189,447	71,698,778
Mutual Shares Fund, Class Z	3,781,374	95,630,951
Templeton Foreign Fund, Advisor Class	10,184,659	71,699,996
Total Open End Mutual Funds (Cost \$417,049,504)	-	479,950,010
Short Term Investment (Cost \$203,908) 0.1%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	203,908	203,908
Total Investments (Cost \$417,253,412) 100.1%		480,153,918
Other Assets, less Liabilities (0.1)%		(380,437)
Net Assets 100.0%		\$ 479,773,481

 $^{\mathrm{a}}\textsc{The}$ rate shown is the annualized seven-day yield at period end.

Age-Based Growth Asset Allocation Age 9-12 Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 95.1%		
Franklin Flex Cap Growth Fund, Advisor Class	1,591,340	\$ 84,595,621
Franklin Small-Mid Cap Growth Fund, Advisor Class	2,088,191	84,947,608
Franklin Strategic Income Fund, Advisor Class	2,137,646	22,295,653
Franklin Total Return Fund, Advisor Class	2,249,967	22,387,171
Franklin U.S. Government Securities Fund, Advisor Class	6,842,834	44,820,561
Mutual European Fund, Class Z	2,252,149	50,628,320
Mutual Shares Fund, Class Z	2,660,129	67,274,664
Templeton Foreign Fund, Advisor Class	7,296,883	51,370,059
Total Open End Mutual Funds (Cost \$380,860,072)	-	428,319,657
Short Term Investment (Cost \$22,481,835) 5.0%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	22,481,835	22,481,835
Total Investments (Cost \$403,341,907) 100.1%		450,801,492
Other Assets, less Liabilities (0.1)%		(260,282)
Net Assets 100.0%	=	\$ 450,541,210

Age-Based Growth Asset Allocation Age 13-16 Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 91.0%		
Franklin Flex Cap Growth Fund, Advisor Class	1,011,433	\$ 53,767,782
Franklin Small-Mid Cap Growth Fund, Advisor Class	1,396,844	56,823,615
Franklin Strategic Income Fund, Advisor Class	3,886,389	40,535,041
Franklin Total Return Fund, Advisor Class	4,065,146	40,448,200
Franklin U.S. Government Securities Fund, Advisor Class	12,546,741	82,181,155
Mutual European Fund, Class Z	1,444,229	32,466,264
Mutual Shares Fund, Class Z	1,791,702	45,312,133
Templeton Foreign Fund, Advisor Class	4,868,158	34,271,834
Total Open End Mutual Funds (Cost \$346,481,077)	_	385,806,024
Short Term Investment (Cost \$38,387,999) 9.1%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	38,387,999	38,387,999
Total Investments (Cost \$384,869,076) 100.1%		424,194,023
Other Assets, less Liabilities (0.1)%		(374,771)
Net Assets 100.0%		\$ 423,819,252

Age-Based Growth Asset Allocation Age 17+ Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 85.7%		
Franklin Flex Cap Growth Fund, Advisor Class	430,098	\$ 22,864,009
Franklin Small-Mid Cap Growth Fund, Advisor Class	568,123	23,111,241
Franklin Strategic Income Fund, Advisor Class	4,961,979	51,753,445
Franklin Total Return Fund, Advisor Class	5,177,788	51,518,985
Franklin U.S. Government Securities Fund, Advisor Class	15,853,049	103,837,467
Mutual European Fund, Class Z	577,937	12,992,023
Franklin Mutual Shares Fund, Class Z	715,646	18,098,688
Templeton Foreign Fund, Advisor Class	1,839,389	12,949,299
Total Open End Mutual Funds (Cost \$288,829,385)		297,125,157
Short Term Investment (Cost \$50,566,926) 14.6%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	50,566,926	50,566,926
Total Investments (Cost \$339,396,311) 100.3%		347,692,083
Other Assets, less Liabilities (0.3)%		(912,791)
Net Assets 100.0%		\$ 346,779,292

Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 92.3%		
Franklin Flex Cap Growth Fund, Advisor Class	42,961	\$ 2,283,799
Franklin Small-Mid Cap Growth Fund, Advisor Class	56,494	2,298,163
Franklin Strategic Income Fund, Advisor Class	172,395	1,798,084
Franklin Total Return Fund, Advisor Class	183,317	1,824,002
Franklin U.S. Government Securities Fund, Advisor Class	568,516	3,723,781
Mutual European Fund, Class Z	62,293	1,400,338
Mutual Shares Fund, Class Z	73,962	1,870,499
Templeton Foreign Fund, Advisor Class	191,723	1,349,731
Total Open End Mutual Funds (Cost \$15,719,149)		16,548,397
Short Term Investment (Cost \$1,300,109) 7.2%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	1,300,109	1,300,109
Total Investments (Cost \$17,019,258) 99.5%		17,848,506
Other Assets, less Liabilities 0.5%		84,444
Net Assets 100.0%		\$ 17,932,950

Age-Based Conservative Asset Allocation Age 9-12 Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 83.9%		
Franklin Flex Cap Growth Fund, Advisor Class	11,100	\$ 590,096
Franklin Small-Mid Cap Growth Fund, Advisor Class	20,478	833,029
Franklin Strategic Income Fund, Advisor Class	144,826	1,510,530
Franklin Total Return Fund, Advisor Class	155,291	1,545,149
Franklin U.S. Government Securities Fund, Advisor Class	454,059	2,974,084
Mutual European Fund, Class Z	15,311	344,191
Mutual Shares Fund, Class Z	19,514	493,513
Templeton Foreign Fund, Advisor Class	49,851	350,954
Total Open End Mutual Funds (Cost \$8,599,969)		8,641,546
Short Term Investment (Cost \$1,545,768) 15.0%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	1,545,768	1,545,768
Total Investments (Cost \$10,145,737) 98.9%		10,187,314
Other Assets, less Liabilities 1.1%		114,006
Net Assets 100.0%		\$ 10,301,320

Age-Based Conservative Asset Allocation 13-16 Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 81.9%		
Franklin Strategic Income Fund, Advisor Class	344,116	\$ 3,589,129
Franklin Total Return Fund, Advisor Class	357,266	3,554,795
Franklin U.S. Government Securities Fund, Advisor Class	1,127,640	7,386,045
Total Open End Mutual Funds (Cost \$14,998,285)		14,529,969
Short Term Investment (Cost \$3,233,442) 18.2%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	3,233,442	3,233,442
Total Investments (Cost \$18,231,727) 100.1%		17,763,411
Other Assets, less Liabilities (0.1)%		(15,101)
Net Assets 100.0%		\$ 17,748,310

Age-Based Conservative Asset Allocation 17+ Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 44.6%		
Franklin Strategic Income Fund, Advisor Class	264,575	\$ 2,759,521
Franklin Total Return Fund, Advisor Class	274,740	2,733,662
Franklin U.S. Government Securities Fund, Advisor Class	858,953	5,626,140
Total Open End Mutual Funds (Cost \$11,419,009)		11,119,323
Short Term Investment (Cost \$13,860,501) 55.6%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	13,860,501	13,860,501
Total Investments (Cost \$25,279,510) 100.2%		24,979,824
Other Assets, less Liabilities (0.2)%		(59,382)
Net Assets 100.0%		\$ 24,920,442

Age-Based Moderate Asset Allocation Newborn-8 Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 97.2%		
Franklin Flex Cap Growth Fund, Advisor Class	294,070	\$ 15,632,779
Franklin Small-Mid Cap Growth Fund, Advisor Class	388,775	15,815,355
Franklin Strategic Income Fund, Advisor Class	400,811	4,180,459
Franklin Total Return Fund, Advisor Class	420,235	4,181,342
Franklin U.S. Government Securities Fund, Advisor Class	1,294,534	8,479,198
Mutual European Fund, Class Z	421,481	9,474,894
Mutual Shares Fund, Class Z	498,287	12,601,672
Templeton Foreign Fund, Advisor Class	1,311,326	9,231,735
Total Open End Mutual Funds (Cost \$73,508,147)		79,597,434
Short Term Investment (Cost \$2,330,535) 2.8%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	2,330,535	2,330,535
Total Investments (Cost \$75,838,682) 100.0%		81,927,969
Other Assets, less Liabilities 0.0% †		3,455
Net Assets 100.0%		\$ 81,931,424

[†]Rounds to less than 0.1% of net assets.

Age-Based Moderate Asset Allocation Age 9-12 Years Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 91.3%		
Franklin Flex Cap Growth Fund, Advisor Class	130,967	\$ 6,962,181
Franklin Small-Mid Cap Growth Fund, Advisor Class	172,693	7,025,132
Franklin Strategic Income Fund, Advisor Class	546,827	5,703,404
Franklin Total Return Fund, Advisor Class	562,630	5,598,171
Franklin U.S. Government Securities Fund, Advisor Class	1,829,208	11,981,314
Mutual European Fund, Class Z	180,111	4,048,892
Mutual Shares Fund, Class Z	218,618	5,528,856
Templeton Foreign Fund, Advisor Class	569,179	4,007,022
Total Open End Mutual Funds (Cost \$48,525,069)		50,854,972
Short Term Investment (Cost \$4,839,990) 8.7%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	4,839,990	4,839,990
Total Investments (Cost \$53,365,059) 100.0%		55,694,962
Other Assets, less Liabilities (0.0) $\%^{\dagger}$		(15,905)
Net Assets 100.0%		\$ 55,679,057

[†]Rounds to less than 0.1% of net assets.

Age-Based Moderate Asset Allocation 13-16 Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 85.8%		
Franklin Flex Cap Growth Fund, Advisor Class	80,834	\$ 4,297,143
Franklin Small-Mid Cap Growth Fund, Advisor Class	107,023	4,353,699
Franklin Strategic Income Fund, Advisor Class	937,035	9,773,272
Franklin Total Return Fund, Advisor Class	985,620	9,806,920
Franklin U.S. Government Securities Fund, Advisor Class	2,954,966	19,355,029
Mutual European Fund, Class Z	110,771	2,490,118
Mutual Shares Fund, Class Z	134,555	3,402,904
Templeton Foreign Fund, Advisor Class	345,189	2,430,126
Total Open End Mutual Funds (Cost \$55,247,040)		55,909,211
Short Term Investment (Cost \$9,240,637) 14.2%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	9,240,637	9,240,637
Total Investments (Cost \$64,487,677) 100.0%		65,149,848
Other Assets, less Liabilities (0.0) $\%^{\dagger}$		(19,639)
Net Assets 100.0%		\$ 65,130,209

[†]Rounds to less than 0.1% of net assets.

Age-Based Moderate Asset Allocation 17+ Years Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 82.5%		
Franklin Strategic Income Fund, Advisor Class	728,770	\$ 7,601,076
Franklin Total Return Fund, Advisor Class	753,351	7,495,838
Franklin U.S. Government Securities Fund, Advisor Class	2,227,770	14,591,893
Total Open End Mutual Funds (Cost \$30,576,315)	-	29,688,807
Short Term Investment (Cost \$6,386,736) 17.7%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	6,386,736	6,386,736
Total Investments (Cost \$36,963,051) 100.2%		36,075,543
Other Assets, less Liabilities (0.2)%		(58,157)
Net Assets 100.0%	-	\$ 36,017,386

Franklin Templeton Corefolio Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 99.9%		
Franklin Flex Cap Growth Fund, Advisor Class	681,460	36,226,423
Franklin Growth Fund, Advisor Class	648,675	36,059,848
Franklin Mutual Shares Fund, Class Z	1,435,225	36,296,827
Templeton Growth Fund Inc., Advisor Class	1,690,375	35,751,429
Total Open End Mutual Funds (Cost \$120,860,669)	_	144,334,527
Short Term Investment (Cost \$311,805) 0.2%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	311,805	311,805
Total Investments (Cost \$121,172,474) 100.1%		144,646,332
Other Assets, less Liabilities (0.1)%		(175,049)
Net Assets 100.0%	9	5 144,471,283

Franklin Templeton Founding Funds 529 Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 100.0%		
Franklin Income Fund, Advisor Class	32,859,346	\$ 74,262,122
Mutual Shares Fund, Class Z	2,959,821	74,853,864
Templeton Growth Fund Inc., Advisor Class	3,488,338	73,778,352
Total Open End Mutual Funds (Cost \$221,518,133)	-	222,894,338
Short Term Investment (Cost \$329,662) 0.1%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	329,662	329,662
Total Investments (Cost \$221,847,795) 100.1%		223,224,000
Other Assets, less Liabilities (0.1)%		(267,880)
Net Assets 100.0%	-	\$ 222,956,120

Growth Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 99.8%		
Franklin Flex Cap Growth Fund, Advisor Class	731,460	\$ 38,884,415
Franklin Mutual Shares Fund, Class Z	1,221,959	30,903,331
Franklin Small-Mid Cap Growth Fund, Advisor Class	954,636	38,834,587
Mutual European Fund, Class Z	1,020,842	22,948,535
Templeton Foreign Fund, Advisor Class	3,279,299	23,086,264
Total Open End Mutual Funds (Cost \$135,019,881)		154,657,132
Short Term Investment (Cost \$269,126) 0.2%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	269,126	269,126
Total Investments (Cost \$135,289,007) 100.0%		154,926,258
Other Assets, less Liabilities (0.0) $\%^\dagger$		(11,332)
Net Assets 100.0%		\$ 154,914,926

[†]Rounds to less than 0.1% of net assets.

Growth & Income Porfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 90.2%		
Franklin Flex Cap Growth Fund, Advisor Class	309,854 \$	16,471,860
Franklin Mutual Shares Fund, Class Z	552,217	13,965,560
Franklin Strategic Income Fund, Advisor Class	1,183,148	12,340,239
Franklin Small-Mid Cap Growth Fund, Advisor Class	415,459	16,900,858
Franklin Total Return Fund, Advisor Class	1,246,087	12,398,569
Franklin U.S. Government Securities Fund, Advisor Class	3,869,712	25,346,611
Mutual European Fund, Class Z	460,539	10,352,921
Templeton Foreign Fund, Advisor Class	1,522,880	10,721,075
Total Open End Mutual Funds (Cost \$106,423,792)	_	118,497,693
Short Term Investment (Cost \$12,824,208) 9.8%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	12,824,208	12,824,208
Total Investments (Cost \$119,248,000) 100.0%		131,321,901
Other Assets, less Liabilities (0.0)% †		(46,449)
Net Assets 100.0%	\$	131,275,452

[†]Rounds to less than 0.1% of net assets.

Income Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds 81.4%		
Franklin Strategic Income Fund, Advisor Class	1,580,990	\$ 16,489,725
Franklin Total Return Fund, Advisor Class	1,652,142	16,438,813
Franklin U.S. Government Securities Fund, Advisor Class	4,959,269	32,483,211
Total Open End Mutual Funds (Cost \$65,109,288)		65,411,749
Short Term Investment (Cost \$15,153,266) 18.8%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	15,153,266	15,153,266
Total Investments (Cost \$80,262,554) 100.2%		80,565,015
Other Assets, less Liabilities (0.2)%		(147,174)
Net Assets 100.0%		\$ 80,417,841

Franklin Growth 529 Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds (Cost \$30,859,598) 99.9%		
Franklin Growth Fund, Advisor Class	717,978	\$ 39,912,375
Other Assets, less Liabilities 0.1%		47,879
Net Assets 100.0%		\$ 39,960,254

Franklin Income 529 Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds (Cost \$152,095,864) 100.1%		
Franklin Income Fund, Advisor Class	67,980,797	\$ 153,636,602
Other Assets, less Liabilities (0.1)%		(169,977)
Net Assets 100.0%		\$ 153,466,625

Franklin Small-Mid Cap Growth 529 Portfolio Statement of Investments, June 30, 2013

	SHARES		VALUE
Open End Mutual Funds (Cost \$32,713,747) 100.0%			
Franklin Small-Mid Cap Growth Fund, Advisor Class	929,539	\$	37,813,626
Other Assets, less Liabilities 0.0% [†]			15,800
		¢	07 000 400
Net Assets100.0%		Þ	37,829,426

[†]Rounds to less than 0.1% of net assets.

Franklin Templeton Stable Value 529 Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds (Cost \$7,108,232) 8.5%		
Franklin Limited Maturity U.S. Government Securities Fund, Advisor Class	691,402	\$ 6,962,417
Short Term Investment (Cost \$73,794,140) 91.3%		
^a Institutional Fiduciary Trust Money Market Portfolio, 0.00%	73,794,140	73,794,140
Total Investments (Cost \$80,902,372) 99.9%		80,756,557
Other Assets, less Liabilities 0.1%		72,776
Net Assets 100.0%		\$ 80,829,333

Mutual Shares 529 Portfolio Statement of Investments, June 30, 2013

SHARES	VALUE
2,856,734	\$ 72,246,807
	(106,327)
	\$ 72,140,480

S&P 500 Index Fund 529 Portfolio

Statement of Investments, June 30, 2013

	SHARES	VALUE
Open End Mutual Funds (Cost \$59,610,751) 100.1%		
JP Morgan Equity Index Fund, Select Class	2,173,643	\$ 79,592,121
Other Assets, less Liabilities (0.1)%		(46,026)
Net Assets 100.0%		\$ 79,546,095

Templeton Growth 529 Portfolio Statement of Investments, June 30, 2013

	SHARES	VALUE	
Open End Mutual Funds (Cost \$69,793,014) 100.2%			
Templeton Growth Fund Inc., Advisor Class	3,272,476	\$ 69,212,863	3
Other Assets, less Liabilities (0.2)%		(111,853	3)
Net Assets 100.0%		\$ 69,101,010	-
Net ASSets 100.076		\$ 09,101,010	_

Age-Based Growth Asset Allocation Newborn-8 Years Portfolio Age-Based Growth Asset Allocation Age 9-12 Years Portfolio Age-Based Growth Asset Allocation 13-16 Years Portfolio Assets: Investments in Underlying Funds: Cost \$ 417,253,412 \$ 403,341,907 \$ 384,869,076 Value \$ 480,153,918 \$ 450,801,492 \$ 424,194,023 Cash - - - Receivables: 184,940 167,230 77,226 Wrapper Agreement (At Fair Value) - - - Total assets 480,338,858 450,968,722 424,271,249	Age-Based Growth Asset Allocation Age 17+ Years Portfolio \$ 339,396,311 \$ 347,692,083 - 65,441 - - - - - - -
Investments in Underlying Funds: \$ 417,253,412 \$ 403,341,907 \$ 384,869,076 Value \$ 480,153,918 \$ 450,801,492 \$ 424,194,023 Cash - - - Receivables: - - - Plan shares sold 184,940 167,230 77,226 Wrapper Agreement (At Fair Value) - - - Total assets 480,338,858 450,968,722 424,271,249	\$ 347,692,083 - 65,441 -
Cost \$ 417,253,412 \$ 403,341,907 \$ 384,869,076 Value \$ 480,153,918 \$ 450,801,492 \$ 424,194,023 Cash - - - - - - Receivables: - - - - - - Plan shares sold 184,940 167,230 77,226 - - - Wrapper Agreement (At Fair Value) - <	\$ 347,692,083 - 65,441 -
Value \$ 480,153,918 \$ 450,801,492 \$ 424,194,023 Cash - <th>\$ 347,692,083 - 65,441 -</th>	\$ 347,692,083 - 65,441 -
Cash - - - -	65,441
Receivables: Plan shares sold 184,940 167,230 77,226 Wrapper Agreement (At Fair Value) - - - Total assets 480,338,858 450,968,722 424,271,249	
Plan shares sold 184,940 167,230 77,226 Wrapper Agreement (At Fair Value) - - - Total assets 480,338,858 450,966,722 424,271,249	
Wrapper Agreement (At Fair Value) -	
Total assets 480,338,858 450,968,722 424,271,249	347,757,524
	347,757,524
Liabilities:	
Payables:	
Investment securities purchased	-
Plan shares redeemed 68,651 3,000 11,143	627,723
Accrued expenses 496,726 424,512 440,854	350,509
Total liabilities 565,377 427,512 451,997	978,232
Net assets, at value \$ 479,773,481 \$ 450,541,210 \$ 423,819,252	\$ 346,779,292
Class A:	
Net assets, at value \$ 235,873,174 \$ 199,281,014 \$ 191,587,213	\$ 140,847,521
Shares outstanding 10,324,246 9,437,519 9,765,353	8,515,461
Net asset value per share \$22.85 \$21.12 \$19.62	\$16.54
Maximum offering price per share	
(Net asset value per share / 94.25%) \$24.24 \$22.40 \$20.82	\$17.55
(Net asset value per share / 95.75%)	-
Class B:	
Net assets, at value \$ 39,187,687 \$ 38,963,588 \$ 33,263,224	\$ 23,535,463
Shares outstanding 1,855,395 2,007,000 1,857,876	1,526,786
Net asset value per share \$21.12 \$19.41 \$17.90	\$15.42
Class C:	
Net assets, at value \$ 67,181,133 \$ 68,388,218 \$ 87,476,901	\$ 95,395,850
Shares outstanding 3,138,568 3,473,113 4,881,162	6,077,686
Net asset value per share \$21.41 \$19.69 \$17.92	\$15.70
Direct:	
Net assets, at value \$ 137,531,487 \$ 143,908,390 \$ 111,491,914	\$ 87,000,458
Shares outstanding 5,838,147 6,605,848 5,541,474	4,942,615
Net asset value per share \$23.56 \$21.78 \$20.12	\$17.60

	Ass	sed Conservative set Allocation vborn-8 Years Portfolio	Age-Based Conservative Age-Based Conservative Nlocation Asset Allocation Asset Allocation 13-16 n-8 Years Age 9-12 Years Portfolio Years Portfolio		Asset Allocation 13-16		Ass	sed Conservative set Allocation Years Portfolio
Assets:								
Investments in Underlying Funds: Cost	¢	17 010 050	e	40 445 707	¢	40 004 707	¢	25 270 540
Value	\$	17,019,258	\$ \$	10,145,737	\$ \$	18,231,727	\$ \$	25,279,510 24,979,824
Cash	Φ	17,646,506	Þ	- , - ,-	¢	17,763,411	Ф	24,979,824
		-		62,346		-		-
Receivables:		00 755		04.000				
Plan shares sold		99,755		61,000		4,514		57
Wrapper Agreement (At Fair Value)								
Total assets	·	17,948,261		10,310,660	·	17,767,925		24,979,881
Liabilities:								
Payables:								
Investment securities purchased		-				-		-
Plan shares redeemed		-				-		34,964
Accrued expenses		15,311		9,340		19,615		24,475
Total liabilities		15,311		9,340		19,615		59,439
Net assets, at value	\$	17,932,950	\$	10,301,320	\$	17,748,310	\$	24,920,442
Class A:								
Net assets, at value	\$	10,645,930	\$	5,144,914	\$	8,270,738	\$	9,825,737
Shares outstanding		850,294	<u> </u>	432,739	<u> </u>	734,517	<u> </u>	993.821
Net asset value per share		\$12.52		\$11.89		\$11.26		\$9.89
Maximum offering price per share		*						40100
(Net asset value per share / 94.25%)		\$13.28		\$12.62		\$11.95		\$10.49
(Net asset value per share / 95.75%)		-		-		-		-
Class B:								
Net assets, at value	\$	432,963	\$	376,683	\$	210,627	\$	509,297
Shares outstanding		35,426		32,432		19,162		52,783
Net asset value per share		\$12.22		\$11.61		\$10.99		\$9.65
Class C:								
Net assets, at value	\$	2,696,352	\$	2,674,880	\$	5,753,340	\$	8.660.602
Shares outstanding	<u> </u>	220,700	÷	230,669	<u> </u>	523.222	<u> </u>	897,810
Net asset value per share		\$12.22		\$11.60		\$11.00		\$9.65
Direct:								
Net assets, at value	\$	4,157,705	\$	2,104,843	\$	3,513,605	\$	5,924,806
Shares outstanding	<u>+</u>	327,170	<u> </u>	174,418	<u> </u>	307,797	<u> </u>	591,374
Net asset value per share		\$12.71		\$12.07		\$11.42		\$10.02
		ψι2./1		φ.2.07		ψτε		ψ. 3.0Z

	As	Asset Allocation Asset Allocation Asset All		Based Moderate set Allocation S Years Portfolio	Age-Based Moderate Asset Allocation 17+ Years Portfolio			
Assets:								
Investments in Underlying Funds: Cost	e	75 000 000	¢	F2 205 050	¢	64 407 677	¢	20.002.054
Value	\$	75,838,682 81,927,969	\$	53,365,059 55,694,962	\$	64,487,677 65,149,848	\$ \$	36,963,051 36,075,543
Cash	¢	61,927,969	φ	55,694,96Z	Ф	05,149,646	Φ	30,075,543
Cash Receivables:		-				-		-
		00.005		40.000		04 500		00.000
Plan shares sold		83,235		40,826		61,596		36,209
Wrapper Agreement (At Fair Value)		-		-		-		-
Total assets		82,011,204		55,735,788		65,211,444		36,111,752
Liabilities:								
Payables:								
Investment securities purchased		-						-
Plan shares redeemed		2,000		-		4,127		51,782
Accrued expenses		77,780		56,731		77,108		42,584
Total liabilities	-	79,780		56,731		81,235		94,366
Net assets, at value	\$	81,931,424	\$	55,679,057	\$	65,130,209	\$	36,017,386
Class A:								
Net assets, at value	\$	52,664,001	\$	33,948,583	\$	31,038,591	\$	12,768,502
Shares outstanding	<u> </u>	4.070.520		2,743,760	_ _	2,618,700		1,134,783
Net asset value per share		\$12.94		\$12.37	-	\$11.85		\$11.25
Maximum offering price per share					-			
(Net asset value per share / 94.25%)		\$13.73		\$13.12		\$12.58		\$11.94
(Net asset value per share / 95.75%)		-				-		
Class B:								
Net assets, at value	\$	2,940,141	\$	1,718,255	\$	1,993,577	\$	570,091
Shares outstanding		232,851		142,280		172,092		51,874
Net asset value per share		\$12.63		\$12.08		\$11.58		\$10.99
Class C:								
Net assets, at value	\$	15,792,557	\$	13,485,598	\$	25,018,586	\$	17,061,979
Shares outstanding		1,252,929	<u> </u>	1,114,917	<u> </u>	2,162,359	<u> </u>	1,552,292
Net asset value per share		\$12.60		\$12.10		\$11.57		\$10.99
Direct:								
Net assets, at value	\$	10,534,725	\$	6,526,621	\$	7,079,455	\$	5,616,814
Shares outstanding		803.857	<u> </u>	520,697	<u> </u>	588.648	<u> </u>	492,283
Net asset value per share		\$13.11		\$12.53		\$12.03		\$11.41
		÷		÷00		÷.2.00		

	Franklin	Templeton Corefolio Portfolio			rtfolio Founding Funds 529 Gro		Growth Portfolio		vth and Income Portfolio
Assets:									
Investments in Underlying Funds:									
Cost	\$	121,172,474	\$	221,847,795	\$	135,289,007	\$	119,248,000	
Value	\$	144,646,332	\$	223,224,000	\$	154,926,258	\$	131,321,901	
Cash		-		-		-		-	
Receivables:									
Plan shares sold		41,016		61,410		142,770		133,110	
Wrapper Agreement (At Fair Value)				<u> </u>					
Total assets		144,687,348		223,285,410		155,069,028		131,455,011	
Liabilities:									
Payables:									
Investment securities purchased		-		-		-		-	
Plan shares redeemed		54,977		60,150		28,191		35,823	
Accrued expenses		161,088		269,140		125,911		143,736	
Total liabilities		216,065		329,290		154,102		179,559	
Net assets, at value	\$	144,471,283	\$	222,956,120	\$	154,914,926	\$	131,275,452	
Class A:									
Net assets, at value	\$	62,583,690	\$	135,311,263	\$	57,021,006	\$	54,649,395	
Shares outstanding	Ψ	2,910,754	Ψ	9,552,333	Ψ	2,497,539	<u> </u>	2,841,722	
Net asset value per share		\$21.50		\$14.17		\$22.83		\$19.23	
Maximum offering price per share		\$21.00		<u> </u>				\$10. <u>20</u>	
(Net asset value per share / 94.25%)		\$22.81		\$15.03		\$24.22		\$20.40	
(Net asset value per share / 95.75%)		-		-		-		-	
Class B:									
Net assets, at value	\$	8,620,924	\$	18,477,156	\$	5,528,658	\$	6,021,380	
Shares outstanding		440,844		1,384,783		261,279		339,501	
Net asset value per share		\$19.56		\$13.34		\$21.16		\$17.74	
Class C:									
Net assets, at value	\$	30,514,654	\$	69,167,701	\$	24,427,360	\$	32,956,524	
Shares outstanding	Ψ	1,531,409	Ψ	5,188,562	Ψ	1,149,888	<u> </u>	1,883,955	
Net asset value per share		\$19.93		\$13.33		\$21.24		\$17.49	
Directo									
Direct: Net assets, at value	\$	42,752,015			\$	67,937,902	\$	37,648,153	
Shares outstanding	<u> </u>	1,925,340			Ψ	2,881,443	Ψ	1,892,546	
Net asset value per share		\$22.20				\$23.58		\$19.89	
		ψ22.20				φ20.00		ψ15.05	

Combining Statements of Assets and Liabilities June 30, 2013

	Inc	ome Portfolio	Franklin Growth 529 Franklin Income 529		e Portfolio Franklin Growth 529 Franklin Income 529 Cap (owth 529 Franklin Income 529		klin Small-Mid 9 Growth 529 Portfolio
Assets:									
Investments in Underlying Funds:									
Cost	\$	80,262,554	\$	30,859,598	\$	152,095,864	\$	32,713,747	
Value	\$	80,565,015	\$	39,912,375	\$	153,636,602	\$	37,813,626	
Cash		-		-				-	
Receivables:									
Plan shares sold		36,756		99,486		89,759		66,844	
Wrapper Agreement (At Fair Value)		-		-	-	-		-	
Total assets		80,601,771		40,011,861		153,726,361		37,880,470	
Liabilities:									
Payables:									
Investment securities purchased		-		-		-		-	
Plan shares redeemed		99,610		-		41,233		5,465	
Accrued expenses		84,320		51,607		218,503		45,579	
Total liabilities		183,930		51,607		259,736		51,044	
Net assets, at value	\$	80,417,841	\$	39,960,254	\$	153,466,625	\$	37,829,426	
Class A:									
Net assets, at value	\$	31,839,345	\$	27,583,205	\$	91,574,016	\$	26,428,196	
Shares outstanding		2,148,472		1,464,053		4,124,954		1,035,678	
Net asset value per share		\$14.82	_	\$18.84		\$22.20		\$25.52	
Maximum offering price per share			_						
(Net asset value per share / 94.25%)		-		\$19.99		-		\$27.08	
(Net asset value per share / 95.75%)		\$15.48		-		\$23.19		-	
Class B:									
Net assets, at value	\$	3,089,115	\$	2,970,279	\$	8,504,376	\$	3,363,893	
Shares outstanding		225,188		174,922		410,500		142,085	
Net asset value per share		\$13.72		\$16.98		\$20.72		\$23.68	
Class C:									
Net assets, at value	\$	23,031,417	\$	9,406,770	\$	53,388,233	\$	8,037,337	
Shares outstanding	<u> </u>	1,673,104	<u> </u>	517.619		2,594,147		340,689	
Net asset value per share		\$13.77		\$18.17		\$20.58		\$23.59	
Direct:									
Net assets, at value	\$	22,457,964							
Shares outstanding	<u> </u>	1,463,914							
Net asset value per share		\$15.34							
		φ.0.04							

		klin Templeton ble Value 529 Portfolio	Mutu	ual Shares 529 Portfolio		500 Index Fund 29 Portfolio		pleton Growth 29 Portfolio	Total
Assets:									
Investments in Underlying Funds:									
Cost	\$	80,902,372	\$	65,330,720	\$	59,610,751	\$	69,793,014	\$ 3,015,317,303
Value	\$	80,756,557	\$	72,246,807	\$	79,592,121	\$	69,212,863	\$ 3,280,323,350
Cash		-		-		-		-	62,346
Receivables:									
Plan shares sold		301,204		17,142		10,002		18,344	1,899,872
Wrapper Agreement (At Fair Value)		1,238		-		-		-	 1,238
Total assets		81,058,999		72,263,949		79,602,123		69,231,207	 3,282,286,806
Liabilities:									
Payables:									
Investment securities purchased		-		-		7,136		-	7,136
Plan shares redeemed		168,782		20,688		-		28,728	1,347,037
Accrued expenses		60,884		102,781		48,892		101,469	3,449,455
Total liabilities		229,666		123,469		56,028		130,197	 4,803,628
Net assets, at value	\$	80,829,333	\$	72,140,480	\$	79,546,095	\$	69,101,010	\$ 3,277,483,178
Class A:									
Net assets, at value	\$	26,986,659	\$	48,344,889	\$	17,943,757	\$	47,413,035	
Shares outstanding	<u>+</u>	2,421,789	<u> </u>	2,299,763		872,418	<u> </u>	2,264,065	
Net asset value per share		\$11.14		\$21.02		\$20.57		\$20.94	
Maximum offering price per share							-		
(Net asset value per share / 94.25%)		-		\$22.30		\$21.82		\$22.22	
(Net asset value per share / 95.75%)		\$11.64		-		-		-	
Class B:									
Net assets, at value	\$	5,324,768	\$	5,579,261	\$	2,455,526	\$	5,452,117	
Shares outstanding		501,788		291,176	-	136,210		283,678	
Net asset value per share		\$10.61		\$19.16		\$18.03		\$19.22	
Class C:									
Net assets, at value	\$	24,502,037	\$	18,216,330	\$	7,078,467	\$	16,235,858	
Shares outstanding		2,307,395		946,605		362,668		854,096	
Net asset value per share		\$10.62		\$19.24		\$19.52		\$19.01	
Direct:									
Net assets, at value	\$	24,015,869			s	52,068,345			
Shares outstanding	<u>+</u>	2,109,472			<u> </u>	2,411,083	_		
Net asset value per share		\$11.38				\$21.60	-		
		,					_		

	Age-Based Growth Asset Allocation Newborn-8 Years Portfolio		Age-Based Growth Asset Allocation Age 9-12 Years Portfolio		Age-Based Growth Asset Allocation Age 13-16 Years Portfolio		Äss Ag	Based Growth et Allocation e 17+ Years Portfolio
Investment income - dividends from Underlying Funds	\$	6,164,828	\$	7,140,551	\$	9,154,478	\$	8,622,849
Expenses:								
Program management fees (Note 2) Sales fees (Note 2)		1,624,707		1,350,338		1,397,845		1,087,287
Class A		560,618		434,884		437,011		306,851
Class B		448,765		394,416		363,080		240,640
Class C		652,845		628,254		849,758		883,649
Sub-advisory fees (Note 2)		-		-		-		-
Total expenses		3,286,935		2,807,892		3,047,694		2,518,427
Expenses waived/paid by affiliates (Note 3)				-		-		-
Net expenses		3,286,935		2,807,892		3,047,694		2,518,427
Net investment income (loss)		2,877,893		4,332,659		6,106,784		6,104,422
Realized and unrealized gains (losses): Net Realized gain (loss) from:								
Sale of investments in Underlying Funds		13,003,629		217,203		240,336		2,039,255
Realized gain on distributions by Underlying Funds		15,153,247		10,003,118		7,416,436		3,483,230
Net realized gain (loss)		28,156,876		10,220,321		7,656,772		5,522,485
Net change in unrealized appreciation (depreciation) on								
Investments in Underlying Funds and Wrapper Agreements		51,363,994		35,692,954		20,725,055		1,175,477
Net realized and unrealized gain (loss)		79,520,870		45,913,275		28,381,827		6,697,962
Net increase (decrease) in net assets resulting from operations	\$	82,398,763	\$	50,245,934	\$	34,488,611	\$	12,802,384

Combining Statements of Operations

for the year ended June 30, 2013

	Age-Based Conservative Asset Allocation Newborn-8 Years Portfolio		Conse A	ervative Asset Conservative		Age-Based Conservative Asset Allocation Age 9-12 Years Portfolio		Age-Based Conservative Asset Allocation 13-16 Years Portfolio		e-Based rvative Asset location 'ears Portfolio
Investment income - dividends from Underlying Funds	\$	348,296	\$	236,175	\$	567,733	\$	344,341		
Expenses:										
Program management fees (Note 2)		55,142		30,120		61,764		69,541		
Sales fees (Note 2) Class A		23.308		11.350		18.638		18.758		
Class A Class B		23,308		3,600		2,135		4,866		
Class C		24,908		16,970		60.792		69,762		
Sub-advisory fees (Note 2)		24,300		- 10,370						
Total expenses		108,048		62,040		143,329		162,927		
Expenses waived/paid by affiliates (Note 3)		-								
Net expenses		108,048		62,040		143,329		162,927		
Net investment income (loss)		240,248		174,135		424,404		181,414		
Realized and unrealized gains (losses):										
Net Realized gain (loss) from:										
Sale of investments in Underlying Funds		61,199		83,767		(8,794)		30,247		
Realized gain on distributions by Underlying Funds		269,602		96,204		65,969		20,954		
Net realized gain (loss)		330,801		179,971		57,175		51,201		
Net change in unrealized appreciation (depreciation) on						(= ((== 0)		(055 00 U)		
Investments in Underlying Funds and Wrapper Agreements		772,841		53		(541,552)		(355,904)		
Net realized and unrealized gain (loss)		1,103,642		180,024		(484,377)		(304,703)		
Net increase (decrease) in net assets resulting from operations	\$	1,343,890	\$	354,159	\$	(59,973)	\$	(123,289)		

Ass	Age-Based Moderate Asset Allocation Newborn-8 Years Portfolio Age-Based Moderate Asset Allocation Asset Allocation Age 9-12 Years Portfolio		Ass	et Allocation	Age-Based Moderate Asset Allocation 17+ Years Portfolio		
\$	1,187,410	\$	1,073,400	\$	1,494,321	\$	935,339
	254,121		175,611		200,985		101,866
	109,796		69,619		61,699		22,697
	31,010		17,224		15,697		5,735
	124,275		117,302		208,159		137,027
	-		-		-		-
	519,202		379,756		486,540		267,325
	-		-		-		-
	519,202		379,756		486,540		267,325
	668,208		693,644		1,007,781		668,014
	9 5 2 7		12 206		0.461		12.250
			,		- / -		12,250
							121,525
	1,747,020		001,000		000,710		121,020
	5,966,466		2,187,010		430,879		(990,682)
	7,714,286		3,048,646		1,040,589		(869,157)
s	8.382.494	s	3,742,290	s	2.048.370	s	(201,143)
	Ass	Sewborn-8 Years Portfolio \$ 1,187,410 254,121 109,796 31,010 124,275 - 519,202 668,208 8,537 1,739,283 1,747,820 5,966,466 7,714,286	Agest Newborn-8 Years Portfolio Age 9-12 \$ 1,187,410 \$ 254,121 109,796 31,010 124,275 - - 519,202 - - 668,208 - - 1,739,283 1,747,820 - 5,966,466 - 7,714,286	Age-Based Moderate Portfolio Age-Based Moderate Age 9-12 Years Portfolio \$ 1,187,410 \$ \$ 1,187,410 \$ 254,121 175,611 109,796 69,619 31,010 17,224 124,275 117,302 519,202 379,756 668,208 693,644 8,537 12,296 1,739,283 849,340 1,747,820 861,636 5,966,466 2,187,010 7,714,286 3,048,646	Age-Based Moderate Portfolio Age-Based Moderate Age-Based Moderate Age 9-12 Years Portfolio Age 3-13 \$ 1,187,410 \$ 1,073,400 \$ \$ 1,187,410 \$ 1,073,400 \$ 254,121 175,611 \$ \$ \$ 109,796 69,619 \$ \$ \$ 31,010 17,224 \$ \$ \$ 519,202 379,756 \$ \$ \$ \$ 519,202 379,756 \$ \$ \$ 668,208 693,644 \$ \$ \$ 1,739,283 849,340 \$ \$ 1,747,820 861,636 \$ \$ \$ 5,966,466 2,187,010 \$ \$ \$	Age Based Moderate Newborn-8 Years Portfolio Age Based Moderate Age 9-12 Years Portfolio Age Hased Moderate Asset Allocation 13-16 Years Portfolio \$ 1,187,410 \$ 1,073,400 \$ 1,494,321 254,121 175,611 200,985 \$ 1,494,321 109,796 69,619 61,699 \$ 1,494,321 109,796 69,619 61,699 \$ 1,697 109,796 69,619 61,699 \$ \$ 109,796 69,619 61,699 \$ \$ 124,275 117,302 208,159 \$ \$ 519,202 379,756 486,540 \$ \$ 668,208 693,644 1,007,781 \$ \$ 8,537 12,296 9,461 \$ \$ 1,739,283 849,340 \$ \$ \$ 1,747,820 861,636 \$ \$ \$ 5,966,466 2,187,010 430,879 \$ \$ 7,714,286 3,048,646 1,040,	Age-Based Moderate Newborn-8 Years Portfolio Age-Based Moderate Age 9-12 Years Portfolio Age-Based Moderate Asset Allocation 13-16 Years Portfolio Asset Allocation 11-10 Years 109,796 69,619 61,699 61,699 -

	-		 			
	Franklin Templeton Franklin Templeton Founding Funds 529 Corefolio Portfolio Portfolio Portfolio		Growth Portfolio		 th and Income Portfolio	
Investment income - dividends from Underlying Funds	\$	1,578,867	\$ 7,081,270	\$	1,790,064	\$ 2,819,648
Expenses:						
Program management fees (Note 2) Sales fees (Note 2)		453,404	830,179		438,393	420,339
Class A		141,138	310,917		125,594	125,271
Class B		91,749	181,310		59,522	67,033
Class C		280,926	649,897		223,662	303,831
Sub-advisory fees (Note 2)		-	 -		<u> </u>	 -
Total expenses		967,217	1,972,303		847,171	916,474
Expenses waived/paid by affiliates (Note 3)		-	 -		-	 -
Net expenses		967,217	 1,972,303		847,171	 916,474
Net investment income (loss)		611,650	 5,108,967		942,893	 1,903,174
Realized and unrealized gains (losses):						
Net Realized gain (loss) from: Sale of investments in Underlying Funds		(11 710)	(000 000)		(100 707)	100.000
, ,		(11,746)	(809,228)		(162,767)	183,338
Realized gain on distributions by Underlying Funds Net realized gain (loss)		1,040,027	 (809,228)		4,581,494 4,418,727	 2,223,143 2,406,481
Net change in unrealized appreciation (depreciation) on		1,020,201	(809,228)		4,410,727	2,400,401
Investments in Underlying Funds and Wrapper Agreements		20,471,391	30.677.079		18,336,613	6,284,113
investments in Ordenying Funds and Wrapper Agreements			 			
Net realized and unrealized gain (loss)		21,499,672	 29,867,851		22,755,340	 8,690,594
Net increase (decrease) in net assets resulting from operations	\$	22,111,322	\$ 34,976,818	\$	23,698,233	\$ 10,593,768

			-		-		
	Inco	ome Portfolio		in Growth 529 Portfolio	Franklin Income 5 Portfolio		
Investment income - dividends from Underlying Funds	\$	2,659,785	\$	148,495	\$	8,532,137	
Expenses:							
Program management fees (Note 2)		279,732		139,032		557,259	
Sales fees (Note 2)							
Class A		78,542		58,889		202,252	
Class B		36,926		31,491		100,272	
Class C		240,947		80,605		484,359	
Sub-advisory fees (Note 2)		-		-		-	
Total expenses		636,147		310,017		1,344,142	
Expenses waived/paid by affiliates (Note 3)		-		-		-	
Net expenses		636,147		310,017		1,344,142	
Net investment income (loss)		2,023,638		(161,522)		7,187,995	
Realized and unrealized gains (losses):							
Net Realized gain (loss) from:							
Sale of investments in Underlying Funds		22,007		330,763		21,537	
Realized gain on distributions by Underlying Funds		303,991		-		-	
Net realized gain (loss)		325,998		330,763		21,537	
Net change in unrealized appreciation (depreciation) on							
Investments in Underlying Funds and Wrapper Agreements		(2,328,599)		4,703,165		6,947,129	
Net realized and unrealized gain (loss)		(2,002,601)		5,033,928		6,968,666	
Net increase (decrease) in net assets resulting from operations	\$	21,037	\$	4,872,406	\$	14,156,661	

Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	
Expenses: Program management fees (Note 2) 131,052 249,572 Sales fees (Note 2) 131,052 249,572 Class A 56,333 61,195 Class B 34,166 49,797 Class C 68,116 219,113 Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waive/d/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 244,834 Realized and unrealized gains (losses): Net Realized gain (loss) from: Sale of investments in Underlying Funds 2,793,069 Realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	
Program management fees (Note 2) 131,052 249,572 Sales fees (Note 2) Class A 56,333 61,195 Class B 34,166 49,797 Class C 68,116 219,113 Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain (loss) from: Sale of investments in Underlying Funds 2,793,069 - Net realized gain (loss) 2,922,037 (149,858) - Net change in unrealized appreciation (depreciation) on 1 1 1 1 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	1,362,709
Sales fees (Note 2) Class A 56,333 61,195 Class B 34,166 49,797 Class C 68,116 219,113 Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized and unrealized gains (losses): (289,667) 24,834 Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain (loss) 2,922,037 (149,858) Net realized gain (loss) - Net realized gain (loss) 2,922,037 (149,858) - - Net realized appreciation (depreciation) on 1 - - - - Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 - Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	
Class B 34,166 49,797 Class C 68,116 219,113 Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized and unrealized gains (losses): Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain (loss) 2,922,037 (149,858) - - Net realized gain (loss) 2,922,037 (149,858) - - Net change in unrealized appreciation (depreciation) on 1 - - - - Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) - - Net realized and unrealized gain (loss) 6,299,442 (385,768) - -	263,372
Class C 68,116 219,113 Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized and unrealized gains (losses): Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain (loss) 2,922,037 (149,858) Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 10vestments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	106,938
Sub-advisory fees (Note 2) - 73,668 Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 244,834 Realized and unrealized gains (losses): (289,667) 24,834 Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain on distributions by Underlying Funds 2,793,069 - - Net realized gain (loss) 2,922,037 (149,858) - Net change in unrealized appreciation (depreciation) on 1 1 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	60,409
Total expenses 289,667 653,345 Expenses waived/paid by affiliates (Note 3) - (359,103) Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized and unrealized gains (losses): (289,667) 24,834 Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain (loss) 2,922,037 (149,858) - Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on - - Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	170,057
Expenses waived/paid by affiliates (Note 3) (359,103) Net expenses 289,667 Net investment income (loss) (289,667) Realized and unrealized gains (losses): Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Net realized gain (loss) Net realized gain (loss) Net realized gain (loss) Net realized gain (loss) Sale of investments in Underlying Funds 2,793,069 Net realized gain (loss) Net callized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) Net realized and unrealized gain (loss) 6,299,442 (385,768)	-
Net expenses 289,667 294,242 Net investment income (loss) (289,667) 24,834 Realized and unrealized gains (losses): (289,667) 24,834 Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain on distributions by Underlying Funds 2,793,069 - - Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 1 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	600,776
Net investment income (loss) (289,667) 24,834 Realized gain (loss)	-
Realized and unrealized gains (losses): Net Realized gain (loss) from: Sale of investments in Underlying Funds 128,968 (149,858) Realized gain on distributions by Underlying Funds 2,793,069 - Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	600,776
Net Realized gain (loss) from: 128,968 (149,858) Sale of investments in Underlying Funds 2,793,069 - Net realized gain on distributions by Underlying Funds 2,922,037 (149,858) Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	761,933
Sale of investments in Underlying Funds 128,968 (149,858) Realized gain on distributions by Underlying Funds 2,793,069 - Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 1 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	
Realized gain on distributions by Underlying Funds 2,793,069 Net realized gain (loss) 2,922,037 Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442	(3,007)
Net realized gain (loss) 2,922,037 (149,858) Net change in unrealized appreciation (depreciation) on 1 Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	(2,222)
Net change in unrealized appreciation (depreciation) on Investments in Underlying Funds and Wrapper Agreements 3,377,405 (235,910) 1 Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	(3,007)
Net realized and unrealized gain (loss) 6,299,442 (385,768) 1	,
	11,286,693
	11,283,686
Net increase (decrease) in net assets resulting from operations \$ 6,009,775 \$ (360,934) \$ 1	12,045,619

			-	
	 00 Index Fund 9 Portfolio	pleton Growth 29 Portfolio		Total
Investment income - dividends from Underlying Funds	\$ 1,470,994	\$ 1,309,674	\$	66,342,440
Expenses:				
Program management fees (Note 2)	183,300	255,541		10,610,502
Sales fees (Note 2)				
Class A	37,434	106,411		3,486,143
Class B	26,869	59,212		2,330,614
Class C	57,691	153,764		6,706,669
Sub-advisory fees (Note 2)	 <u> </u>	 -		73,668
Total expenses	305,294	574,928		23,207,596
Expenses waived/paid by affiliates (Note 3)	 <u> </u>	 -		(359,103)
Net expenses	 305,294	574,928		22,848,493
Net investment income (loss)	 1,165,700	 734,746		43,493,947
Realized and unrealized gains (losses):				
Net Realized gain (loss) from:				
Sale of investments in Underlying Funds	441,447	(555,262)		15,145,578
Realized gain on distributions by Underlying Funds	 	 		50,748,631
Net realized gain (loss)	441,447	(555,262)		65,894,209
Net change in unrealized appreciation (depreciation) on				
Investments in Underlying Funds and Wrapper Agreements	 11,084,612	 13,831,714		240,861,996
Net realized and unrealized gain (loss)	 11,526,059	 13,276,452		306,756,205
Net increase (decrease) in net assets resulting from operations	\$ 12,691,759	\$ 14,011,198	\$	350,250,152

		Age-Based Growth Newborn-8 Ye			,	Age-Based Growt Age 9-12 Ye		
	Newborn-8 Years Portfolio Age 9-12 Years Portf Year Ended June 30, Year Ended June 30, 2013 2012 \$ 2,877,893 28,156,876 10,242,856 10,220,321 51,363,994 (51,600,505) 35,692,954 82,398,763 (37,567,043)						30,	
		2013		2012		2013		2012
Increase (decrease) in net assets:								
Operations:								
Net investment income (loss)	\$	/- /	\$	-, -,	\$	1	\$	4,183,293
Net realized gain (loss) from Underlying Funds		28,156,876		10,242,856		10,220,321		5,227,164
Net change in unrealized appreciation (depreciation)								
on investments in Underlying Funds and Wrapper								
Agreements		51,363,994		(51,600,505)		35,692,954		(23,999,645)
Net increase (decrease) in net assets		00 000 700		(07 507 040)		50.045.004		(4.4.500.400)
resulting from operations		82,398,763		(37,567,043)		50,245,934		(14,589,188)
Plan share transactions:								
Subscriptions:								
Class A		55,031,749		46,886,399		83,306,417		59,052,047
Class B		706,218		5,698,220		12,440,498		14,394,292
Class C		13,305,272		12,947,784		24,480,305		19,223,034
Direct		22,484,912		23,545,023		56,900,581		39,632,596
Total subscriptions		91,528,151		89,077,426		177,127,801		132,301,969
Redemptions:								
Class A		(61,836,308)		(44,269,504)		(53,426,098)		(42,180,888)
Class B		(17,619,367)		(17,096,720)		(18,448,658)		(17,720,756)
Class C		(18,012,430)		(15,242,594)		(20,892,244)		(17,258,297)
Direct		(51,048,865)		(34,474,932)		(31,160,647)		(24,146,731)
Total redemptions		(148,516,970)		(111,083,750)		(123,927,647)		(101,306,672)
Net increase (decrease) in net assets								
resulting from plan share transactions		(56,988,819)		(22,006,324)		53,200,154		30,995,297
Net increase (decrease) in net assets		25,409,944		(59,573,367)		103,446,088		16,406,109
Net assets:								
Beginning of Year		454,363,537		513,936,904		347,095,122		330,689,013
End of Year	\$	479,773,481	\$	454,363,537	\$	450,541,210	\$	347,095,122

	Age-Based Growt Age 13-16 Ye			Age-Based Growti Age 17+ Yea		
	 Year Endeo	June	30,	 Year Ended	June 3	30,
	 2013		2012	 2013		2012
Increase (decrease) in net assets:						
Operations:						
Net investment income (loss)	\$ 6,106,784	\$	6,497,769	\$ 6,104,422	\$	6,134,544
Net realized gain (loss) from Underlying Funds	7,656,772		4,306,013	5,522,485		3,429,573
Net change in unrealized appreciation (depreciation)						
on investments in Underlying Funds and Wrapper						
Agreements	 20,725,055		(17,962,131)	 1,175,477		(7,111,898)
Net increase (decrease) in net assets						
resulting from operations	 34,488,611		(7,158,349)	 12,802,384		2,452,219
Plan share transactions:						
Subscriptions:						
Class A	71,757,461		57,372,306	58,975,907		48,818,202
Class B	9,959,033		12,813,010	9,654,317		11,934,377
Class C	28,763,832		25,261,110	33,691,630		32,066,595
Direct	 37,835,233		31,012,215	 36,688,557		26,808,301
Total subscriptions	148,315,559		126,458,641	139,010,411		119,627,475
Redemptions:						
Class A	(50,759,435)		(41,648,341)	(37,513,990)		(29,064,445)
Class B	(18,742,544)		(19,814,356)	(13,553,991)		(14,142,039)
Class C	(28,893,392)		(29,833,215)	(29,919,230)		(26,800,835)
Direct	 (33,960,752)		(23,176,846)	 (23,349,194)		(18,459,224)
Total redemptions Net increase (decrease) in net assets	(132,356,123)		(114,472,758)	(104,336,405)		(88,466,543)
	15,959,436		11,985,883	34,674,006		31,160,932
resulting from plan share transactions Net increase (decrease) in net assets	 50.448.047		4.827.534	 47.476.390		33.613.151
Net increase (decrease) in net assets	50,446,047		4,627,534	47,476,390		33,013,151
Net assets:						
Beginning of Year	 373,371,205		368,543,671	 299,302,902		265,689,751
End of Year	\$ 423,819,252	\$	373,371,205	\$ 346,779,292	\$	299,302,902

	Age-	Based Conserva Newborn-8 Y			Age-I	Based Conserva Age 9-12 Yea		
		Year Endeo	June :	30,		Year Ended	June	30,
		2013		2012		2013		2012
Increase (decrease) in net assets:								
Operations:								
Net investment income (loss)	\$	240,248	\$	152,420	\$	174,135	\$	124,694
Net realized gain (loss) from Underlying Funds		330,801		91,641		179,971		20,804
Net change in unrealized appreciation (depreciation)								
on investments in Underlying Funds and Wrapper								
Agreements		772,841		(298,553)		53		(86,017)
Net increase (decrease) in net assets								
resulting from operations		1,343,890		(54,492)		354,159		59,481
Plan share transactions:								
Subscriptions:								
Class A		4,895,008		4,621,187		3,785,507		2,877,201
Class B		31,081		236,834		101,567		249,452
Class C		1,343,177		1,014,711		2,037,043		1,358,808
Direct		2,214,004		1,231,065		1,257,453		1,082,715
Total subscriptions		8,483,270		7,103,797		7,181,570		5,568,176
Redemptions:								
Class A		(2,063,312)		(820,613)		(2,037,070)		(1,469,350)
Class B		(123,380)		(104,389)		(84,232)		(45,876)
Class C		(720,502)		(334,300)		(795,894)		(754,489)
Direct		(565,610)		(229,137)		(814,172) (3,731,368)		(485,890)
Total redemptions Net increase (decrease) in net assets		(3,472,804)		(1,488,439)		(3,731,300)		(2,755,605)
resulting from plan share transactions		5,010,466		5,615,358		3,450,202		2,812,571
Net increase (decrease) in net assets		6,354,356		5,560,866		3,450,202		2,812,571
INEL INCIERSE (UECIERSE) IN HEL ASSES		0,334,330		5,500,000		3,004,301		2,012,002
Net assets:								
Beginning of Year		11,578,594		6,017,728		6,496,959		3,624,907
End of Year	\$	17,932,950	\$	11,578,594	\$	10,301,320	\$	6,496,959

	Age-E	13-16 Yea	rs Por	tfolio		17+ Year	cation s Port	folio	
	Age-Based Conservative Asset Allocation 13-16 Years Portfolio Year Ended June 30, 2013 2012 \$ 424,404 \$ 291,614 \$ 57,175 23,945 (541,552) 12,981 (59,973) 328,540 5,526,533 4,132,965 89,447 295,772 4,006,558 3,819,199 1,875,209 1,949,701					Year Ende	d June	une 30,	
		2013		2012		2013		2012	
Increase (decrease) in net assets:									
Operations:									
Net investment income (loss)	\$	1 -	\$		\$	181,414	\$	(99,541)	
Net realized gain (loss) from Underlying Funds		57,175		23,945		51,201		-	
Net change in unrealized appreciation (depreciation)									
on investments in Underlying Funds and Wrapper		(5.44.550)		40.004		(055.004)		50.010	
Agreements		(541,552)		12,981		(355,904)		56,218	
Net increase (decrease) in net assets resulting from operations		(50.072)		229 540		(123,289)		(43,323)	
resulting norm operations		(59,975)		320,340		(123,209)		(43,323)	
Plan share transactions:									
Subscriptions:									
Class A		5,526,533		4,132,965		6,102,719		4,478,196	
Class B		89,447		295,772		240,719		525,084	
Class C		4,008,558		3,819,199		6,013,301		4,529,802	
Direct		1,875,209		1,949,701	_	3,380,751		3,773,747	
Total subscriptions		11,499,747		10,197,637		15,737,490		13,306,829	
Redemptions:									
Class A		(2,661,504)		(1,849,134)		(2,687,335)		(1,869,936)	
Class B		(113,915)		(188,623)		(280,758)		(505,870)	
Class C		(3,094,553)		(1,386,105)		(3,324,229)		(1,935,311)	
Direct		(1,300,643)		(797,774)		(2,319,377)		(1,849,601)	
Total redemptions		(7,170,615)		(4,221,636)		(8,611,699)		(6,160,718)	
Net increase (decrease) in net assets									
resulting from plan share transactions		4,329,132		5,976,001		7,125,791		7,146,111	
Net increase (decrease) in net assets		4,269,159		6,304,541		7,002,502		7,102,788	
Net assets:									
Beginning of Year		13,479,151		7,174,610		17,917,940		10,815,152	
End of Year	\$	17,748,310	\$	13,479,151	\$	24,920,442	\$	17,917,940	

	Age	Based Moderat Newborn-8 Ye			Ag	e-Based Modera Age 9-12 Ye		
		Year Ended	June 3	30,		Year Endeo	l June	30,
		2013		2012		2013		2012
Increase (decrease) in net assets:								
Operations:								
Net investment income (loss)	\$	668,208	\$	392,450	\$	693,644	\$	405,804
Net realized gain (loss) from Underlying Funds		1,747,820		541,488		861,636		265,406
Net change in unrealized appreciation (depreciation)								
on investments in Underlying Funds and Wrapper		5 000 400		(4 000 500)		0 407 040		(004.050)
Agreements		5,966,466		(1,636,528)		2,187,010		(884,659)
Net increase (decrease) in net assets resulting from operations		8,382,494		(702,590)		3,742,290		(213,449)
resulting nonit operations		0,302,494		(702,590)		3,742,290		(213,449)
Plan share transactions:								
Subscriptions:								
Class A		23,971,999		21,059,956		21,759,175		14,691,647
Class B		89,342		1,873,285		583,855		1,116,149
Class C		7,815,835		6,030,016		8,672,247		7,287,294
Direct		4,903,750		2,737,824		4,302,530		2,214,702
Total subscriptions		36,780,926		31,701,081		35,317,807		25,309,792
Redemptions:								
Class A		(8,631,047)		(3,513,684)		(9,717,026)		(4,806,363)
Class B		(565,146)		(402,465)		(732,723)		(370,877)
Class C		(2,078,113)		(888,754)		(5,010,145)		(2,847,822)
Direct		(1,210,055)		(404,307)		(1,898,426)		(763,433)
Total redemptions Net increase (decrease) in net assets		(12,484,361)		(5,209,210)		(17,358,320)		(8,788,495)
resulting from plan share transactions		24,296,565		26,491,871		17,959,487		16,521,297
Net increase (decrease) in net assets		32.679.059		25,789,281		21.701.777		16,321,297
ווופו ווטובמסב (עבטובמסב) ווו וופו מסטפוט		52,079,059		20,709,201		21,701,777		10,307,848
Net assets:								
Beginning of Year		49,252,365		23,463,084		33,977,280		17,669,432
End of Year	\$	81,931,424	\$	49,252,365	\$	55,679,057	\$	33,977,280

	Ag	e-Based Moderate A 13-16 Years Pe		Age	e-Based Modera 17+ Years		
		Year Ended Jur	ne 30,	-	30,		
		2013	2012		2013		2012
Increase (decrease) in net assets:							
Operations:							
Net investment income (loss)	\$	1,007,781	587,305	\$	668,014	\$	390,677
Net realized gain (loss) from Underlying Funds		609,710	183,124		121,525		32,483
Net change in unrealized appreciation (depreciation)							
on investments in Underlying Funds and Wrapper		430.879	(110 500)		(000,000)		05 407
Agreements Net increase (decrease) in net assets		430,879	(440,599)		(990,682)		25,187
resulting from operations		2.048.370	329.830		(201,143)		448,347
resulting norm operations		2,040,070	020,000	-	(201,140)		440,047
Plan share transactions:							
Subscriptions:							
Class A		18,612,194	13,489,591		9,003,300		4,955,901
Class B		926,293	747,794		194,783		654,139
Class C		14,847,596	11,434,504		9,491,118		9,391,408
Direct		4,272,567	3,253,304		3,650,243		2,142,294
Total subscriptions		38,658,650	28,925,193		22,339,444		17,143,742
Redemptions:							
Class A		(7,160,941)	(2,838,226)		(2,451,914)		(1,092,432)
Class B		(153,217)	(452,473)		(254,702)		(146,314)
Class C		(6,099,369)	(3,584,593)		(3,992,390)		(1,874,919)
Direct		(2,734,218)	(910,231)		(1,755,655)		(643,854)
Total redemptions		(16,147,745)	(7,785,523)		(8,454,661)		(3,757,519)
Net increase (decrease) in net assets							
resulting from plan share transactions		22,510,905	21,139,670		13,884,783		13,386,223
Net increase (decrease) in net assets		24,559,275	21,469,500		13,683,640		13,834,570
Net assets:							
Beginning of Year		40,570,934	19,101,434		22,333,746		8,499,176
End of Year	\$	65,130,209 \$	40,570,934	\$	36,017,386	\$	22,333,746

	F	ranklin Templeton Year Endeo			Fran	klin Templeton F Portfo Year Ended	olio	•
			a aune a				June 3	
		2013		2012		2013		2012
Increase (decrease) in net assets:								
Operations:								
Net investment income (loss)	\$	611,650	\$	696,205	\$	5,108,967	\$	5,452,644
Net realized gain (loss) from Underlying Funds		1,028,281		1,438,802		(809,228)		(2,055,287)
Net change in unrealized appreciation (depreciation)								
on investments in Underlying Funds and Wrapper								
Agreements		20,471,391		(6,095,390)		30,677,079		(10,045,936)
Net increase (decrease) in net assets								
resulting from operations		22,111,322		(3,960,383)		34,976,818		(6,648,579)
Plan share transactions:								
Subscriptions:								
Class A		9,485,278		9,306,786		18,041,056		14,846,735
Class B		187,617		938,427		186,078		1,413,991
Class C		3,784,017		4,014,721		9,582,149		7,101,871
Direct		5,500,273		4,162,430		-		-
Total subscriptions		18,957,185		18,422,364		27,809,283		23,362,597
Redemptions:								
Class A		(6,486,996)		(6,249,590)		(15,246,464)		(15,768,635)
Class B		(2,908,149)		(3,285,295)		(1,853,505)		(2,540,731)
Class C		(3,570,388)		(4,564,078)		(10,711,270)		(9,469,105)
Direct		(5,263,742)		(3,041,538)		-		-
Total redemptions		(18,229,275)		(17,140,501)		(27,811,239)		(27,778,471)
Net increase (decrease) in net assets								
resulting from plan share transactions		727,910		1,281,863		(1,956)		(4,415,874)
Net increase (decrease) in net assets		22,839,232		(2,678,520)		34,974,862		(11,064,453)
Net assets:								
Beginning of Year		121,632,051		124,310,571		187,981,258		199,045,711
End of Year	\$	144,471,283	\$	121,632,051	\$	222,956,120	\$	187,981,258

	Growth	Portfol	lio	Growth and In	come F	Portfolio
	 Year Ender	d June	30,	 Year Endeo	d June 3	30,
	 2013		2012	 2013		2012
Increase (decrease) in net assets:						
Operations:						
Net investment income (loss)	\$ 942,893	\$	1,088,559	\$ 1,903,174	\$	2,000,645
Net realized gain (loss) from Underlying Funds	4,418,727		3,002,057	2,406,481		1,262,056
Net change in unrealized appreciation (depreciation)						
on investments in Underlying Funds and Wrapper						
Agreements	 18,336,613		(13,361,744)	6,284,113		(5,211,508)
Net increase (decrease) in net assets						
resulting from operations	 23,698,233		(9,271,128)	 10,593,768		(1,948,807)
Plan share transactions:						
Subscriptions:						
Class A	12,138,071		9,242,720	12,628,484		13,149,967
Class B	118,754		882,014	265,079		1,132,631
Class C	3,876,901		2,844,080	7,526,931		6,037,306
Direct	8,656,664		8,128,363	5,772,412		4,575,291
Total subscriptions	 24,790,390		21,097,177	 26,192,906		24,895,195
Redemptions:						
Class A	(7,115,090)		(5,744,695)	(7,884,280)		(5,162,228)
Class B	(2,094,265)		(2,030,174)	(2,543,161)		(2,454,660)
Class C	(3,870,166)		(2,927,033)	(6,029,140)		(4,991,537)
Direct	 (8,465,015)		(6,801,847)	(4,523,036)		(3,911,295)
Total redemptions	(21,544,536)		(17,503,749)	(20,979,617)		(16,519,720)
Net increase (decrease) in net assets						
resulting from plan share transactions	 3,245,854		3,593,428	 5,213,289		8,375,475
Net increase (decrease) in net assets	26,944,087		(5,677,700)	15,807,057		6,426,668
Net assets:						
Beginning of Year	 127,970,839		133,648,539	 115,468,395		109,041,727
End of Year	\$ 154,914,926	\$	127,970,839	\$ 131,275,452	\$	115,468,395

	Income	Portfo	lio	Franklin Growt	th 529 F	Portfolio
	 Year Ende	ed June	9 30,	 Year Endeo	d June 3	80,
	 2013		2012	 2013		2012
Increase (decrease) in net assets:						
Operations:						
Net investment income (loss)	\$ 2.023.638	\$	1,975,630	\$ (161,522)	\$	(97,529)
Net realized gain (loss) from Underlying Funds	325,998		164,937	330,763		267,707
Net change in unrealized appreciation (depreciation)						
on investments in Underlying Funds and Wrapper						
Agreements	 (2,328,599)		28,235	4,703,165		275,564
Net increase (decrease) in net assets						
resulting from operations	 21,037		2,168,802	 4,872,406		445,742
Plan share transactions:						
Subscriptions:						
Class A	8,831,785		10,538,728	6,780,755		4,884,898
Class B	480,555		999,818	351,539		728,820
Class C	5,604,978		6,477,716	2,353,188		1,676,539
Direct	 5,180,799		5,385,177	-		-
Total subscriptions	20,098,117		23,401,439	9,485,482		7,290,257
Redemptions:						
Class A	(5,771,569)		(3,732,803)	(2,416,730)		(1,622,462)
Class B	(1,430,080)		(869,716)	(1,367,380)		(1,154,996)
Class C	(6,167,407)		(3,519,573)	(1,013,957)		(1,195,768)
Direct	 (3,634,252)		(3,402,697)	 -		-
Total redemptions	(17,003,308)		(11,524,789)	(4,798,067)		(3,973,226)
Net increase (decrease) in net assets						
resulting from plan share transactions	 3,094,809		11,876,650	 4,687,415		3,317,031
Net increase (decrease) in net assets	3,115,846		14,045,452	9,559,821		3,762,773
Net assets:						
Beginning of Year	 77,301,995		63,256,543	 30,400,433		26,637,660
End of Year	\$ 80,417,841	\$	77,301,995	\$ 39,960,254	\$	30,400,433

	 Franklin Incom			F	ranklin Small-Mic Port	iolio	
	Year Endeo	June	30,		Year Ended	June 3	0,
	 2013		2012		2013		2012
Increase (decrease) in net assets:							
Operations:							
Net investment income (loss)	\$ 7,187,995	\$	6,255,357	\$	(289,667)	\$	(254,291)
Net realized gain (loss) from Underlying Funds	21,537		(293,358)		2,922,037		1,326,334
Net change in unrealized appreciation (depreciation)							
on investments in Underlying Funds and Wrapper			(0. (= 0. 0 = 0)				(0.007.500)
Agreements	 6,947,129		(3,170,058)		3,377,405		(3,237,528)
Net increase (decrease) in net assets resulting from operations	14,156,661		2 704 044		6 000 775		(0.405.405)
resulting nom operations	 14,100,001		2,791,941		6,009,775		(2,165,485)
Plan share transactions:							
Subscriptions:							
Class A	25,590,728		17,849,939		4.648.674		4,365,877
Class B	780,151		1,969,983		53,874		458,672
Class C	13,383,326		10,106,467		1,643,215		1,515,578
Direct	-		-		-		-
Total subscriptions	 39,754,205		29,926,389		6,345,763		6,340,127
Redemptions:							
Class A	(10,643,805)		(6,629,590)		(2,218,822)		(2,203,518)
Class B	(4,268,212)		(3,873,343)		(834,220)		(870,529)
Class C	(7,432,518)		(6,106,002)		(1,012,526)		(1,087,796)
Direct	 -		-		-		-
Total redemptions	(22,344,535)		(16,608,935)		(4,065,568)		(4,161,843)
Net increase (decrease) in net assets							
resulting from plan share transactions	 17,409,670		13,317,454		2,280,195		2,178,284
Net increase (decrease) in net assets	31,566,331		16,109,395		8,289,970		12,799
Net assets:							
Beginning of Year	121,900,294		105,790,899		29,539,456		29,526,657
End of Year	\$ 153,466,625	\$	121,900,294	\$	37,829,426	\$	29,539,456

	Franklin Templeton Stable Value 529 Portfolio			 Mutual Shares 529 Portfolio			
		Year Ended J	une 30,	 Year Ended June 30,			
		2013	2012	 2013		2012	
Increase (decrease) in net assets:							
Operations:							
Net investment income (loss)	\$	24,834	\$ 29,078	\$ 761,933	\$	876,058	
Net realized gain (loss) from Underlying Funds		(149,858)	-	(3,007)		(583,336)	
Net change in unrealized appreciation (depreciation)							
on investments in Underlying Funds and Wrapper							
Agreements		(235,910)	(137,555)	 11,286,693		(1,319,700)	
Net increase (decrease) in net assets							
resulting from operations		(360,934)	(108,477)	 12,045,619		(1,026,978)	
Plan share transactions:							
Subscriptions:							
Class A		12,954,113	11,245,856	7,671,715		6,014,522	
Class B		2,614,075	1,745,866	287,643		702,696	
Class C		12,624,897	8,513,582	2,093,309		1,838,324	
Direct		7,382,685	10,989,485	-			
Total subscriptions		35,575,770	32,494,789	 10,052,667		8,555,542	
Redemptions:							
Class A		(8,558,868)	(6,071,382)	(4,891,953)		(4,834,863)	
Class B		(2,531,499)	(4,124,431)	(2,576,899)		(2,174,285)	
Class C		(9,103,931)	(7,241,846)	(2,870,527)		(2,823,597)	
Direct		(6,205,020)	(8,744,760)	 -		-	
Total redemptions		(26,399,318)	(26,182,419)	(10,339,379)		(9,832,745)	
Net increase (decrease) in net assets							
resulting from plan share transactions		9,176,452	6,312,370	 (286,712)		(1,277,203)	
Net increase (decrease) in net assets		8,815,518	6,203,893	11,758,907		(2,304,181)	
Net assets:							
Beginning of Year		72,013,815	65,809,922	60,381,573		62,685,754	
End of Year	\$	80,829,333	\$ 72,013,815	\$ 72,140,480	\$	60,381,573	

	:	S&P 500 Index Fund 529 Portfolio Year Ended June 30,			Templeton Growth 529 Portfolio Year Ended June 30,			
		2013		2012		2013		2012
Increase (decrease) in net assets:								
Operations:								
Net investment income (loss)	s	1.165.700	\$	810.266	\$	734,746	\$	848.636
Net realized gain (loss) from Underlying Funds		441,447		412,162		(555,262)		(1,561,558)
Net change in unrealized appreciation (depreciation)								
on investments in Underlying Funds and Wrapper								
Agreements		11,084,612		1,429,298		13,831,714		(6,181,770)
Net increase (decrease) in net assets								
resulting from operations		12,691,759		2,651,726		14,011,198		(6,894,692)
Plan share transactions:								
Subscriptions:								
Class A		4,516,233		3,074,277		6,790,779		5,593,159
Class B		88,227		315,718		111,300		431,426
Class C		1,958,363		1,011,354		2,090,147		1,571,927
Direct		8,877,912		7,442,886		-		-
Total subscriptions		15,440,735		11,844,235		8,992,226		7,596,512
Redemptions:								
Class A		(1,653,491)		(1,321,606)		(4,740,507)		(5,380,881)
Class B		(966,494)		(925,633)		(2,233,598)		(2,137,399)
Class C		(644,260)		(551,264)		(3,211,941)		(3,061,492)
Direct		(3,987,307)		(4,313,010)		-		-
Total redemptions		(7,251,552)		(7,111,513)		(10,186,046)		(10,579,772)
Net increase (decrease) in net assets								10 000 000
resulting from plan share transactions		8,189,183		4,732,722		(1,193,820)		(2,983,260)
Net increase (decrease) in net assets		20,880,942		7,384,448		12,817,378		(9,877,952)
Net assets:								
Beginning of Year		58,665,153		51,280,705		56,283,632		66,161,584
End of Year	\$	79,546,095	\$	58,665,153	\$	69,101,010	\$	56,283,632

		Total Year Ended June 30,				
		2013		2012		
Increase (decrease) in net assets: Operations:						
Net investment income (loss) Net realized gain (loss) from Underlying Funds Net change in unrealized appreciation (depreciation) on investments in Underlying Funds and Wrapper	\$	43,493,947 65,894,209	\$	42,532,893 27,745,013		
Agreements		240,861,996		(150,954,241)		
Net increase (decrease) in net assets						
resulting from operations		350,250,152		(80,676,335)		
Plan share transactions: Subscriptions:						
Class A		492,805,640		392,549,062		
Class B		492,803,040		62,258,470		
Class C		220,991,335		187,073,730		
Direct		221,136,535		180,067,119		
Total subscriptions		975,475,555		821,948,381		
Redemptions:		515,415,555		021,040,001		
Class A		(318,574,555)		(240,145,169)		
Class B		(96,280,095)		(97,431,950)		
Class C		(178,470,522)		(150,280,325)		
Direct		(184,195,986)		(136,557,107)		
Total redemptions		(777,521,158)		(624,414,551)		
Net increase (decrease) in net assets						
resulting from plan share transactions		197,954,397		197,533,830		
Net increase (decrease) in net assets		548,204,549		116,857,495		
Net assets:						
Beginning of Year		2,729,278,629		2,612,421,134		
End of Year	\$	3,277,483,178	\$	2,729,278,629		