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VANGUARD ADVISERS, INC.  
100 VANGUARD BLVD  
MALVERN, PA 19355

**VANGUARD STABLE VALUE GROUP**

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[WWW.VANGUARD.COM](http://WWW.VANGUARD.COM)

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This brochure provides information about the qualifications and business practices of Vanguard's Stable Value Group, a service of Vanguard Advisers, Inc. ("VAI"). If you have any questions about the contents of this brochure, please contact Danielle Thompson at 610-503-7236. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about VAI also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

VAI is a registered investment adviser with the SEC. Registration does not imply a certain level of skill or training.

## **MATERIAL CHANGES:**

There have been no material changes in the Stable Value Group's advisory business, compensation, disciplinary information, or other practices.

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## **ADVISORY BUSINESS**

Vanguard Advisers, Inc. (“VAI”) is a Pennsylvania corporation that provides investment advisory services to a wide variety of clients. VAI was incorporated and has been in business since 1995. VAI is 100% owned by Goliath, Inc., a Delaware corporation. As such, VAI is an indirect, wholly owned subsidiary of The Vanguard Group, Inc. (“Vanguard”), the sponsor and manager of the family of mutual funds comprising The Vanguard Group of Investment Companies (the “Vanguard Funds”), which VAI typically recommends as investments.

### **The Stable Value Group**

The Stable Value Group (“Stable Value”) is comprised of a team of advisers who provide investment advisory and discretionary management services to Stable Value Accounts (“Accounts”), which are separate accounts that are offered as investment options in state-sponsored college savings plans. Each Account seeks income consistent with the preservation of principal through its ownership of funding agreements issued by one or more insurance companies, and other types of eligible fixed-income investments, as well as shares of Vanguard Prime Money Market Fund.

Stable Value is responsible for continuously reviewing, supervising, and administering the Accounts’ investment guidelines. These activities include managing and determining the investments that are bought, sold, exchanged, converted and otherwise traded by the Accounts; and providing the appropriate records and documentation concerning these activities.

Stable Value manages \$1,621,359,708 in assets (as-of 12/31/2011) on a discretionary basis. Stable Value does not manage non-discretionary assets.

## **FEES AND COMPENSATION**

VAI is paid a contractually negotiated fee based on a percentage of Account assets under management. Currently, those advisory fees are zero.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Neither VAI nor Stable Value receives performance-based fees for advisory services provided to clients.

## **TYPES OF CLIENTS**

Stable Value provides advisory services to stable value accounts that are offered as investment options in state-sponsored college savings plans.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

The Stable Value Group provides advisory services to Portfolios that are offered as investment options in state-sponsored college savings plans. The Portfolios generally direct all assets into short-term reserves, through which indirectly invests in funding agreements issued by one or more insurance companies, as well as in shares of Vanguard Prime Money Market Fund. Funding agreements are interest-bearing contracts that are structured to preserve principal and accumulate interest earnings over the life of the investment. Funding agreements generally pay interest at a fixed interest rate and have fixed maturity dates that normally range from 2 to 5 years. Investments in new funding agreements are based upon available liquidity in the Portfolio and the competitiveness of the interest rates offered by eligible high-quality issuers, and depend on market conditions and trends. There is a limited universe of high-quality insurance companies and other issuers that issue investments eligible for purchase. Within certain constraints, Vanguard seeks to diversify among eligible issuers and investments. If necessary, the Portfolio may invest all, or a large portion, of its assets in Vanguard Prime Money Market Fund to limit its exposure to any single issuer or to meet normal liquidity needs.

The Prime Money Market Fund invests in high-quality, short-term money market instruments, including certificates of deposit, banker's acceptances, commercial paper, and other money market securities. To be considered high-quality, a security generally must be rated in one of the two highest credit-quality categories for short-term securities by at least two nationally recognized rating services (or by one, if only one rating service has rated the security). If unrated, the security must be determined by Vanguard to be of quality equivalent to securities in the two highest credit-quality categories. The Portfolio has a longer average maturity than most money market funds, which should result in higher yields when interest rates are stable or declining. However, because only a portion of the Portfolio's investment matures each year, its yield will change more slowly than that of a money market fund. As a result, when interest rates are rising, the Portfolio's yield may fall below money market funds' yields for an extended time period.

The Portfolio primarily is subject to inflation risk and industry concentration risk. It also has low levels of credit risk, income risk, manager risk, and derivatives risk. Funding agreements are backed by the financial strength of the insurance companies that issue the contracts. Every effort is made to select high-quality insurance companies. However, the Portfolio may lose value if an insurance company is unable to make interest or principal payments when due.

### **VAI's investment methodology**

VAI's investment methodology incorporates our own investment philosophies and beliefs, such as the benefits of cost effective strategies, high-credit quality investments, and risk management. Our methodology, which is approved and periodically reviewed

by senior Vanguard management, is based on Vanguard's own fundamental research, as well as research obtained from a wide variety of external sources, both public and private. Our methodology is driven by long-term financial goals, not by market-timing or short-term investment performance.

Please remember that all investments, involve some risk, including possible loss of principal. Be aware that fluctuations in the financial markets and other factors may cause declines in the value of your account. There is no guarantee that any particular asset allocation or mix of funds will meet your investment objectives or provide you with a given level of income. Diversification does not ensure a profit or protect against a loss in a declining market.

## **DISCIPLINARY INFORMATION**

VAI has no disciplinary information to disclose.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **The Vanguard Group, Inc. (Vanguard)**

Through an intermediary entity, VAI is 100% owned by The Vanguard Group, Inc. (Vanguard). Vanguard, also a registered investment adviser, provides a range of investment advisory and administrative services to the Vanguard family of mutual funds (Vanguard funds). Vanguard is truly a *mutual* mutual fund company. It is owned jointly by the funds it services and thus indirectly by the shareholders in those funds. Most other mutual funds are operated by management companies that may be owned by one person, by a private group of individuals, or by public investors who own the management company's stock. The management fees charged by these companies include a profit component over and above the companies' cost of providing these services. By contrast, Vanguard provides services to its member funds on an at-cost basis, with no profit component, which helps to keep the funds' expenses low.

When giving advice to clients, VAI will recommend the purchase of Vanguard Funds serviced by VAI's corporate parent, Vanguard. VAI addresses the competing interests that could arise between us and our clients as a result of recommending proprietary funds by relying on our time-tested investment philosophies and beliefs, such as the benefits of low costs, diversification, and indexing, when formulating target allocations for clients. VAI discloses to prospective clients that it recommends Vanguard Funds prior to or at the establishment of the advisory relationship. Although acting in accordance with VAI's advice to purchase Vanguard's proprietary funds will result in the payment of fees to the Vanguard Funds and ETFs that are separate from, and in addition to, any fees assessed by VAI, any competing interests that could arise are mitigated by the at-cost nature of Vanguard's services to the funds. Clients may separately arrange for the provision of advice by another provider that

has no material affiliation with and receives no compensation in connection with the mutual funds, securities, or other property that is the subject of the advice.

#### **Vanguard Marketing Corporation (VMC)**

Shares of the Vanguard Funds are marketed and distributed by Vanguard Marketing Corporation (VMC), a registered broker-dealer that is a wholly owned subsidiary of Vanguard, and an affiliate of VAI. VMC's marketing and distribution services are conducted on an at-cost basis in accordance with the terms and conditions of a 1981 exemptive order from the Securities and Exchange Commission, which permits Vanguard Funds to internalize and jointly finance such activities. Each Vanguard Fund (other than a fund of funds) or each share class of a fund (in the case of a fund with multiple share classes) pays its allocated share of VMC's marketing costs. VMC does not receive transaction based compensation in connection with the distribution of the Vanguard Funds.

When giving advice to clients, VAI will recommend the purchase of Vanguard Funds distributed by VAI's affiliate, VMC. Since VMC performs its marketing and distribution services on an at-cost basis and does not receive transaction based compensation in connection with the distribution of the Vanguard Funds, no competing interests arise from VAI's affiliation with VMC.

Certain members of VAI's management and the Stable Value Group are registered representatives of or are affiliated with VMC. Please refer to the Stable Value supplement for further information.

#### **Vanguard Fiduciary Trust Company (VFTC)**

VAI is also affiliated with Vanguard Fiduciary Trust Company (VFTC), a limited purpose trust company incorporated under the banking laws of the Commonwealth of Pennsylvania and a wholly-owned subsidiary of Vanguard. VFTC serves as trustee and investment adviser for certain collective investment funds and collective investment trusts offered by Vanguard as eligible investments options by some retirement plans.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

VAI operates under a Code of Ethics that complies with Rule 17j-1 of the Investment Company Act of 1940 and Rule 204A-1 of the Investment Advisers Act of 1940.

The Code sets forth fiduciary standards that apply to all employees, incorporates Vanguard's insider trading policy, and governs outside employment and receipt of gifts. Additionally, the Code imposes restrictions on the personal securities trading of Vanguard employees, as well as reporting requirements. The trading restrictions and reporting requirements are more involved for employees that have access to

information about Vanguard Fund trading activity or Vanguard client trading activity and are designed to ensure that Vanguard employees do not misuse fund and/or client information for their own benefit.

Vanguard will provide a copy of its Code of Ethics to any client or prospective client upon request at no charge.

Please see the section of this Brochure entitled “Other Financial Industry Activities and Affiliations” for a discussion of VAI’s affiliations with other Vanguard entities, and how those affiliations may impact clients of VAI.

## **BROKERAGE PRACTICES**

VAI does not recommend broker-dealers in connection with client transactions arising out of VAI’s advice.

## **REVIEW OF ACCOUNTS**

Vanguard provides quarterly Account updates concerning the financial status of each Account, its current assets, significant account activities, including guideline compliance, and other relevant information. In addition, Vanguard provides investment reviews that include, but are not limited to: total assets, trading activities, portfolio holdings and performance reviews, and other measures.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

VAI receives no economic benefits from persons that are not clients for providing investment advice or advisory services to its clients.

VAI does not directly or indirectly compensate any person who is not a supervised person for client referrals.

## **CUSTODY**

VAI does not have custody of client funds or securities through the Stable Value advisory service.

## **INVESTMENT DISCRETION**

Stable Value has discretion over the assets invested in the Accounts, which are the separate accounts offered as investment options in state-sponsored college savings plans.

## **VOTING CLIENT SECURITIES**

VAI will not vote client securities through this service. The exercise of all voting rights associated with any security or other property held by a client shall be the responsibility of the client. VAI will not advise or act for the client in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the client or the issuers of those securities. Proxies will be delivered to the client through the issuer, by its custodian or its agent.

## **FINANCIAL INFORMATION**

VAI is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

## **REQUIREMENTS FOR STATE-REGISTERED ADVISERS**

VAI is a federally registered investment adviser.