June 12, 2012

RE: Upcoming CollegeCounts 529 Underlying Fund Change

Thank you for investing in the CollegeCounts 529 Advisor Plan. In our continued effort to provide Program participants with "best-in-class" investment options, Union Bank and its consultant, Wilshire Associates, and the CollegeCounts 529 Investment Committee, along with its consultant, PCA, review and monitor the Program's asset allocations, investment structure and underlying investment funds on an ongoing basis. As part of that process, the Program is replacing the Harbor Large Cap Value Fund with the Cohen & Steers Dividend Value Fund.

This change is summarized below and detailed in the attached Program Disclosure Statement Supplement.

Fund Change

Cohen & Steers Dividend Value Fund replacing the Harbor Large Cap Value Fund

On May 23, 2012, the Harbor Large Cap Value Fund announced that it was replacing its current subadvisor with a new subadvisor that utilizes a more concentrated investment strategy. As a result of this investment style change, we are replacing the Harbor Large Cap Value Fund with the Cohen & Steers Dividend Value Fund. The Cohen & Steers Dividend Value Fund is managed by the same team of portfolio managers that previously managed the Harbor Large Cap Value Fund from 2007 to May 2012. The change to the Cohen & Steers Dividend Value Fund is being made to maintain the same investment process and management team formerly with the Harbor Large Cap Value Fund at a comparable cost.

New Fund ➔ Cohen & Steers Dividend Value Fund (Ticker: DVFIX) – the investment objectives of the fund are to provide long-term growth of income and capital appreciation. The Cohen & Steers strategy incorporates an active fundamental bottom-up investment process with a focus on sustainable cash flow and high dividend growth. The strategy is fairly diversified with 60 - 80 holdings and has shown consistent portfolio characteristics with moderate benchmark sensitivity.

This change will be made in the Age-Based, Target, and Individual Fund Portfolios.

What do you need to do? As a current investor no action will be required on your part. The changes will be made to the Portfolios on Wednesday, June 20th. These changes to the Program are not considered an investment change to your Account.

What if I want to invest differently than outlined? The IRS allows one investment change per calendar year or upon a change of beneficiary. If you have not used your investment change in 2012, you may use your investment change to select a new Portfolio(s). If you are uncertain whether you have already used your investment change in 2012, please feel free to contact us. You should also consult with your investment professional if you elect to change the Portfolios in which you invest.

If you have questions regarding the Program, your account, or the upcoming change, please feel free to contact one of our customer care representatives at (866) 529 – 2228 between 7:30 am and 6:00 pm CT (M – F), or contact your investment professional. Thank you for investing with CollegeCounts.

Sincerely,

CollegeCounts 529 Fund

TREASURY DEPARTMENT ALABAMA

Offered by the State of Alabama

CollegeCounts[SM]
Alabama's 529 Fund

COLLEGECOUNTS 529 FUND ADVISOR PLAN
PROGRAM DISCLOSURE STATEMENT

Supplement dated June 20, 2012
to the Program Disclosure Statement dated July 30, 2010

The Program Disclosure Statement dated July 30, 2010, as supplemented, is hereby amended as follows:

❖ Underlying Fund to be Replaced in the Age-Based, Target, and Individual Fund Portfolios

Effective June 20, 2012 the Harbor Large Cap Value Fund will be replaced in the Age-Based, Target, and Individual Fund Portfolios by the Cohen & Steers Dividend Value Fund. On June 20, 2012, funds invested in the Harbor Large Cap Value Fund will automatically be liquidated and reinvested in the Cohen & Steers Dividend Value Fund. The Harbor Large Cap Value Fund will no longer be offered as an Individual Fund Portfolio.

The Program Disclosure Statement is further amended as follows:

- The Program Highlights under the description of Investment Funds is revised to read as follows:

  PIMCO, BlackRock, T. Rowe Price, Northern Funds, Fidelity, American Century, William Blair, Lazard, Neuberger Berman, Lord Abbett, and Cohen & Steers.

- The following *"Individual Fund Portfolio"* on page 13 is deleted: Harbor Large Cap Value 529 Portfolio.

- The following *"Individual Fund Portfolio"* is added to page 13 under the Domestic (U.S.) Equity 529 Portfolios section:

  Cohen & Steers Dividend Value 529 Portfolio – invests solely in the Cohen & Steers Dividend Value Fund. The investment objectives of the fund are to provide long-term growth of income and capital appreciation.

- All references to the Harbor Large Cap Value Fund in the Program Disclosure Statement are deleted and Cohen & Steers Dividend Value Fund is inserted in its place.

- Under the heading *"Plan Fees and Expenses – What Does the Plan Cost?"* beginning on page 17 of the Program Disclosure Statement, the Fee and Expense tables for each Fee Structure describing the Portfolios (which were restated in their entirety in the Supplement dated January 31, 2012) are revised to include the estimated underlying fund expense and the estimated total annual asset-based fee for each Fee Structure in the Portfolio, as set forth in the table below:

Investment Portfolio	Estimated Underlying Fund Expense*	Estimated Total Annual Asset-Based Fees Fee Structure A	C	F
Cohen & Steers Dividend Value 529 Portfolio	0.65%	1.32%	1.57%	1.07%

* Based on the fund's most recent prospectus.

- The following addition is made to the Hypothetical Expense Example on page 22 and 23 as updated with the Supplement dated January 31, 2012.

Approximate Cost of a $10,000 Investment												
	One Year			Three Years			Five Years			Ten Years		
	A	C	F	A	C	F	A	C	F	A	C	F
Cohen & Steers Dividend Value 529 Portfolio	$481	$161	$110	$756	$499	$342	$1,052	$861	$593	$1,892	$1,878	$1,311

NEW INVESTMENT FUND DESCRIPTION - In *"Exhibit C – Investment Portfolios and Underlying Fund Information"* beginning on page 38, the summary and description of the investment objectives and strategies, and primary risks of the new investment fund are set forth as follows:

Cohen & Steers Dividend Value Fund (Class I)

Investment Objective. The investment objectives of the fund are to provide long-term growth of income and capital appreciation.

Principal Investment Strategies. Under normal market conditions, the fund invests at least 80% of its net assets in a portfolio of dividend-paying common stocks and preferred stocks that have the potential to deliver regular income and to offer the opportunity for long-term growth of income and capital appreciation. The fund invests primarily in companies with large market capitalizations similar to those of companies included in the Russell 1000 Value Index, typically using a "value approach." A value approach seeks to identify companies that appear to be undervalued by various measures and may be temporarily out of favor but have good prospects for capital appreciation and dividend growth.

The fund may invest up to 20% of its net assets in securities issued by real estate investment trusts (REITs). REITs are companies that own interests in real estate or in real estate related loans or other interests and their revenue primarily consists of rent derived from owned, income producing real estate properties and capital gains from the sale of such properties.

The fund may write (sell) covered call options on securities the fund holds in its portfolio.

The fund may also invest up to 20% of its net assets in bonds and other fixed-income securities of any maturity.

The fund may invest up to 25% of its net assets in securities of foreign issuers which meet the same criteria for investment as domestic companies, including investments in such companies in the form of American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs) and European Depositary Receipts (EDRs).

The fund may engage in foreign currency transactions, including foreign currency forward contracts, futures contracts, options, swaps and other similar strategic transactions in connection with its investments in securities of non-U.S. companies.

The fund may also invest up to 20% of its net assets in securities that at the time of investment are rated below investment grade by a nationally recognized statistical rating organization, or that are unrated but judged to be below investment grade by the Advisor. Such securities are commonly known as "high-yield" or "junk" securities.

PRINCIPAL RISKS

Investment Risk. An investment in the fund is subject to investment risk, including the possible loss of the entire principal amount that you invest.

Market Risk. Your investment in fund shares represents an indirect investment in the securities owned by the fund. The value of these securities, like other investments, may move up or down, sometimes rapidly and unpredictably. Your fund shares at any point in time may be worth less than what you invested, even after taking into account the reinvestment of Fund dividends and distributions.

Common Stock Risk. While common stock has historically generated higher average returns than fixed income securities, common stock has also experienced significantly more volatility in those returns. An adverse event, such as an unfavorable earnings report, may depress the value of common stock held by the fund. Also, the price of common stock is sensitive to general movements in the stock market. A drop in the stock market may depress the price of common stock held by the fund.

Preferred Securities Risk. There are various risks associated with investing in preferred securities, including credit risk, interest rate risk, deferral and omission of distributions, subordination to bonds and other debt securities in a company's capital structure, call, reinvestment and income risk, limited liquidity, limited voting rights and special redemption rights.

REIT Risk. REITs are dependent upon management skills and generally may not be diversified. REITs are also subject to heavy cash flow dependency, defaults by borrowers and self-liquidation. In addition, REITs could possibly fail to qualify for pass-through of income under applicable tax laws. Various other factors may also adversely affect a borrower's or a lessee's ability to meet its obligations to the REIT. In the event of a default by a borrower or lessee, the REIT may experience delays in enforcing its rights as a mortgagee or lessor and may incur substantial costs associated with protecting its investments.

Real Estate Market Risk. Property values may fall due to increasing vacancies or declining rents resulting from unanticipated economic, legal, cultural or technological developments. Real estate company prices also may drop because of the failure of borrowers to pay their loans and poor management, and residential developers, in particular, could be negatively impacted by falling home prices, slower mortgage origination and rising construction costs.

Covered Call Options Risk. The fund may write (sell) covered call options on securities the fund holds in its portfolio. This strategy is designed to generate additional income from the fund's portfolio holdings, but also results in certain risks. With respect to portfolio holdings on which the Fund has written a covered call option, the fund will forgo the opportunity to benefit from potential increases in the value of that security, but will continue to bear the risk of declines in the value of the security.

Fixed-Income Securities Risk. Fixed-income securities generally present various types of risk, including interest rate risk, which is the risk that bond prices will decline because of rising interest rates, and credit risk, which is the chance that the issuer of a fixed-income security will fail to timely pay interest and principal or that a debt security's price declines because of negative perceptions of an issuer's ability to pay interest and principal.

Foreign (Non-U.S.) Securities Risk. Risks of investing in foreign securities include currency risks, future political and economic developments and possible imposition of foreign withholding taxes on income payable on the securities. In addition, there may be less publicly available information about a foreign issuer than about a domestic issuer, and foreign issuers may not be subject to the same accounting, auditing and financial recordkeeping standards and requirements as domestic issuers.

Foreign Currency and Currency Hedging Risk. Although the fund will report its net asset value (NAV) and pay dividends in U.S. dollars, foreign securities often are purchased with and make any dividend and interest payments in foreign currencies. Therefore, the fund's investments in foreign securities will be subject to foreign currency risk, which means that the fund's NAV could decline solely as a result of changes in the exchange rates between foreign currencies and the U.S. dollar. Certain foreign countries may impose restrictions on the ability of issuers of foreign securities to make payment of principal, dividends and interest to investors located outside the country, due to blockage of foreign currency exchanges or otherwise.

The fund may, but is not required to, engage in various investments that are designed to hedge the fund's foreign currency risks, including foreign currency forward contracts, foreign currency futures contracts, put and call options on foreign currencies, foreign currency swaps and other similar strategic transactions. Such transactions may reduce returns or increase volatility, perhaps substantially.

Credit Risk and Below Investment Grade Securities Risk. Credit risk is the risk that a security in the fund's portfolio will decline in price or the issuer will fail to make dividend, interest or principal payments when due because the issuer of the security experiences a decline in its financial status. Lower-rated securities, or equivalent unrated securities, which are commonly known as "high-yield bonds" or "junk bonds," generally involve greater volatility of price and risk of loss of income and principal, and may be more susceptible to real or perceived adverse economic and competitive industry conditions than higher grade securities. It is reasonable to expect that any adverse economic conditions could disrupt the market for lower-rated securities, have an adverse impact on the value of those securities and adversely affect the ability of the issuers of those securities to repay principal and interest on those securities.