CollegeCounts 529 Fund Advisor Plan
Program Disclosure Statement

Supplement dated January 11, 2018
to the Program Disclosure Statement dated September 28, 2016

The CollegeCounts 529 Fund Advisor Plan's (the "Plan") Program Disclosure Statement dated September 28, 2016, is hereby amended as follows:

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

Effective February 6, 2018, the Cohen & Steers Dividend Value Fund, Inc. (Ticker: DVFIX) will be replaced in the Age-Based, Target, and Individual Fund Portfolios by the DFA U.S. Large Cap Value Portfolio (Ticker: DFLVX). On February 6, 2018, amounts invested in the Cohen & Steers Dividend Value Fund in the Age-Based and Target Portfolios will automatically be liquidated and reinvested into the DFA U.S. Large Cap Value Portfolio.

The Cohen & Steers Dividend Value 529 Portfolio will no longer be offered as an Individual Fund Portfolio in the Plan as of February 6, 2018. If your Account is invested in the Cohen & Steers Dividend Value 529 Portfolio on that date, those amounts will automatically be transferred to a new Individual Fund Portfolio which will invest solely in the DFA U.S. Large Cap Value 529 Portfolio. In addition, any future Contributions that were directed to the Cohen & Steers Dividend Value 529 Portfolio will be invested into the DFA U.S. Large Cap Value 529 Portfolio.

Expanded Qualified Higher Education Expenses

Section 529 of the Internal Revenue Code of 1986, as amended (the "Code"), has expanded, for distributions made after December 31, 2017, the definition of qualified higher education expenses to include expenses for tuition in connection with the enrollment or attendance at an elementary or secondary public, private or religious school. However, the Alabama statute establishing the Plan does not permit such distributions and will need to be modified to permit such distributions. In the event that the Alabama statute in the future authorizes such distributions, the Plan and this Program Disclosure Statement will be further supplemented. In the event the Alabama statute is modified to permit such distributions, such distributions from all qualified tuition programs with respect to a beneficiary during any taxable year shall, in the aggregate, not include more than $10,000 in expenses for such tuition incurred during the taxable year in connection with the enrollment or attendance of the beneficiary at an elementary or secondary public, private or religious school. You should always consult with your tax advisor regarding your individual situation.

Rollovers to ABLE Programs from CollegeCounts

Effective for periods prior to January 1, 2026, you may direct a transfer of money from your Account to an ABLE account (as defined in section 529A(e)(6)) of the Beneficiary or a member of the family of the accounts Beneficiary, subject to the contribution limits for ABLE accounts. Such amounts would count towards the overall limitations on contributions to an ABLE account within a tax year, and any excess amount would be included in the distributee's gross income as provided under Section 72 of the Internal Revenue Code. You should consult with your tax advisor as to the effect for federal and Alabama income tax purposes of a proposed rollover to an ABLE account.

Gift Tax Annual Exclusion Increase in 2018

For federal gift tax purposes, Contributions to an Account are considered a gift from the contributor to the Beneficiary that is eligible for the annual gift tax exclusion. For 2017, the annual exclusion was $14,000 per donee. For 2018, the annual exclusion is increasing to $15,000 per donee. A married donor whose spouse elects on a United States Gift Tax Return Form 709 to "split" gifts with his or her spouse could contribute up to $28,000 in 2017 and up to $30,000 in 2018.

In addition, you may elect to have the amount you contributed in any calendar year treated as though you made one-fifth of the Contribution that year, and one-fifth of the Contribution in each of the next four calendar years. (Such an election, however, must be made on the United States Gift Tax Return Form 709). This means that you could contribute up to $70,000 to an Account in 2017, or up to $75,000 beginning in 2018, without the Contributions being considered a taxable gift, provided that you make no other gifts to the Beneficiary in the same year or in any of the succeeding four calendar years. Moreover, a married contributor whose spouse elects on a United States Gift Tax Return Form 709 to "split" gifts with his or spouse may contribute up to $140,000 in 2017 or $150,000 beginning in 2018 without the Contribution's being considered a taxable gift, provided that neither spouse makes any other gifts to the Beneficiary in the same year or in any of the succeeding four calendar years.

Fee and Expense Table

The following table sets forth the Plan's estimate of the fees and expenses applicable to the Target and Age-Based Portfolios and the DFA U.S. Large Cap Value 529 Portfolio. The "Total Annual Asset-Based Fees" below include the estimated underlying fund expenses, Program Management Fee, State Fee, and any applicable annual servicing fees under Fee Structure A, B, C, or F. In addition, Fee Structure A has a 3.50% maximum initial sales charge. The Plan charges a $12 account fee that is waived for accounts that have either an Alabama account owner or beneficiary. Underlying fund expenses and the fund description information on page 3 are based on the applicable fund's most recent prospectus dated prior to December 6, 2017.

	Total Annual Asset-Based Fees			
	Fee Structure A	Fee Structure C	Fee Structure F	*Closed to New Investors* Fee Structure B
Target Portfolios				
Fund 100	1.13%	1.38%	0.88%	1.88%
Fund 80	1.13%	1.38%	0.88%	1.88%
Fund 60	1.14%	1.39%	0.89%	1.89%
Fund 40	1.12%	1.37%	0.87%	1.87%
Fund 20	1.06%	1.31%	0.81%	1.81%
Fixed Income Fund	0.91%	1.16%	0.66%	1.66%
Aggressive Age-Based Portfolios				
Ages 0 -2	1.13%	1.38%	0.88%	1.88%
Ages 3 – 5	1.12%	1.37%	0.87%	1.87%
Ages 6 – 8	1.13%	1.38%	0.88%	1.88%
Ages 9 – 10	1.14%	1.39%	0.89%	1.89%
Ages 11 – 12	1.14%	1.39%	0.89%	1.89%
Ages 13 – 14	1.12%	1.37%	0.87%	1.87%
Ages 15 – 16	1.12%	1.37%	0.87%	1.87%
Ages 17 – 18	1.10%	1.35%	0.85%	1.85%
Ages 19 plus	1.06%	1.31%	0.81%	1.81%
Moderate Age-Based Portfolios				
Ages 0 -2	1.12%	1.37%	0.87%	1.87%
Ages 3 – 5	1.13%	1.38%	0.88%	1.88%
Ages 6 – 8	1.14%	1.39%	0.89%	1.89%
Ages 9 – 10	1.14%	1.39%	0.89%	1.89%
Ages 11 – 12	1.12%	1.37%	0.87%	1.87%
Ages 13 – 14	1.12%	1.37%	0.87%	1.87%
Ages 15 – 16	1.10%	1.35%	0.85%	1.85%
Ages 17 – 18	1.06%	1.31%	0.81%	1.81%
Ages 19 plus	1.00%	1.25%	0.75%	1.75%
Conservative Age-Based Portfolios				
Ages 0 -2	1.13%	1.38%	0.88%	1.88%
Ages 3 – 5	1.14%	1.39%	0.89%	1.89%
Ages 6 – 8	1.14%	1.39%	0.89%	1.89%
Ages 9 – 10	1.12%	1.37%	0.87%	1.87%
Ages 11 – 12	1.12%	1.37%	0.87%	1.87%
Ages 13 – 14	1.10%	1.35%	0.85%	1.85%
Ages 15 – 16	1.06%	1.31%	0.81%	1.81%
Ages 17 – 18	1.00%	1.25%	0.75%	1.75%
Ages 19 plus	0.91%	1.16%	0.66%	1.66%
DFA U.S. Large Cap Value 529 Portfolio	0.92%	1.17%	0.67%	1.67%

NEW INVESTMENT FUND DESCRIPTION - *"Exhibit C – Investment Portfolios and Mutual Fund Information"* beginning on page 53, the summary and descriptions of the investment objective and strategies, principal risks, and fees and expenses of the new investment fund is set forth as follows:

DFA U.S. Large Cap Value Portfolio *(Ticker: DFLVX)*

Investment Objective

The investment objective of the U.S. Large Cap Value Portfolio is to achieve long-term capital appreciation. The U.S. Large Cap Value Portfolio is a feeder portfolio and pursues its objective by investing substantially all of its assets in its corresponding master fund, the U.S. Large Cap Value Series (the "U.S. Large Cap Value Series") of The DFA Investment Trust Company, which has the same investment objective and policies as the U.S. Large Cap Value Portfolio.

Principal Investment Strategies

The U.S. Large Cap Value Portfolio pursues its investment objective by investing substantially all of its assets in the U.S. Large Cap Value Series. The U.S. Large Cap Value Series, using a market capitalization weighted approach, purchases a broad and diverse group of readily marketable securities of large U.S. companies that the advisor determines to be value stocks. A company's market capitalization is the number of its shares outstanding times its price per share. In general, the higher the relative market capitalization of the U.S. large cap company, the greater its representation in the Series. The advisor may adjust the representation in the Series of an eligible company, or exclude a company, after considering such factors as free float, momentum, trading strategies, liquidity, profitability, and other factors that the advisor determines to be appropriate, given market conditions. Securities are considered value stocks primarily because a company's shares have a high book value in relation to their market value. In assessing profitability, the advisor may consider different ratios, such as that of earnings or profits from operations relative to book value or assets.

As a non-fundamental policy, under normal circumstances, the U.S. Large Cap Value Series will invest at least 80% of its net assets in securities of large cap U.S. companies. As of the date of this prospectus, for purposes of the U.S. Large Cap Value Series, the advisor considers large cap companies to be companies whose market capitalizations are generally in the highest 90% of total market capitalization or companies whose market capitalizations are larger than the 1,000th largest U.S. company, whichever results in the higher market capitalization break. Total market capitalization is based on the market capitalization of U.S. operating companies listed on the New York Stock Exchange ("NYSE"), NYSE MKT LLC, Nasdaq Global Market®, Nasdaq Capital Market®, or such other securities exchanges deemed appropriate by the advisor. Under the advisor's market capitalization guidelines described above, based on market capitalization data as of December 31, 2016, the market capitalization of a large cap company would be $4,230 million or above. This dollar amount will change due to market conditions. The U.S. Large Cap Value Series and the U.S. Large Cap Value Portfolio each may purchase or sell futures contracts and options on futures contracts for U.S. equity securities and indices, to adjust market exposure based on actual or expected cash inflows to or outflows from the Series or Portfolio. The Series and Portfolio do not intend to sell futures contracts to establish short positions in individual securities or to use derivatives for purposes of speculation or leveraging investment returns. The U.S. Large Cap Value Series may lend its portfolio securities to generate additional income.

Principal Risks

Because the value of your investment in the portfolio will fluctuate, there is the risk that you will lose money. The following is a description of principal risks of investing in the portfolio.

***Equity Market Risk**:* Even a long-term investment approach cannot guarantee a profit. Economic, market, political, and issuer-specific conditions and events will cause the value of equity securities, and the portfolio that owns them, to rise or fall. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

***Value Investment Risk**:* Value stocks may perform differently from the market as a whole and following a value-oriented investment strategy may cause the portfolio to at times underperform equity funds that use other investment strategies.

***Derivatives Risk**:* Derivatives are instruments, such as futures contracts, whose value is derived from that of other assets, rates or indices. The use of derivatives for non-hedging purposes may be considered to carry more risk than other types of investments. When the U.S. Large Cap Value Series and U.S. Large Cap Value Portfolio use derivatives, the U.S. Large Cap Value Portfolio will be directly exposed to the risks of those derivatives. Derivative instruments are subject to a number of risks including counterparty, liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index, and the portfolio could lose more than the principal amount invested.

***Securities Lending Risk**:* Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, the U.S. Large Cap Value Series may lose money and there may be a delay in recovering the loaned securities. The U.S. Large Cap Value Series could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. Securities lending also may have certain adverse tax consequences.

***Cyber Security Risk**:* The U.S. Large Cap Value Portfolio's and its service providers' use of internet, technology and information systems may expose the portfolio to potential risks linked to cyber security breaches of those technological or information systems. Cyber security breaches, amongst other things, could allow an unauthorized party to gain access to proprietary information, customer data, or fund assets, or cause the portfolio and/or its service providers to suffer data corruption or lose operational functionality.

Fees & Expenses *(Based on the prospectus dated February 28, 2017)*	
Total Annual Fund Operating Expenses *expenses deducted from fund's assets*	0.27%