

**CollegeCounts 529 Fund Advisor Plan
Program Disclosure Statement**

Supplement #2 dated October 6, 2026 to the
Program Disclosure Statement dated February 18, 2026

This Supplement amends the Program Disclosure Statement dated February 18, 2026 (the “Program Disclosure Statement”). You should read this Supplement in conjunction with the Program Disclosure Statement and retain it for future reference.

1. Maximum Account Balance increase from \$475,000 to \$550,000

Effective November 17, 2026, the aggregate Maximum Account Balance limit for Accounts for a Designated Beneficiary in the Plan, together with any additional accounts in other State of Alabama Section 529 programs, for such Designated Beneficiary, will be increased to \$550,000. All references in the Program Disclosure Statement to the Maximum Account Balance shall, effective November 17, 2026, be deemed to refer to an amount equal to \$550,000.

2. Plan Fees and Expenses Updates

On November 17, 2026, several changes will be made to the plan fees and expenses:

- Reduction of Fee Structure A Front-end Load from 3.50% to 2.50%
- Rollovers into Fee Structure A may be made at NAV
- Elimination of Class B Units
- Updates to mutual fund expense ratios

As a result of those changes, the following information shall be replaced in the Program Disclosure Statement:

A. The “Plan Costs” section of the CollegeCounts 529 Fund Advisor Plan Overview on page 5 is replaced by the following:

<u>Underlying Fund Costs</u>	<u>Range</u>	<u>Average</u>
Age-Based Portfolios	0.28% - 0.42%	0.39%
Target Portfolios	0.28% - 0.41%	0.38%
Individual Fund Portfolios	0.00% - 0.90%	0.40%

<u>Sales Charges</u>	<u>A</u>	<u>C¹</u>	<u>F</u>
Account Sales Charge	2.50%*	none	none
Annual Account Servicing Fee	0.25%	0.50%	none

Other Annual Costs

Program Management Fee	0.21%
State Administration Fee	0.07%
Annual Account Fee	\$12

¹Please see Plan Fees and Expenses on page 32 for additional information on breakpoints, rights of accumulation, and letters of intent.

*Automatically convert to Fee Structure A Units in the month following the 10th anniversary of the purchase date.

(The annual account fee is waived if either the Account Owner or the Designated Beneficiary is an Alabama resident.)

B. The disclosures set forth on pages 32-34 are amended and restated in their entirety as follows:

What Does the Plan Cost?

An annual account fee of \$12 will be deducted from your Account in November of each year. If you close your Account during the year, you will be charged a prorated Account fee. The annual account fee is waived if either the Account Owner or the Designated Beneficiary is an Alabama resident.

A program management fee and a state administration fee are accrued by each Portfolio under the Plan on a daily basis. These fees are not reflected as a direct charge against your Account on your account statements, but rather are reflected as an expense in the daily NAV calculation for each Portfolio, as discussed in “How is the Value of my Account Calculated” above. The program management fee is at an annual rate of 0.21% and the state administrative fee is at an annual rate of 0.07%, each of the average daily net assets of each Portfolio. Under certain circumstances, the Program Manager, in its sole discretion, may waive a portion of its program management fee with respect to a Portfolio. Any such waiver would be voluntary and may be discontinued at any time.

Each Portfolio will also indirectly bear its pro rata share of the fees and expenses of the underlying investments. Although these expenses and fees are not charged to Plan Accounts, they will reduce the investment returns realized by each Portfolio.

Accounts are offered through the Distributor and brokers or other financial advisors to provide Participants the opportunity to establish Accounts with the assistance of a financial professional. When you open an Account with the involvement of a broker or financial advisor you must choose from among Fee Structure A, C or F.

Fee Structure F is available only for Accounts Owners investing in the Program through registered investment advisors or other financial advisors who are not compensated through commissions, but rather through payment of an hourly fee or a percentage of assets under management. The sales charges paid to the Distributor and additional fees associated with each Fee Structure and the Program are described below.

Asset-Based Fees*		
Program Management Fee.....0.21%		
State Administrative Fee.....0.07%		
Sales Charges	Account Sales Charge**	Annual Account Servicing Fee*
Fee Structure A	0% - 2.50%***	0.25%
Fee Structure C	none	0.50%
Fee Structure F	none	none

*Deducted from Portfolio assets.

**Paid directly from each Contribution.

***The exact fee rate applicable to a particular purchase will depend on the aggregate Account Contributions or value in the Account on the date of Contribution.

Additional Fees	
Annual Account Fee.....	\$12
Annual Account Fee (Alabama Account Owner or Designated Beneficiary).....	none
Cancellation Fee.....	none
Change in Designated Beneficiary.....	none
Investment Option Change.....	none

No Annual Account Servicing Fee is charged for the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio.

Except in circumstances described below, the initial sales charge under Fee Structure A is 2.50% of the amount of each Contribution. Contributions made to the Bank Savings 529 Portfolio, the State Street Institutional U.S. Government Money Market 529 Portfolio, or the PIMCO Short-Term 529 Portfolio under Fee Structure A are not subject to an initial sales charge. However, if you transfer funds contributed under Fee Structure A from the Bank Savings 529 Portfolio, the State Street Institutional U.S. Government Money Market 529 Portfolio, or the PIMCO Short-Term 529 Portfolio to a Portfolio in the Plan other than one of these three Portfolios, you will be assessed the sales charges applicable to such new Portfolio under Fee Structure A.

Sales Charge Waivers: The initial sales charge will not apply to Contributions made under Fee Structure A under the following situations:

- Purchases for employees or associated persons, and members of their immediate families (i.e., spouse, minor child, mother, father), of selling institutions that have entered into a selling agent agreement to sell interests in the Plan;
- Contributions that constitute a Qualified Rollover Distribution from another 529 qualified tuition program or a Coverdell Education Savings Account may be made to Accounts under Fee Structure A without the imposition of an initial sales charge. This initial sales charge waiver is only available through certain broker-dealers. Check with your financial advisor to see if you are eligible before initiating a rollover.
- Purchases for customers of selling institutions that have entered into a selling agent agreement to sell interests in the Plan and have requested and received a waiver of the initial sales charge. Certain selling institutions have decided not to participate in all waivers. Check with your representative to see if your financial advisory firm makes a particular waiver available to its customers before initiating the purchase or rollover.
- "Rewards" Contributions generated from the CollegeCounts 529 Rewards Visa® Card.
- "CollegeCounts GiftED" Contributions made by a non Account Owner.
- Purchases by participants in an employer sponsored contribution plan. In order to qualify, an employer must employ at least 25 or more employees. The financial professional working with the employer group as well as a representative for

the employer company must sign the Employer Front-end Load Waiver form to certify that there are at least 25 employees working for the company.

- If you previously paid a front-end sales charge, Contributions that constitute a refund of any Qualified Higher Education Expenses from an Eligible Educational Institution, that are recontributed.
- Shares acquired through reinvestment of dividends.

All other fees applicable to Fee Structure A shares will apply.

To receive an initial sales charge waiver under Fee Structure A, you or your financial advisor must notify the Program Manager at the time you make a Contribution that you qualify for such a waiver.

The 2.50% initial sales charge that an Account Owner pays on each Contribution invested in Fee Structure A will be reduced depending on the aggregate Contributions to Accounts he/she has established in the Program (only the amount of the Contribution reduced by this charge is invested in the Account). This sales charge is used in part to compensate your financial advisor or broker for advising you about the Plan. A portion of the sales charge will be retained by the Program Manager or paid to your financial advisor or broker as a concession. The current sales charge rates and concessions paid to financial advisors or brokers are as follows (due to rounding, the actual sales charge for a particular transaction may be higher or lower than the rates listed):

Amount of Total Contributions to all Accounts of an Account Owner ¹	Initial Sales Charge as a Percentage of Contribution	Up-front Selling Compensation to Financial Advisors or Brokers as a Percentage of Contribution	Ongoing Servicing Compensation to Financial Advisors or Brokers as an Annualized Percentage of Contribution
Less Than \$500,000	2.50%	2.00%	0.25%
\$500,000 - \$999,999	2.00%	1.60%	0.25%
\$1 million and greater ²	0.00%	0.25%	0.25%

¹The Maximum Account Balance is \$550,000 per beneficiary.

²There is no initial sales charge imposed once Contributions aggregate \$1,000,000 or more per Account Owner.

Aggregating Accounts

To receive a reduced Fee Structure A sales charge, Contributions made by you and your immediate family (your spouse and your children under the age of 21) may be aggregated if made for your own Account, and/or a UGMA or UTMA account for one of the above individuals, and/or a trust account established by the above individuals.

Right of Accumulation

A Right of Accumulation permits certain Account Owners to combine the value of assets in their Accounts in the Plan (regardless of the Fee Structure selected) to determine whether a reduced initial sales charge applies to the purchase of Fee Structure A Units. Purchases of the State Street Institutional U.S. Government Money Market 529 Portfolio or the Bank Savings 529 Portfolio may not be combined to reduce your Fee Structure A sales charge. The Program Manager will determine the value of Plan Units you currently own based on the greater of aggregate net Contributions or total shares multiplied by the current Net Asset Value.

To receive a reduced initial sales charge based on the Right of Accumulation, you or your financial advisor must notify the Program Manager that you qualify for such a reduced initial sales charge at the time your Contribution is made. The reduced initial sales charge will be granted upon confirmation of the aggregate Contributions to the applicable Accounts. Such reduced initial sales charge generally will not be applied retroactively to Contributions made prior to the Contribution that qualifies for the applicable reduced initial sales charge.

Letter of Intent

Under a Letter of Intent (a "Letter"), you may be able to reduce the sales charge rate that applies to your purchases of Fee Structure A Units of the Program if you purchase Fee Structure A, Fee Structure C, or Fee Structure F Units. A Letter is an investor's written statement to the Program Manager of his or her intention to purchase a specified value of Fee Structure A, Fee Structure C, Fee Structure F, Units in his or her Accounts in the Plan during the 13-month time period (the "Letter period") which begins on the date of the Account Owner's first share purchase following the establishment of the Letter. The sales charge on each purchase of Fee Structure A Units during the Letter period will be determined based on the rate that would apply to a single lump-sum purchase of Units in the amount intended to be purchased under the Letter. In submitting a Letter,

the Account Owner makes no commitment to purchase Units. However, if the Account Owner does not fulfill the terms of the Letter by the end of the Letter period, he or she agrees to pay the additional initial sales charges that would have been applicable to the Fee Structure A Unit purchases that were made. The Account Owner agrees that Units equal in value to 2% of the intended purchase amount will be held in escrow by the Program Manager for that purpose, as described below. To receive a reduced initial sales charge based on a Letter, you or your financial advisor must notify the Program Manager that you qualify for such a reduced initial sales charge when placing purchase orders during the Letter period.

The escrow terms that apply to Letters are as follows:

1. Out of the initial purchase, and out of subsequent purchases if necessary, the Program Manager will hold in escrow Units equal to 2% of the intended purchase amount specified in the Letter. For example, if the intended purchase amount is \$50,000, the escrow amount would be Units valued at \$1,000 (computed at the offering price for a \$50,000 Unit purchase). Escrowed Units are not eligible for either Qualified or Non-Qualified Withdrawals during the Letter period unless the Account Owner terminates the Letter and pays any applicable sales charge for having failed to meet the purchase requirements of the Letter.
2. If the Letter applies to more than one Account, the Account Owner can designate the Account from which Units will be escrowed. If no Account is selected, the Program Manager will escrow Units in the Account that has the highest dollar balance on the date of the first purchase under the Letter. If there are not sufficient Units to cover the escrow amount in the Account that has the highest dollar balance on such date, then the Program Manager will escrow Units in the Account(s) with the next highest balance(s). If there are not sufficient Units in the Accounts to which the Letter applies, the Program Manager may escrow Units in other Accounts that are linked for Right of Accumulation purposes. Additionally, if there are not sufficient Units available for escrow at the time of the first purchase under the Letter, the Program Manager will escrow future purchases until the escrow amount is met.
3. If the total purchases under the Letter are less than the intended purchases specified, on the first business day after the end of the Letter period the Program Manager will redeem escrowed Units equal in value to the difference between the dollar amount of sales charges actually paid and the amount of sales charges which would have been paid if the total purchases had been made at a single time. Any Units remaining after such redemption will be released from escrow.
4. If the terms of the Letter are fulfilled, the escrowed Units will be promptly released to the Account Owner at the end of the Letter period or at the time of such fulfillment, if earlier.
5. By signing the Letter, the Account Owner irrevocably constitutes and appoints the Program Manager as attorney in-fact to surrender for redemption any or all escrowed Units. In addition to the initial sales charge, Fee Structure A Units also bear an ongoing annual account servicing fee equal to 0.25% of the value of the Fee Structure Units. This fee is accrued daily and reflected in the NAV of each Portfolio.

Automatic conversion of Fee Structure C Units

Effective July 1, 2020, Fee Structure C Units automatically convert to Fee Structure A Units in the month following the tenth anniversary of the purchase date, and will thereafter be subject to the lower ongoing servicing fee applicable to Fee Structure A Units. See "What Does the Plan Cost?". If the tenth anniversary of the purchase date occurred before July 1, 2020, then the conversion will be effective July 2020. The Internal Revenue Service currently takes the position that such automatic conversions are not taxable to shareholders. Should the IRS position change, the automatic conversion feature may be suspended.

Fees set forth under Fee Structure A and C are in addition to all other fees charged against the Account. The annual servicing fees applicable to each Account under each of the Fee Structures are accrued daily and reflected in the NAV of each Portfolio. In consultation with your broker or financial advisor, you should consider carefully your investment goals and objectives when considering which Fee Structure to choose for your Account, including your Designated Beneficiary's age and how often and for how long you intend to contribute to your Account.

The Program Manager may receive and retain from the underlying mutual funds payments for certain administration or other shareholder services associated with maintaining an investment in such underlying mutual funds through omnibus accounts. These amounts are paid directly to the Program Manager by the mutual funds and do not affect the value of your Account or the NAV.

Whether there are any additional transaction, service, administrative, or other fees charged directly by a broker or financial advisor with respect to an Account is a matter between the Account Owner and the financial professional and is not a feature of the Plan.

C. The footnotes on page 34 are amended and restated in their entirety as follows:

The following notes relate to the information contained in the tables on the following pages outlining the expenses, fees, and sales charges applicable to each Fee Structure:

¹For registered mutual funds, in the absence of a change that would materially affect the information, based on the most recent fiscal year reported upon in the applicable fund's most recent prospectus dated on or prior to September 15, 2026, and for Portfolios invested in multiple registered mutual funds, based on a weighted average of each fund's total annual operating expenses, in accordance with the Portfolio's asset allocation as of the date of this Program Disclosure Statement.

²No Annual Account Servicing Fee is charged on the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio.

³Contributions that constitute a Qualified Rollover Distribution from another 529 qualified tuition program or a Coverdell Education Savings Account may be made to Accounts under Fee Structure A without the imposition of an initial sales charge. This initial sales charge waiver is only available through certain broker-dealers. Check with your financial advisor to see if you are eligible before initiating a rollover.

Initial Sales Charge waivers are also available for purchases for customers of selling institutions that have entered into a selling agent agreement to sell interests in the Plan and have requested and received a waiver of the initial sales charge, for employees or associated persons of selling institutions and their immediate family members, CollegeCounts 529 Rewards Visa® Card Rewards Contributions, CollegeCounts GiftED Contributions made by a non-Account Owner, purchases by participants in an employer sponsored contribution plan when the employer has at least 25 employees and an Employer Front-end Load Waiver form has been completed by the company and financial professional, Contributions that constitute a refund of any Qualified Higher Education Expenses from an Eligible Educational Institution, that are recontributed, and shares acquired through reinvestment of dividends.

⁴An annual account fee of \$12 will be deducted from your Account in November of each year. The annual account fee is waived if either the Account Owner or the Designated Beneficiary is an Alabama resident. If you close your Account during the year, you will be charged a pro-rated Account fee.

D. The Fee and Expense Tables as well as the Hypothetical Expense Example on pages 35-43 are amended and restated in their entirety as follows:

Fee Structure A Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee ²	Total Annual Asset-Based Fees	Maximum Initial Sales Charge ³	Account Fee ⁴ (Waived for Alabama Residents)
Target Portfolios							
Fund 100	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Fund 80	0.38%	0.21%	0.07%	0.25%	0.91%	2.50%	\$12.00
Fund 60	0.40%	0.21%	0.07%	0.25%	0.93%	2.50%	\$12.00
Fund 40	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Fund 20	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Fixed Income Fund	0.28%	0.21%	0.07%	0.25%	0.81%	2.50%	\$12.00
Age Based Portfolios							
Aggressive Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 3-5	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 6-8	0.38%	0.21%	0.07%	0.25%	0.91%	2.50%	\$12.00
Ages 9-10	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 11-12	0.40%	0.21%	0.07%	0.25%	0.93%	2.50%	\$12.00
Ages 13-14	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 15-16	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 17-18	0.42%	0.21%	0.07%	0.25%	0.95%	2.50%	\$12.00
Ages 19+	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Moderate Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 3-5	0.38%	0.21%	0.07%	0.25%	0.91%	2.50%	\$12.00
Ages 6-8	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 9-10	0.40%	0.21%	0.07%	0.25%	0.93%	2.50%	\$12.00
Ages 11-12	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 13-14	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 15-16	0.42%	0.21%	0.07%	0.25%	0.95%	2.50%	\$12.00
Ages 17-18	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 19+	0.36%	0.21%	0.07%	0.25%	0.89%	2.50%	\$12.00
Conservative Age-Based							
Ages 0-2	0.38%	0.21%	0.07%	0.25%	0.91%	2.50%	\$12.00
Ages 3-5	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 6-8	0.40%	0.21%	0.07%	0.25%	0.93%	2.50%	\$12.00
Ages 9-10	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 11-12	0.41%	0.21%	0.07%	0.25%	0.94%	2.50%	\$12.00
Ages 13-14	0.42%	0.21%	0.07%	0.25%	0.95%	2.50%	\$12.00
Ages 15-16	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Ages 17-18	0.36%	0.21%	0.07%	0.25%	0.89%	2.50%	\$12.00
Ages 19+	0.28%	0.21%	0.07%	0.25%	0.81%	2.50%	\$12.00

Fee Structure A Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee ²	Total Annual Asset-Based Fees	Maximum Initial Sales Charge ³	Account Fee ⁴ (Waived for Alabama Residents)
Individual Fund Portfolios							
Bank Savings 529 Portfolio	0.00%	0.21%	0.00%	0.00%	0.21%	none	\$12.00
State Street Institutional U.S. Government Money Market 529 Portfolio	0.11%	0.21%	0.00%	0.00%	0.32%	none	\$12.00
PIMCO Short-Term 529 Portfolio	0.53%	0.21%	0.07%	0.25%	1.06%	none	\$12.00
Northern Funds Bond Index 529 Portfolio	0.07%	0.21%	0.07%	0.25%	0.60%	2.50%	\$12.00
Fidelity Advisor Investment Grade Bond 529 Portfolio	0.36%	0.21%	0.07%	0.25%	0.89%	2.50%	\$12.00
PGIM Total Return Bond 529 Portfolio	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
American Century Short Duration Inflation Protection Bond 529 Portfolio	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
BlackRock High Yield Bond 529 Portfolio	0.57%	0.21%	0.07%	0.25%	1.10%	2.50%	\$12.00
AB Global Bond 529 Portfolio	0.51%	0.21%	0.07%	0.25%	1.04%	2.50%	\$12.00
T. Rowe Price Balanced 529 Portfolio	0.47%	0.21%	0.07%	0.25%	1.00%	2.50%	\$12.00
DFA Real Estate 529 Portfolio	0.18%	0.21%	0.07%	0.25%	0.71%	2.50%	\$12.00
Principal Global Real Estate 529 Portfolio	0.90%	0.21%	0.07%	0.25%	1.43%	2.50%	\$12.00
DFA U.S. Large Cap Value 529 Portfolio	0.22%	0.21%	0.07%	0.25%	0.75%	2.50%	\$12.00
Northern Funds Stock Index 529 Portfolio	0.05%	0.21%	0.07%	0.25%	0.58%	2.50%	\$12.00
T. Rowe Price Large-Cap Growth 529 Portfolio	0.55%	0.21%	0.07%	0.25%	1.08%	2.50%	\$12.00
Northern Mid-Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.25%	0.63%	2.50%	\$12.00
T. Rowe Price Small Cap Value 529 Portfolio	0.67%	0.21%	0.07%	0.25%	1.20%	2.50%	\$12.00
Northern Funds Small Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.25%	0.63%	2.50%	\$12.00
T. Rowe Price Integrated U.S. Small-Cap Growth Equity 529 Portfolio	0.65%	0.21%	0.07%	0.25%	1.18%	2.50%	\$12.00
Northern Funds International Equity Index 529 Portfolio	0.10%	0.21%	0.07%	0.25%	0.63%	2.50%	\$12.00
Neuberger International Select 529 Portfolio	0.81%	0.21%	0.07%	0.25%	1.34%	2.50%	\$12.00
DFA International Small Company 529 Portfolio	0.39%	0.21%	0.07%	0.25%	0.92%	2.50%	\$12.00
Vanguard Emerging Markets Select 529 Portfolio	0.82%	0.21%	0.07%	0.25%	1.35%	2.50%	\$12.00
Parametric Commodity Strategy 529 Portfolio	0.69%	0.21%	0.07%	0.25%	1.22%	2.50%	\$12.00

Fee Structure C Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee ²	Total Annual Asset-Based Fees	Maximum Initial Sales Charge	Account Fee ⁴ (Waived for Alabama Residents)
Target Portfolios							
Fund 100	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Fund 80	0.38%	0.21%	0.07%	0.50%	1.16%	none	\$12.00
Fund 60	0.40%	0.21%	0.07%	0.50%	1.18%	none	\$12.00
Fund 40	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Fund 20	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Fixed Income Fund	0.28%	0.21%	0.07%	0.50%	1.06%	none	\$12.00
Age Based Portfolios							
Aggressive Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 3-5	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 6-8	0.38%	0.21%	0.07%	0.50%	1.16%	none	\$12.00
Ages 9-10	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 11-12	0.40%	0.21%	0.07%	0.50%	1.18%	none	\$12.00
Ages 13-14	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 15-16	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 17-18	0.42%	0.21%	0.07%	0.50%	1.20%	none	\$12.00
Ages 19+	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Moderate Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 3-5	0.38%	0.21%	0.07%	0.50%	1.16%	none	\$12.00
Ages 6-8	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 9-10	0.40%	0.21%	0.07%	0.50%	1.18%	none	\$12.00
Ages 11-12	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 13-14	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 15-16	0.42%	0.21%	0.07%	0.50%	1.20%	none	\$12.00
Ages 17-18	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 19+	0.36%	0.21%	0.07%	0.50%	1.14%	none	\$12.00
Conservative Age-Based							
Ages 0-2	0.38%	0.21%	0.07%	0.50%	1.16%	none	\$12.00
Ages 3-5	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 6-8	0.40%	0.21%	0.07%	0.50%	1.18%	none	\$12.00
Ages 9-10	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 11-12	0.41%	0.21%	0.07%	0.50%	1.19%	none	\$12.00
Ages 13-14	0.42%	0.21%	0.07%	0.50%	1.20%	none	\$12.00
Ages 15-16	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Ages 17-18	0.36%	0.21%	0.07%	0.50%	1.14%	none	\$12.00
Ages 19+	0.28%	0.21%	0.07%	0.50%	1.06%	none	\$12.00

Fee Structure C Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee ²	Total Annual Asset-Based Fees	Maximum Initial Sales Charge	Account Fee ⁴ (Waived for Alabama Residents)
Individual Fund Portfolios							
Bank Savings 529 Portfolio	0.00%	0.21%	0.00%	0.00%	0.21%	none	\$12.00
State Street Institutional U.S. Government Money Market 529 Portfolio	0.11%	0.21%	0.00%	0.00%	0.32%	none	\$12.00
PIMCO Short-Term 529 Portfolio	0.53%	0.21%	0.07%	0.50%	1.31%	none	\$12.00
Northern Funds Bond Index 529 Portfolio	0.07%	0.21%	0.07%	0.50%	0.85%	none	\$12.00
Fidelity Advisor Investment Grade Bond 529 Portfolio	0.36%	0.21%	0.07%	0.50%	1.14%	none	\$12.00
PGIM Total Return Bond 529 Portfolio	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
American Century Short Duration Inflation Protection Bond 529 Portfolio	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
BlackRock High Yield Bond 529 Portfolio	0.57%	0.21%	0.07%	0.50%	1.35%	none	\$12.00
AB Global Bond 529 Portfolio	0.51%	0.21%	0.07%	0.50%	1.29%	none	\$12.00
T. Rowe Price Balanced 529 Portfolio	0.47%	0.21%	0.07%	0.50%	1.25%	none	\$12.00
DFA Real Estate 529 Portfolio	0.18%	0.21%	0.07%	0.50%	0.96%	none	\$12.00
Principal Global Real Estate 529 Portfolio	0.90%	0.21%	0.07%	0.50%	1.68%	none	\$12.00
DFA U.S. Large Cap Value 529 Portfolio	0.22%	0.21%	0.07%	0.50%	1.00%	none	\$12.00
Northern Funds Stock Index 529 Portfolio	0.05%	0.21%	0.07%	0.50%	0.83%	none	\$12.00
T. Rowe Price Large-Cap Growth 529 Portfolio	0.55%	0.21%	0.07%	0.50%	1.33%	none	\$12.00
Northern Mid-Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.50%	0.88%	none	\$12.00
T. Rowe Price Small Cap Value 529 Portfolio	0.67%	0.21%	0.07%	0.50%	1.45%	none	\$12.00
Northern Funds Small Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.50%	0.88%	none	\$12.00
T. Rowe Price Integrated U.S. Small-Cap Growth Equity 529 Portfolio	0.65%	0.21%	0.07%	0.50%	1.43%	none	\$12.00
Northern Funds International Equity Index 529 Portfolio	0.10%	0.21%	0.07%	0.50%	0.88%	none	\$12.00
Neuberger International Select 529 Portfolio	0.81%	0.21%	0.07%	0.50%	1.59%	none	\$12.00
DFA International Small Company 529 Portfolio	0.39%	0.21%	0.07%	0.50%	1.17%	none	\$12.00
Vanguard Emerging Markets Select 529 Portfolio	0.82%	0.21%	0.07%	0.50%	1.60%	none	\$12.00
Parametric Commodity Strategy 529 Portfolio	0.69%	0.21%	0.07%	0.50%	1.47%	none	\$12.00

Fee Structure F Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee	Total Annual Asset-Based Fees	Maximum Initial Sales Charge	Account Fee ⁴ (Waived for Alabama Residents)
Target Portfolios							
Fund 100	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Fund 80	0.38%	0.21%	0.07%	0.00%	0.66%	none	\$12
Fund 60	0.40%	0.21%	0.07%	0.00%	0.68%	none	\$12
Fund 40	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Fund 20	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Fixed Income Fund	0.28%	0.21%	0.07%	0.00%	0.56%	none	\$12
Age Based Portfolios							
Aggressive Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 3-5	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 6-8	0.38%	0.21%	0.07%	0.00%	0.66%	none	\$12
Ages 9-10	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 11-12	0.40%	0.21%	0.07%	0.00%	0.68%	none	\$12
Ages 13-14	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 15-16	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 17-18	0.42%	0.21%	0.07%	0.00%	0.70%	none	\$12
Ages 19+	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Moderate Age-Based							
Ages 0-2	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 3-5	0.38%	0.21%	0.07%	0.00%	0.66%	none	\$12
Ages 6-8	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 9-10	0.40%	0.21%	0.07%	0.00%	0.68%	none	\$12
Ages 11-12	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 13-14	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 15-16	0.42%	0.21%	0.07%	0.00%	0.70%	none	\$12
Ages 17-18	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 19+	0.36%	0.21%	0.07%	0.00%	0.64%	none	\$12
Conservative Age-Based							
Ages 0-2	0.38%	0.21%	0.07%	0.00%	0.66%	none	\$12
Ages 3-5	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 6-8	0.40%	0.21%	0.07%	0.00%	0.68%	none	\$12
Ages 9-10	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 11-12	0.41%	0.21%	0.07%	0.00%	0.69%	none	\$12
Ages 13-14	0.42%	0.21%	0.07%	0.00%	0.70%	none	\$12
Ages 15-16	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Ages 17-18	0.36%	0.21%	0.07%	0.00%	0.64%	none	\$12
Ages 19+	0.28%	0.21%	0.07%	0.00%	0.56%	none	\$12

Fee Structure F Fee and Expense Table	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fees	State Fee	Annual Account Servicing Fee	Total Annual Asset-Based Fees	Maximum Initial Sales Charge	Account Fee ⁴ (Waived for Alabama Residents)
Individual Fund Portfolios							
Bank Savings 529 Portfolio	0.00%	0.21%	0.00%	0.00%	0.21%	none	\$12
State Street Institutional U.S. Government Money Market 529 Portfolio	0.11%	0.21%	0.00%	0.00%	0.32%	none	\$12
PIMCO Short-Term 529 Portfolio	0.53%	0.21%	0.07%	0.00%	0.81%	none	\$12
Northern Funds Bond Index 529 Portfolio	0.07%	0.21%	0.07%	0.00%	0.35%	none	\$12
Fidelity Advisor Investment Grade Bond 529 Portfolio	0.36%	0.21%	0.07%	0.00%	0.64%	none	\$12
PGIM Total Return Bond 529 Portfolio	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
American Century Short Duration Inflation Protection Bond 529 Portfolio	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
BlackRock High Yield Bond 529 Portfolio	0.57%	0.21%	0.07%	0.00%	0.85%	none	\$12
AB Global Bond 529 Portfolio	0.51%	0.21%	0.07%	0.00%	0.79%	none	\$12
T. Rowe Price Balanced 529 Portfolio	0.47%	0.21%	0.07%	0.00%	0.75%	none	\$12
DFA Real Estate 529 Portfolio	0.18%	0.21%	0.07%	0.00%	0.46%	none	\$12
Principal Global Real Estate 529 Portfolio	0.90%	0.21%	0.07%	0.00%	1.18%	none	\$12
DFA U.S. Large Cap Value 529 Portfolio	0.22%	0.21%	0.07%	0.00%	0.50%	none	\$12
Northern Funds Stock Index 529 Portfolio	0.05%	0.21%	0.07%	0.00%	0.33%	none	\$12
T. Rowe Price Large-Cap Growth 529 Portfolio	0.55%	0.21%	0.07%	0.00%	0.83%	none	\$12
Northern Mid-Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.00%	0.38%	none	\$12
T. Rowe Price Small Cap Value 529 Portfolio	0.67%	0.21%	0.07%	0.00%	0.95%	none	\$12
Northern Funds Small Cap Index 529 Portfolio	0.10%	0.21%	0.07%	0.00%	0.38%	none	\$12
T. Rowe Price Integrated U.S. Small-Cap Growth Equity 529 Portfolio	0.65%	0.21%	0.07%	0.00%	0.93%	none	\$12
Northern Funds International Equity Index 529 Portfolio	0.10%	0.21%	0.07%	0.00%	0.38%	none	\$12
Neuberger International Select 529 Portfolio	0.81%	0.21%	0.07%	0.00%	1.09%	none	\$12
DFA International Small Company 529 Portfolio	0.39%	0.21%	0.07%	0.00%	0.67%	none	\$12
Vanguard Emerging Markets Select 529 Portfolio	0.82%	0.21%	0.07%	0.00%	1.10%	none	\$12
Parametric Commodity Strategy 529 Portfolio	0.69%	0.21%	0.07%	0.00%	0.97%	none	\$12

HYPOTHETICAL EXPENSE EXAMPLE

The following table compares the approximate costs of investing in the different fee structures within the Plan over different periods of time. Your actual costs may be higher or lower. The hypothetical chart assumes an initial \$10,000 investment in a Plan Portfolio and a 5% annual rate of return, compounded annually on the net amount invested throughout the period. All expense ratios and asset allocations are assumed to remain the same for the duration of the periods.

The chart assumes that all withdrawals are made for Qualified Higher Education Expenses and, therefore, does not reflect the impact of potential federal, state, or local taxes or penalties. This hypothetical does not reflect actual expenses or performance from the past or future. Actual expenses may be higher or lower than those shown.

The \$12 annual account fee is waived if either the Account Owner or Designated Beneficiary is an Alabama resident. Non-Alabama residents need to add an additional \$12 to the One Year number; \$36 to the Three Year number; \$60 to the Five Year number; and, \$120 to the Ten Year number in the Hypothetical Expense Table.

Approximate Cost of a \$10,000 Investment												
HYPOTHETICAL EXPENSE EXAMPLE	One Year			Three Year			Five Year			Ten Year		
	A	C	F	A	C	F	A	C	F	A	C	F
Target Portfolios												
Fund 100	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Fund 80	\$341	\$119	\$68	\$534	\$370	\$212	\$743	\$642	\$369	\$1,345	\$1,415	\$825
Fund 60	\$343	\$121	\$70	\$540	\$377	\$218	\$754	\$652	\$380	\$1,368	\$1,438	\$849
Fund 40	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Fund 20	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Fixed Income Fund	\$331	\$109	\$57	\$503	\$339	\$180	\$690	\$587	\$314	\$1,230	\$1,299	\$703
Age Based Portfolios												
Aggressive Age-Based												
Ages 0-2	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 3-5	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 6-8	\$341	\$119	\$68	\$534	\$370	\$212	\$743	\$642	\$369	\$1,345	\$1,415	\$825
Ages 9-10	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 11-12	\$343	\$121	\$70	\$540	\$377	\$218	\$754	\$652	\$380	\$1,368	\$1,438	\$849
Ages 13-14	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 15-16	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 17-18	\$345	\$123	\$72	\$546	\$383	\$225	\$764	\$663	\$391	\$1,391	\$1,461	\$873
Ages 19+	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Moderate Age-Based												
Ages 0-2	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 3-5	\$341	\$119	\$68	\$534	\$370	\$212	\$743	\$642	\$369	\$1,345	\$1,415	\$825
Ages 6-8	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 9-10	\$343	\$121	\$70	\$540	\$377	\$218	\$754	\$652	\$380	\$1,368	\$1,438	\$849
Ages 11-12	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 13-14	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 15-16	\$345	\$123	\$72	\$546	\$383	\$225	\$764	\$663	\$391	\$1,391	\$1,461	\$873
Ages 17-18	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 19+	\$339	\$117	\$66	\$528	\$364	\$205	\$733	\$631	\$358	\$1,322	\$1,392	\$800
Conservative Age-Based												
Ages 0-2	\$341	\$119	\$68	\$534	\$370	\$212	\$743	\$642	\$369	\$1,345	\$1,415	\$825
Ages 3-5	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 6-8	\$343	\$121	\$70	\$540	\$377	\$218	\$754	\$652	\$380	\$1,368	\$1,438	\$849
Ages 9-10	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 11-12	\$344	\$122	\$71	\$543	\$380	\$221	\$759	\$658	\$385	\$1,380	\$1,450	\$861
Ages 13-14	\$345	\$123	\$72	\$546	\$383	\$225	\$764	\$663	\$391	\$1,391	\$1,461	\$873
Ages 15-16	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Ages 17-18	\$339	\$117	\$66	\$528	\$364	\$205	\$733	\$631	\$358	\$1,322	\$1,392	\$800
Ages 19+	\$331	\$109	\$57	\$503	\$339	\$180	\$690	\$587	\$314	\$1,230	\$1,299	\$703

Approximate Cost of a \$10,000 Investment (continued)												
HYPOTHETICAL EXPENSE EXAMPLE	One Year			Three Year			Five Year			Ten Year		
	A	C	F	A	C	F	A	C	F	A	C	F
Individual Fund Portfolios												
Bank Savings 529 Portfolio	\$22	\$22	\$22	\$68	\$68	\$68	\$118	\$118	\$118	\$268	\$268	\$268
State Street Institutional U.S. Government Money Market 529 Portfolio	\$33	\$33	\$33	\$103	\$103	\$103	\$180	\$180	\$180	\$406	\$406	\$406
PIMCO Short-Term 529 Portfolio	\$109	\$134	\$83	\$339	\$418	\$260	\$587	\$722	\$451	\$1,299	\$1,587	\$1,005
Northern Funds Bond Index 529 Portfolio	\$310	\$87	\$36	\$438	\$272	\$113	\$577	\$473	\$197	\$983	\$1,052	\$444
Fidelity Advisor Investment Grade Bond 529 Portfolio	\$339	\$117	\$66	\$528	\$364	\$205	\$733	\$631	\$358	\$1,322	\$1,392	\$800
PGIM Total Return Bond 529 Portfolio	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
American Century Short Duration Inflation Protection Bond 529 Portfolio	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
BlackRock High Yield Bond 529 Portfolio	\$360	\$138	\$87	\$593	\$430	\$272	\$844	\$744	\$473	\$1,562	\$1,632	\$1,052
AB Global Bond 529 Portfolio	\$354	\$132	\$81	\$574	\$411	\$253	\$812	\$712	\$440	\$1,494	\$1,564	\$981
T. Rowe Price Balanced 529 Portfolio	\$350	\$128	\$77	\$562	\$399	\$241	\$791	\$690	\$418	\$1,448	\$1,518	\$933
DFA Real Estate 529 Portfolio	\$321	\$98	\$47	\$472	\$307	\$148	\$636	\$533	\$258	\$1,113	\$1,182	\$580
Principal Global Real Estate 529 Portfolio	\$393	\$172	\$121	\$694	\$534	\$377	\$1,017	\$919	\$652	\$1,929	\$2,000	\$1,438
DFA U.S. Large Cap Value 529 Portfolio	\$325	\$103	\$51	\$485	\$320	\$161	\$658	\$555	\$280	\$1,160	\$1,229	\$629
Northern Funds Stock Index 529 Portfolio	\$308	\$85	\$34	\$432	\$266	\$106	\$567	\$462	\$186	\$959	\$1,029	\$419
T. Rowe Price Large-Cap Growth 529 Portfolio	\$358	\$136	\$85	\$587	\$424	\$266	\$833	\$733	\$462	\$1,539	\$1,609	\$1,029
Northern Mid-Cap Index 529 Portfolio	\$313	\$90	\$39	\$447	\$282	\$122	\$593	\$490	\$214	\$1,018	\$1,088	\$481
T. Rowe Price Small Cap Value 529 Portfolio	\$370	\$149	\$97	\$624	\$462	\$304	\$897	\$797	\$528	\$1,675	\$1,745	\$1,171
Northern Funds Small Cap Index 529 Portfolio	\$313	\$90	\$39	\$447	\$282	\$122	\$593	\$490	\$214	\$1,018	\$1,088	\$481
T. Rowe Price Integrated U.S. Small-Cap Growth Equity 529 Portfolio	\$368	\$147	\$95	\$617	\$455	\$298	\$886	\$787	\$517	\$1,652	\$1,722	\$1,147
Northern Funds International Equity Index 529 Portfolio	\$313	\$90	\$39	\$447	\$282	\$122	\$593	\$490	\$214	\$1,018	\$1,088	\$481
Neuberger International Select 529 Portfolio	\$384	\$163	\$112	\$666	\$506	\$348	\$970	\$872	\$604	\$1,830	\$1,900	\$1,334
DFA International Small Company 529 Portfolio	\$342	\$120	\$69	\$537	\$374	\$215	\$749	\$647	\$374	\$1,357	\$1,427	\$837
Vanguard Emerging Markets Select 529 Portfolio	\$385	\$164	\$113	\$670	\$509	\$352	\$975	\$877	\$609	\$1,841	\$1,912	\$1,346
Parametric Commodity Strategy 529 Portfolio	\$372	\$151	\$99	\$630	\$468	\$310	\$907	\$808	\$539	\$1,697	\$1,767	\$1,194

E. The following information on page 44 is amended and restated in its entirety as follows:

Will My Financial Advisor Be Paid for Providing Assistance With Respect to My Account?

Your financial advisor will be paid the following commissions and service fees by the Distributor in connection with the establishment and maintenance of your Account:

Fee Structure A - your financial advisor will be paid a 2.00% commission on each new Contribution plus an annual amount equal to 0.25% of the average daily net assets in your Account which remain invested in Fee Structure A.

Commissions will not be paid on Contributions under Fee Structure A to the Bank Savings 529 Portfolio, the State Street Institutional U.S. Government Money Market 529 Portfolio or the PIMCO Short-Term 529 Portfolio. However, if you transfer funds contributed under Fee Structure A from the Bank Savings 529 Portfolio, the State Street Institutional U.S. Government Money Market 529 Portfolio or the PIMCO Short-Term 529 Portfolio to another Portfolio in the Plan, your financial advisor will receive a 2.00% commission from the sales charge assessed in connection with the transfer of funds into such new Portfolio.

A 2.00% commission will not be paid to your financial advisor on any Contributions for which the initial sales charge has been waived. See previous discussion of Sales Charge Waivers.

Your financial advisor will not receive a percentage of the average daily net assets in your Account for any balances in the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio.

Fee Structure C - your financial advisor will be paid a 0.50% commission on each new Contribution, plus an annual amount equal to 0.50% of the average daily net assets in your Account which remain invested in Fee Structure C for more than twelve months.

Your financial advisor will not receive any commission on Contributions under Fee Structure C to the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio, nor receive a percentage of assets in your Account for any balances in these Portfolios.

Fee Structure F - your financial advisor will not be paid a commission or servicing fee with respect to your Account. Fee Structure F is only available to Account Owners who establish their Account through registered investment advisors or other financial advisors who are not compensated through commissions, but rather through payment of an hourly fee or a percentage of assets under management.

F. Section 5 of the Account Agreement on pages 53-54 is amended and restated in its entirety as follows:

Section 5. Fees and Expenses.

The Program will make certain charges against each Account in order to provide for the costs of administration of the Accounts and such other purposes as the Board shall determine appropriate.

- a. **Account Fee.** Each Account will be charged an annual account fee of \$12. The Account fee is deducted from your Account annually in approximately November of each year. If you close your Account during the year, you will be charged a prorated Account fee. The annual Account fee is waived if the Account Owner or the Designated Beneficiary is a resident of Alabama.
- b. **Program Management Fee.** Each Portfolio is subject to a maximum program management fee at an annual rate of 0.21%.
- c. **State Administrative Fee.** Each Portfolio is subject to a state administrative fee at an annual rate of 0.07%.
- d. **Investment Management Fees.** You agree and acknowledge that each of the mutual funds or other investments also will have investment management fees and other expenses, which will be disclosed or made available on an annual basis.
- e. **Change in Fees.** You acknowledge and agree that the charges described above may be increased or decreased as the Board shall determine to be appropriate.
- f. **Sales Loads, Redemption Fees, and Annual Servicing Fees.** An Account is subject to the fees set forth in this paragraph. You may choose from among Fee Structure A, C or F. Account Owners may elect one of the following fee structures by reflecting such election on the Enrollment Form:
 - i. **Fee Structure A.** If you select Fee Structure A, you will pay, at the time each Contribution is made, a sales load in an amount equal to 2.50% of the Contribution, and ongoing fees at an annualized rate of 0.25% of the aggregate average fair market value of assets in your Account.
 - ii. **Fee Structure C.** If you select Fee Structure C, you will not pay a sales load at the time each Contribution is made, but will pay ongoing fees at an annualized rate equal to 0.50% of the aggregate average fair market value of assets in your Account.

- iii. **Fee Structure F.** If you open your Account through a fee only financial planner, you may select Fee Structure F. If you select Fee Structure F, you will not pay a sales load at the time each Contribution is made or an ongoing fee.

Fees set forth under Fee Structure A, C or F, if any, are in addition to all other fees charged against the Account. The annualized fees applicable to each Account under each of the fee structures are accrued daily and reflected in the NAV of each Portfolio.

Contributions made to the Bank Savings 529 Portfolio, State Street Institutional U.S. Government Money Market 529 Portfolio or the PIMCO Short-Term 529 Portfolio under Fee Structure A are not subject to an initial sales charge. In addition, no Annual Account Servicing Fee will be charged for the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio. However, if you transfer funds contributed under Fee Structure A from the Bank Savings 529 Portfolio, State Street Institutional U.S. Government Money Market 529 Portfolio or the PIMCO Short-Term 529 Portfolio to another Portfolio in the Program, you will be assessed the sales charges applicable to such new Portfolio under Fee Structure A.

Your financial advisor will not receive a 2.00% commission on any Contributions for which the initial sales charge has been waived. In addition, your financial advisor will not receive a percentage of the average daily net assets in your Account for any balances in the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio and your financial advisor will not receive any commission on Contributions under Fee Structure C to the Bank Savings 529 Portfolio or the State Street Institutional U.S. Government Money Market 529 Portfolio.

- G. Effective November 17, 2026, Fee Structure B assets will be automatically converted to lower cost Fee Structure A and Fee Structure B will be eliminated from the Plan.

All references to Fee Structure B or class B units throughout the Program Disclosure Statement, including “Exhibit D – Fee Structure B Information”, are eliminated in their entirety, effective November 17, 2026.

3. CollegeCounts CollegePay Card

CollegeCounts 529 offers the CollegeCounts CollegePay Visa Prepaid Card as a payee option for Qualified Withdrawals from an Account.

- A. The following bullet point is inserted on page 46 within the answer to “What Constitutes a Qualified Withdrawal?” under the section beginning with “A Qualified Withdrawal may be distributed as follows:”

- To a CollegeCounts CollegePay Prepaid Card – an electronic prepaid card available to the Account Owner or Designated Beneficiary.

- B. The following is inserted as a new section on page 46:

What is the CollegeCounts CollegePay Card?

The CollegeCounts CollegePay Card is a Visa Prepaid Card issued by Pathward, N.A. You can sign up for a card during the online withdrawal process. Account Owners can direct funds from withdrawals be transferred to the card. The card can be issued to the Account Owner or Designated Beneficiary. After the completion of a withdrawal request from a CollegeCounts 529 Fund Advisor Plan account, the card recipient will receive instructions for setting up the CollegePay Card and managing it through the app available to cardholders.

Money that is transferred to the CollegePay Card is a withdrawal from the CollegeCounts 529 Fund Advisor Plan Account and is no longer invested. Funds should be used for qualified expenses in the same calendar year as the withdrawal from the Account. The card recipient will receive an IRS Form 1099-Q for the year of the withdrawal. The full amount of the withdrawal from the Account (not the amount spent from the CollegePay Card) will be reported on an IRS Form 1099-Q.

The card recipient should treat the prepaid card the same as cash. The card is not a credit card, and you will not receive any interest on the funds. Please review the Terms and Conditions for complete details including fees, eligible merchants, and other important information.

4. Age-Based and Target Portfolio Asset Allocation Updates

Effective on or about November 17, 2026, the target investment allocations for the Age-Based and Target portfolios will be adjusted. The “Age-Based and Target Portfolios – Asset Allocations” chart on page 60 is replaced with the following:

Age-Based & Target Portfolios - Asset Allocations

Age-Based Portfolios	Age of beneficiary										
Aggressive Age-Based Option	0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 plus		
Moderate Age-Based Option		0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 plus	
Conservative Age-Based Option			0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 plus
Target Portfolios	Fund 100		Fund 80		Fund 60		Fund 40		Fund 20		Fixed Income Fund
Underlying Mutual Funds											
State Street Institutional U.S. Government Money Market Fund									8.0%	23.0%	50.0%
MONEY MARKET TOTAL	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	8.0%	23.0%	50.0%
PIMCO Short-Term Fund					6.0%	11.0%	14.0%	22.0%	25.0%	22.0%	20.0%
Fidelity Advisor Investment Grade Bond Fund		2.5%	5.5%	8.0%	9.0%	10.5%	11.0%	12.0%	11.5%	11.5%	7.0%
PGIM Total Return Bond Fund		2.5%	6.5%	10.0%	11.0%	12.5%	13.0%	15.0%	13.5%	13.5%	8.0%
American Century Short Duration Inflation Protection Bond Fund		3.0%	3.0%	4.0%	4.0%	4.0%	9.0%	11.0%	12.0%	14.0%	15.0%
BlackRock High Yield Bond Fund		1.0%	3.0%	5.0%	6.0%	7.0%	7.0%	5.0%	5.0%	3.0%	
AB Global Bond Fund		1.0%	2.0%	3.0%	4.0%	5.0%	6.0%	5.0%	5.0%	3.0%	
FIXED INCOME TOTAL	0.0%	10.0%	20.0%	30.0%	40.0%	50.0%	60.0%	70.0%	72.0%	67.0%	50.0%
Principal Global Real Estate Securities Fund	4.0%	3.5%	3.0%	3.0%	2.5%	2.5%	2.0%	1.0%	1.0%	1.0%	
REAL ESTATE TOTAL	4.0%	3.5%	3.0%	3.0%	2.5%	2.5%	2.0%	1.0%	1.0%	1.0%	0.0%
DFA U.S. Large Cap Value Portfolio	11.5%	10.5%	9.5%	8.5%	7.0%	6.0%	4.5%	3.5%	1.5%	1.5%	
Northern Funds Stock Index Fund	25.5%	23.0%	22.0%	19.0%	16.5%	13.5%	12.0%	10.0%	8.0%	3.0%	
T. Rowe Price Instl. Large-Cap Growth Fund	11.5%	10.5%	9.5%	8.5%	7.0%	6.0%	4.5%	3.5%	1.5%	1.5%	
Northern Funds Mid Cap Index Fund	2.5%	2.0%	2.0%	2.0%	1.5%	1.5%	1.0%				
Avantis U.S. Small Cap Value Fund	3.0%	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.5%	1.0%	0.5%	
T. Rowe Price Integrated U.S. Small-Cap Growth Equity Fund	3.0%	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.5%	1.0%	0.5%	
DOMESTIC EQUITY TOTAL	57.0%	52.0%	48.0%	42.0%	36.0%	30.0%	25.0%	20.0%	13.0%	7.0%	0.0%
Northern Funds International Equity Index Fund	10.5%	9.5%	8.0%	7.0%	6.0%	5.0%	4.0%	2.5%	3.5%	1.5%	
Neuberger International Select Fund	9.0%	8.0%	6.5%	5.5%	5.0%	4.0%	2.5%	2.0%			
DFA International Small Company Portfolio	4.5%	4.0%	3.5%	3.0%	2.5%	2.0%	1.5%	1.0%			
Vanguard Emerging Markets Select Stock Fund	12.0%	10.5%	9.0%	7.5%	6.5%	5.0%	4.0%	2.5%	1.5%	0.5%	
INTERNATIONAL EQUITY TOTAL	36.0%	32.0%	27.0%	23.0%	20.0%	16.0%	12.0%	8.0%	5.0%	2.0%	0.0%
Parametric Commodity Strategy Fund	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%	1.0%		
COMMODITIES TOTAL	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%	1.0%	0.0%	0.0%
TOTAL	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

5. Mutual Fund Expense Ratios Updates

The following table of mutual fund ticker symbols and expense ratios on page 61 is replaced by the following:

MUTUAL FUND TICKER SYMBOLS AND EXPENSE RATIOS

The following table sets forth the ticker symbols and the total operating expenses, as disclosed in each fund's most recent prospectus dated on or prior to September 15, 2026, of the underlying investment funds in which the Portfolios invest.

Fund	Ticker Symbol	Expense Ratio
State Street Institutional U.S. Government Money Market Fund (Premier)	GVMXX	0.11%
PIMCO Short-Term Fund (Instl.)	PTSHX	0.53%
Northern Funds Bond Index Fund	NOBOX	0.07%
Fidelity Advisor Investment Grade Bond Fund	FIKQX	0.36%
PGIM Total Return Bond Fund	PTRQX	0.39%
American Century Short Duration Inflation Protection Bond Fund	APISX	0.39%
BlackRock High Yield Bond Fund (Instl.)	BHYIX	0.57%
AB Global Bond Fund	ANAZX	0.51%
T.Rowe Price Balanced Fund (I Class)	RBAIX	0.47%
DFA Real Estate Securities Fund	DFREX	0.18%
Principal Global Real Estate Securities Fund	PGRSX	0.90%
DFA U.S. Large Cap Value Fund	DFLVX	0.22%
Northern Funds Stock Index	NOSIX	0.05%
T.Rowe Price Large-cap Growth Fund (Instl.)	TRLGX	0.55%
Northern Funds Mid Cap Index	NOMIX	0.10%
T.Rowe Price Small Cap Value Fund	PRVIX	0.67%
Avantis U.S. Small Cap Value Fund	AVUVX	0.25%
Northern Funds Small Cap Index Fund	NSIDX	0.10%
T.Rowe Price Integrated U.S. Small-Cap Growth Equity Fund (I Class)	TQAIX	0.65%
Northern Funds International Equity Index Fund	NOINX	0.10%
Neuberger International Select Fund (Instl)	NILIX	0.81%
DFA International Small Company Fund (Instl.)	DFISX	0.39%
Vanguard Emerging Markets Select Stock	VMMSX	0.82%
Parametric Commodity Strategy Fund	EIPCX	0.69%
