brightdirections
Advisor-Guided 529 College Savings

Bright Directions
Advisor-Guided 529 College Savings Program

Program Disclosure Statement & Participation Agreement

The Program is intended to be used only to save for Federal Qualified Higher Education Expenses. The Program is not intended to be used, nor should it be used, by any taxpayer for the purpose of evading federal or state taxes or tax penalties. Taxpayers may wish to seek tax advice from an independent tax advisor based on their own particular circumstances.

This Program Disclosure Statement is intended to comply with the College Savings Plans Network Disclosure Principles Statement No. 7, adopted October 6, 2020.

Northern Trust Securities, Inc.
Distributor

Michael W. Frerichs
Illinois State Treasurer
Trustee and Administrator

UBT
Union Bank & Trust
Program Manager

IMPORTANT LEGAL INFORMATION

This Program Disclosure Statement, together with the Participation Agreement, the Investment Options, the Fund Performance information and the Investment Policy Statement, all of which can be found on the Bright Directions Advisor-Guided 529 College Savings Program's (the "Program") website, have been identified by the Program as the Offering Material (as defined in the College Savings Plans Network Disclosure Principles, Statement No. 7, adopted October 6, 2020) and are intended to provide substantive disclosure of the terms and conditions of an investment in the Program. This Program Disclosure Statement contains important information you should review before opening an Account in the Program, including information about the benefits and risks of investing. Please read it carefully and save it for future reference. Interests in the Program have not been registered with the U.S. Securities and Exchange Commission (the "SEC"), nor with any state securities commission. Neither the SEC nor any state securities commission has approved or disapproved interests in the Program or passed upon the adequacy or accuracy of this Program Disclosure Statement. Any representation to the contrary is a criminal offense.

Participation in the Program does not guarantee that contributions and the investment return on contributions, if any, will be adequate to cover future tuition and other higher education expenses or that a Beneficiary will be admitted to or permitted to continue to attend an Institution of Higher Education.

Except as described herein for accounts invested in the bank savings account Underlying Investment and Bank Savings 529 Portfolio, accounts in the Program are not insured by the Federal Deposit Insurance Corporation ("FDIC"). Accounts in the Program are not guaranteed or insured by the State of Illinois, the Office of the Illinois State Treasurer ("Treasurer"), any other state, any agency, or instrumentality thereof, Union Bank & Trust Company or its authorized agents or affiliates, Northern Trust Securities, Inc. or its authorized agents or affiliates, the FDIC, or any other federal or state entity or person. The value of your account may vary depending on market conditions, the performance of the Investment Portfolios you select, the timing of purchases and fees. The value of your account could be more or less than the amount you contribute to your account. In short, you could lose money. Account owners should periodically assess and, if appropriate, adjust their investment choices with their time horizon, risk tolerance and investment objective in mind. FDIC insurance is provided for the Bank Savings Underlying Investment only, which invests in an FDIC-insured omnibus account held by the Program as custodian and/or agent on behalf of each Account Owner/Participant/Beneficiary. Subject to restrictions under applicable laws and regulations, Contributions to, and earnings on, the investments in the Bank Savings Underlying Investment are insured by the FDIC on a per participant, pass-through basis to each account owner up to the maximum limit established by federal law, which currently is $250,000.

None of the State of Illinois, the Treasurer, Northern Trust Securities, Inc., or Union Bank & Trust Company shall have any debt or obligation to any Account Owner, Beneficiary or any other person as a result of the establishment of the Program, and none of the State of Illinois, the Treasurer, Northern Trust Securities, Inc., or Union Bank & Trust Company assumes any risk or liability for funds invested in the Program.

Statements in this Program Disclosure Statement concerning U.S. and Illinois tax issues are provided for general informational purposes and are not offered as tax advice to any person. Each taxpayer should seek advice based on the taxpayer's particular circumstances from a tax or legal advisor.

The Program and its associated persons make no representation regarding the suitability of the Program's investment portfolios for any particular investor. Other types of investments and other types of college savings vehicles may be more appropriate depending on your and the Beneficiary's particular circumstances. You should consult your financial, investment, tax, or other advisor for more information.

No broker, dealer, registered representative, salesperson, or other person has been authorized to give any information or to make any representations other than those contained in this Program Disclosure Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the Program, the Treasurer, the State of Illinois, Northern Trust Securities, Inc., or Union Bank & Trust Company.

The information in this Program Disclosure Statement is subject to change from time-to-time to reflect changes in the Program's practices and procedures, and changes in the law, and neither delivery of this Program Disclosure Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the Program or in relevant law since the date of this document. If we make changes, we will notify you on the Program website and the changes will become effective immediately upon posting to the Program website. We encourage you to visit the Program website periodically to remain up to date on the Program information.

This Program Disclosure Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale.

Prior to July 17, 2017, the Treasurer operated a separate program named the Bright Start Advisor-Sold College Savings Program with a different program manager and different investment managers; Union Bank & Trust Company did not act as Program Manager, and different investment options were offered to Account Owners. In November 2017, the Bright Start Advisor-Sold College Savings Program combined with the Program. The Portfolios of the Program are similar but not identical to the portfolios formerly available in the Bright Start Advisor- Sold College Savings Program, and accordingly, you should evaluate carefully whether you believe any change in your investment allocation is appropriate as a result of these differences.

You could lose money (including the principal invested), or not make money, if you invest through the Program.

IMPORTANT INVESTOR INFORMATION – PLEASE READ

Before investing in the Program, you should carefully consider the following important points.

1. This Program is open to the residents of any state of the United States. A tax benefit is available to Illinois taxpayers who contribute to the Program.
2. Depending on the laws of the home state of the Account Owner or Beneficiary, favorable state tax treatment or other benefits, such as financial aid, scholarship funds, and protection from creditors, offered by such home state for investing in 529 qualified tuition programs may be available only for investments in the home state's 529 qualified tuition program.
3. Any state-based benefit offered with respect to a particular 529 qualified tuition program should be one of many factors to be considered in making an investment decision.
4. You should consult with your financial, tax or other advisor to learn more about how state-based benefits (including any limitations) would apply to your specific circumstances. You may also wish to contact your home state and other 529 qualified tuition programs to learn more about the features, benefits, and limitations of those 529 qualified tuition programs.

Accounts in the Illinois College Savings Pool (the "Pool") are offered and sold through the Program and the Bright Start Direct-Sold College Savings Program. The Illinois Student Assistance Commission administers a prepaid tuition program called "College Illinois!"

This Program Disclosure Statement describes only the Accounts available through the Program. Other Illinois Section 529 Programs offer different investment options with different investment advisors or different benefits and may be marketed differently from the Program described in this Program Disclosure Statement. Any such other Illinois Section 529 Programs may assess different fees, withdrawal penalties, sales commissions, if any, than those assessed by the Program described in this Program Disclosure Statement. You can obtain information regarding other programs in the Pool by visiting the Treasurer's website at IllinoisTreasurer.gov. You can obtain information regarding College Illinois! by visiting collegeillinois.org.

Table of Contents

Bright Directions Advisor-Guided 529 College Savings Program
Program Overview

This "Program Overview Section" provides summary information about certain key features of the Program. It is important that you read the entire Program Disclosure Statement and Participation Agreement for more detailed information about the Program.

<table>
<tr><td>Program Structure and Providers
(more page 5, 10)</td><td>Trustee:
Program Manager:
Distributor:</td><td>Illinois State Treasurer
Union Bank & Trust Company (term through July 16, 2024)
Northern Trust Securities, Inc.</td></tr>
<tr><td>Investment Funds</td><td colspan="2">T. Rowe Price, DFA, Dodge & Cox, BlackRock, Fidelity, American Century, Baird Funds, Delaware Funds, Harbor Funds, Northern Funds, iShares, Principal Funds, Calvert, Credit Suisse, Alliance Bernstein, PGIM Investments, Ariel Investments, MFS, Invesco, American Beacon, Sit Mutual Funds and Vanguard.</td></tr>
<tr><td>Program Contact Information</td><td colspan="2">Bright Directions College Savings Program BrightDirections.com
PO Box 82623, Lincoln, NE 68501 866.722.7283</td></tr>
<tr><td>Illinois State Income Tax
(See "Federal and State Tax Considerations", page 49)</td><td colspan="2">• Illinois tax benefits are available only to Illinois taxpayers.
• Contributions may be deductible up to $10,000 per tax return ($20,000 if married filing jointly).
• Illinois state income tax on earnings is deferred.
• Earnings portion of a Federal Qualified Withdrawal is not subject to Illinois state income tax.
• Earnings portion of a Federal Nonqualified Withdrawal is subject to Illinois state income tax.
• Rollovers to an out-of-state qualified tuition program and Illinois Nonqualified Withdrawals, including withdrawals for elementary or secondary public, private or religious school, are subject to recapture of Illinois state tax benefits.
• For taxable years ending on or before December 31, 2024, employers that match employees' contributions to the Program, College Illinois! or the Bright Start Direct-Sold College Savings Program are eligible for an Illinois state tax credit.</td></tr>
<tr><td>Federal Tax
(See "Federal and State Tax Considerations", page 49)</td><td colspan="2">• Contributions are not deductible for federal income tax purposes.
• Federal income tax on earnings is deferred.
• Earnings portion of a Federal Qualified Withdrawal is not subject to federal income tax.
• Earnings portion of a Federal Nonqualified Withdrawal is subject to income tax and possibly a 10% federal penalty tax.</td></tr>
<tr><td>Account Owner Eligibility
(See "Opening and Maintaining an Account", page 10)</td><td colspan="2">• The Program is open to individuals who are at least 18 years old, have a valid Social Security number or taxpayer identification number, and have a valid U.S. address (not a P.O. Box). There are no restrictions on state of residence. The Account Owner may be an individual, certain entities, a custodian under a state UGMA or UTMA account, a trust, state or local government, or a 501(c)(3) organization.</td></tr>
<tr><td>Beneficiary
(See "Designating a Beneficiary", page 12)</td><td colspan="2">• The Beneficiary must be an individual with a valid Social Security number or taxpayer identification number. A Beneficiary may be of any age.</td></tr>
<tr><td>Contributions
(See "Contributing to an Account", page 13)</td><td colspan="2">• Minimum: No minimum contribution required.
• Maximum: The Maximum Account Balance is $500,000 per Beneficiary.
• Ways to Contribute: Check, Automatic Investment Plan, Electronic Funds Transfer, Bright Directions GiftED, Payroll Contribution, Wire Transfer, Bright Directions 529 College Savings Visa® Card "Rewards", Rollover or transfer from another 529 plan.</td></tr>
<tr><td>Investment Options
(See "Investment Portfolios", page 15)</td><td colspan="2">• 3 Age-Based Options (Aggressive, Moderate, Conservative)
• 7 Target Portfolios
• 36 Individual Fund Portfolios
• 15 Individual Fund ETF Portfolios
• Investment Changes allowed twice per calendar year or upon a change of Beneficiary.</td></tr>
</table>

Bright Directions Advisor-Guided 529 College Savings Program

Program Overview

Program Costs
(See "Program Fees and Expenses", page 31, 46)

Underlying Fund Costs	Range	Average
Age-Based Portfolios	0.11% - 0.40%	0.30%
Target Portfolios	0.11% - 0.40%	0.27%
Individual Fund Portfolios	0.00% - 0.89%	0.47%
Individual Fund ETF Portfolios	0.035% - 0.12%	0.07%

Sales Charges	A	C	E	F	G	H
Account Sales Charge	3.50%*	none	none	none	none	none
Annual Account Servicing Fee	0.25%	0.50%	0.25%	none	0.25%	none

Other Costs	
Program Management Fee	0.14%
State Administrative Fee	0.03%
Account Fee	**none**

* Please see Program Fees and Expenses on page 31 for additional information on breakpoints, rights of accumulation, and letters of intent.

Risk Factors
(See "Certain Risks to Consider", page 58)

Except as described herein for investments in the Bank Savings Underlying Investment, investments in the Program are not insured by the FDIC. Investments in the Bright Directions Advisor-Guided 529 College Savings Program are not guaranteed or insured by the State of Illinois, the Illinois State Treasurer, Union Bank & Trust Company, Northern Trust Securities, Inc., the Federal Deposit Insurance Corporation, or any other entity.

- Opening an Account involves certain risks, including:
  - o the value of your Account may decrease, you could lose money, including the principal you invest;
  - o state or federal tax law changes;
  - o Program changes, including changes in fees;
  - o the Program may add, terminate or merge investment Portfolios;
  - o the Program may change underlying investment vehicles or change allocations;
  - o an investment in the Program may adversely affect the Account Owner's or Beneficiary's eligibility for financial aid or other benefits.

Federal Qualified Withdrawals
(See "Distributions From an Account", page 55)

Assets in your Account can be used to pay for the Beneficiary's Federal Qualified Higher Education Expenses, which include:

- tuition, fees, books, supplies, and equipment required for enrollment or attendance of a Beneficiary at an Institution of Higher Education;
- expenses for room and board (with certain limitations) incurred by students who are enrolled at least half-time;
- expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services if it is to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education;
- expenses for special needs services in the case of a special needs Beneficiary which are incurred in connection with such enrollment or attendance;
- tuition, fees, books, supplies, and equipment required for participation of the Beneficiary in an Apprenticeship Program;
- payments on Qualified Education Loans of the Beneficiary or a sibling of the Beneficiary, subject to a $10,000 aggregate limit; and
- expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school, subject to an annual $10,000 per Beneficiary limit.

Illinois Qualified Expense
(See "Distributions from an Account", page 55)

- Tuition, fees, books, supplies, and equipment required for enrollment or attendance of a Beneficiary at an Institution of Higher Education;
- Expenses for room and board (with certain limitations) incurred by students who are enrolled at least half-time;
- Expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services if it is to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education;
- Expenses for special needs services in the case of a special needs Beneficiary which are incurred in connection with such enrollment or attendance;
- Expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an Apprenticeship Program registered and certified with the Secretary of Labor; and
- Amounts paid as a principal or interest on any qualified education loan (as defined in Internal Revenue Code Section 221(d)) of the Beneficiary or a sibling (as defined in Internal Revenue Code Section 152(d)(2)(B)) of the Beneficiary, but not to exceed $10,000 per individual (reduced by the amount of distributions for all prior taxable years for such purposes).

Bright Directions Advisor-Guided 529 College Savings Program

INTRODUCTION

The Bright Directions Advisor-Guided 529 College Savings Program (the "Program") is part of the Illinois College Savings Pool (the "Pool"), for which the Illinois State Treasurer (the "Treasurer") serves as trustee (the "Trustee"). The Pool is an education savings program authorized by the State of Illinois and is designed to qualify as a tax-advantaged savings program under Section 529 of the Internal Revenue Code (the "Code") and the proposed regulations thereunder. Section 529 permits states and state agencies to sponsor qualified tuition programs under which you can open and contribute to an Account for the benefit of any individual, including yourself. The Program is a convenient and tax-advantaged way to save for certain costs of attendance at an Institution of Higher Education.

Over the weekend of November 4-5, 2017, the Bright Start Advisor-Sold College Savings Program combined with the Program. Investments in Bright Start Advisor-Sold College Savings Program Accounts automatically transitioned to the corresponding Portfolios of the Program at that time without any action on the part of Account Owners being required. The Portfolios of the Program are similar but not identical to the portfolios formerly available in the Bright Start Advisor-Sold College Savings Program, and accordingly, you should evaluate carefully whether you believe any change in your investment allocation is appropriate as a result of these differences. As a consequence of such combination, the Bright Start Advisor-Sold College Savings Program has terminated and thereafter, all former Bright Start Advisor-Sold College Program Accounts are bound and governed by the terms of this Program Disclosure Statement & Participation Agreement.

You may open and contribute to a Program Account regardless of your income. Investment earnings on your Program Contributions accumulate on a tax-deferred basis, and withdrawals are exempt from federal and Illinois state income tax if they are used to pay for the Beneficiary's Federal Qualified Higher Education Expenses. The aggregate balance limit for Accounts for a Beneficiary in the Program and any additional accounts in other State of Illinois Section 529 programs is $500,000.

In addition, individuals who contribute to the Program and file an Illinois state income tax return generally are allowed to deduct from their adjusted gross income for Illinois state income tax purposes up to $10,000 of Contributions per year ($20,000 for married taxpayers filing jointly) for total combined Contributions to Illinois Section 529 programs. An Illinois taxpayer who deducted Contributions on his or her Illinois state income tax return in a prior year may be required to include on his or her Illinois state income tax return in the year of withdrawal, all or a portion of the amount previously deducted if the withdrawal is an Illinois Nonqualified Withdrawal. Consult with your financial, tax, or other advisor before making a withdrawal from the Program.

Under federal law, the Program must prohibit the Account Owner and the Beneficiary from directing the investment of any Contributions (or earnings thereon) more than two times in a calendar year. You may choose a balance of equity, real estate, fixed income, bank deposit, and/or money market investments relating to your Account based on the available Portfolios described in this Program Disclosure Statement. The Program has over forty (40) investment portfolios from which to choose.

This Program Disclosure Statement describes only Accounts in the Program that are sold through brokers or other financial advisors. The Treasurer also offers the Bright Start Direct-Sold College Savings Program, which offers different investment options, and has different fees than those offered under the Program. For more information you may visit the Treasurer's website at IllinoisTreasurer.gov.

All capitalized terms shall have the meanings given to them in the "Definitions of Key Terms" Section beginning on page 6.

PROGRAM HIGHLIGHTS

Eligibility. The Program is open to residents of any state, not just residents of Illinois. There are no income restrictions.

Contribution Amounts. The Program has no required minimum Contribution, and you may make additional Contributions at any time. However, the Maximum Account Balance for Accounts for a Beneficiary under the Program and any additional accounts in other Illinois Section 529 programs is $500,000.

Federal Qualified Withdrawals. Money in your Account may be withdrawn to pay the Beneficiary's Federal Qualified Higher Education Expenses. Currently, Federal Qualified Higher Education Expenses include (i) tuition, fees, books, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Institution of Higher Education; (ii) subject to certain limits, the Beneficiary's room and board expenses if enrolled at least half-time; (iii) the purchase of computer or peripheral equipment, computer software, or Internet access and related services if it is to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education; (iv) expenses for special needs services for a special needs Beneficiary that are incurred in connection with enrollment or attendance at an Institution of Higher Education; (v) expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school provided that the amount of cash distributions for such expenses from all qualified tuition programs with respect to a Beneficiary do not, in the aggregate, exceed $10,000 during the taxable year; (vi) expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an Apprenticeship Program; and (vii) amounts paid as principal or interest on any qualified education loan (as defined in Internal Revenue Code Section 221(d)) of the Beneficiary or a sibling (as defined in Internal Revenue Code Section 152(d)(2)(B)) of the Beneficiary, but not to exceed $10,000 per individual (reduced by the amount of distributions for all prior taxable years for such purposes).

Federal Income Tax Benefits. Under current law, federal income taxes on investment earnings are deferred while in an Account, and such earnings are free from federal and Illinois state income tax if they are distributed as part of a Federal Qualified Withdrawal. The earnings portion (if any) of a Federal Nonqualified Withdrawal will be treated as ordinary income to the recipient and generally will also be subject to a 10% federal penalty tax.

State Income Tax Benefits. Individuals who file an Illinois state income tax return are eligible to deduct up to $10,000 per tax year ($20,000 for married taxpayers filing jointly) for total combined Contributions to the Program, the Bright Start Direct-Sold College Savings Program, and College Illinois! during that tax year. In the case of an Account Owner who is a custodian under a Uniform Gifts to Minors Act ("UGMA") or Uniform Transfers to Minors Act ("UTMA") account, the beneficiary for whom the account is held may be entitled to the Illinois state income tax deduction rather than the custodian of the account. An Illinois taxpayer who deducted Contributions on his or her Illinois state income tax return in a prior year may be required to include on his or her Illinois state income tax return the amount (or a portion of it) previously deducted if an Illinois Nonqualified Withdrawal is made. Consult with your financial, tax, or other advisor before making a withdrawal from the Program.

For tax years ending on or before December 31, 2024, employers that match employees' Contributions to the Program, College Illinois! or the Bright Start Direct-Sold College Savings Program are eligible for an Illinois tax credit.

Gift Tax Treatment. For federal gift tax purposes, Contributions to an Account are considered a gift from the contributor to the Beneficiary that is eligible for the gift tax annual exclusion. For 2021, the annual exclusion is $15,000 per donee and will increase to $16,000 per donee in 2022 ($30,000 for 2021 for a married couple that elects to split their gifts on United States Gift Tax Return Form 709 increasing to $32,000 for 2022 for a married couple that elects to split their gifts). This means that in 2021, you may contribute up to $15,000 to an Account ($16,000 effective January 1, 2022) without the Contribution being considered a taxable gift (assuming you make no other gifts to the Beneficiary in the same year). In addition, if your total Contributions to an Account during a year exceed the annual exclusion for that year, you may elect to have the amount you contributed that 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 must be made on the United States Gift Tax Return Form 709).

This means that you may contribute up to $75,000 ($80,000 once the annual exclusion is increased to $16,000 effective January 1, 2022), without the Contribution 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 to have gifts treated as "split" with the contributor may contribute up to twice that amount ($150,000 in 2021 and increasing to $160,000 effective January 1, 2022). without the Contribution being considered a taxable gift, provided that neither spouse makes other gifts to the Beneficiary in the same year or in any of the succeeding four calendar years and they both make the five-year election. The annual exclusion is indexed for inflation and therefore may increase over time.

School Eligibility. The Beneficiary can use funds in the Program to attend any United States school (and some foreign schools), public or private, qualifying as an Institution of Higher Education, including two-year, four-year, professional and vocational schools. Funds may also be used for certain expenses in connection with Apprenticeship Programs. Funds may also be used for elementary or secondary public, private, or religious schools subject to a $10,000 annual limit and certain Illinois tax consequences.

Investment Flexibility. The Treasurer and Program Manager have designed 3 Age-Based Portfolios, 7 Target Portfolios, 36 Individual Fund Portfolios, and 15 Individual Fund ETF Portfolios. The Age-Based and Target Portfolios invest in specified allocations of equity, real estate, fixed income, bank deposit, and/or money market Underlying Investments, and the Individual Fund Portfolios and Individual Fund ETF Portfolios invest in a single Underlying Investment. Account Owners do not own shares of the Underlying Investments or mutual funds, but rather own shares in a Portfolio of the Program. Working with your broker or other financial advisor you can choose a Portfolio that is tailored to meet your investment objectives and risk profile. Accounts in the Program are offered only through brokers or other financial advisors to allow you to obtain advice as to whether an investment in the Program is right for you. **The Underlying Investments in a Portfolio may be modified from time to time by the Trustee in its sole discretion.**

DEFINITIONS OF KEY TERMS

ABLE Account means an account under a qualified ABLE program under Section 529A of the Code as further defined in Section 529A(e)(6) of the Code.

Account Owner means the individual or entity that has entered into a Participation Agreement and opened an Account, or the individual or entity to which ownership of an Account has been transferred. The Account Owner must be at least 18 years of age with a valid Social Security number or a taxpayer identification number. An Account Owner need not be a resident of Illinois. The Account Owner must also have a valid, permanent address in the U.S. (not a P.O. Box). The Account Owner may be an individual, certain legal entities, a custodian under a UGMA or UTMA account or a trustee of a trust. The Account Owner may also be a tax-exempt Section 501(c)(3) organization or state or local government that establishes an Account as part of a scholarship program. The Account Owner may make Contributions to the Account, direct investment changes, designate or change the Beneficiary, request withdrawals, or request exchanges among Portfolios within the Program.

Account means a separate Account within the Program established by an Account Owner for a named Beneficiary pursuant to a Participation Agreement. Each Account must be established through a broker or other advisor. For each Account, the Account Owner must select Fee Structure A, C, E, F, G, or H.

Age-Based Portfolio means a diversified investment portfolio that invests in equity, real estate, fixed income, bank deposit, and/or money market Underlying Investments based on the age of the Beneficiary. Contributions and earnings are typically more heavily weighted in equity investments when the Beneficiary is younger and more towards fixed income, bank deposit, and money market investments as the Beneficiary nears college age. See "Exhibit B – Investment Portfolios and Underlying Investments."

Apprenticeship Program means a program registered and certified with the Secretary of Labor under Section 1 of the National Apprenticeship Act (29 U.S.C. 50).

Beneficiary means the individual designated in the Enrollment Form as the Beneficiary of an Account at the time the Account is established, or the individual designated as the new Beneficiary if the Account Owner changes the Beneficiary of an Account. The Beneficiary must have a valid Social Security number or taxpayer identification number. A Beneficiary may be of any age. To protect certain federal tax advantages of the Program, there are restrictions on who may be named a replacement Beneficiary. The Beneficiary can only be changed to a "Member of the Family" of the former Beneficiary. In the case of an Account established by a state or local government or a Section 501(c)(3) organization as part of a scholarship program, the Beneficiary is any individual receiving benefits accumulated in the Account as a scholarship.

CESA means Coverdell Education Savings Account, formerly known as an Education IRA.

Code means the Internal Revenue Code of 1986, as amended from time to time.

Contribution means cash deposited into an Account for the benefit of a Beneficiary after deduction of any applicable sales charges under Fee Structure A, C, E, F, G, or H.

Distributor means Northern Trust Securities, Inc. Northern Trust Securities, Inc. is a registered broker-dealer.

Enrollment Form means the Bright Directions Advisor-Guided 529 College Savings Program Enrollment Form signed by an Account Owner establishing an Account and agreeing to be bound by the terms of the Participation Agreement.

Exchange Traded Fund ("ETF") means an exchange-traded class of shares issued by certain Vanguard mutual funds. ETF shares represent an interest in the portfolio of stocks or bonds held by the issuing fund. ETFs are funds that trade like other publicly-traded securities. Conventional mutual fund shares are bought from and redeemed with the issuing fund for cash at the net asset value (NAV), typically calculated once a day. ETF Shares, by contrast, cannot be purchased from or redeemed with the issuing fund by an individual investor. Rather, ETF shares can only be purchased or redeemed by or through certain authorized broker-dealers. These broker-dealers may purchase and redeem ETF shares only in large blocks, and only in exchange for baskets of securities rather than cash.

An organized secondary trading market is expected to exist for ETF shares, unlike conventional mutual fund shares, because ETF shares are listed for trading on a national securities exchange. The market price of a fund's ETF shares typically will differ somewhat from the NAV of those shares. The difference between market price and NAV is expected to be small most of the time, but in times of market disruption or extreme market volatility the difference may become significant.

Federal Nonqualified Withdrawal means any distribution from an Account to the extent it is not a Federal Qualified Withdrawal or a Federal Qualified Rollover Distribution. The earnings portion of a Federal Nonqualified Withdrawal will generally be treated as income subject to income tax and a 10% federal penalty tax.

Federal Qualified Higher Education Expenses, as defined in Section 529 of the Code, includes:

- tuition, fees, books, supplies, and equipment required for enrollment of, or attendance by, a Beneficiary at an Institution of Higher Education;
- certain room and board expenses incurred by students who are enrolled at least half-time at an Institution of Higher Education. The expense for room and board qualifies only to the extent that it isn't more than the greater of the following two amounts:
  a) The allowance for room and board, as determined by the Institution of Higher Education, that was included in the cost of attendance (for federal financial aid purposes) for a particular academic period and living arrangement of the student;
  b) The actual amount charged if the student is residing in housing owned or operated by the Institution of Higher Education. You may need to contact the Institution of Higher Education for qualified room and board costs;
- expenses for special needs services in the case of a Beneficiary who has special needs that are incurred in connection with such enrollment or attendance;
- expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services, if such equipment, software, or services are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education. This does not include expenses for computer software for sports, games, or hobbies unless the software is predominately educational in nature;
- expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an Apprenticeship Program;
- amounts paid as principal or interest on any Qualified Education Loan of the Beneficiary or a Sibling of the Beneficiary, but not to exceed $10,000 per individual (reduced by the amount of distributions for all prior taxable years for such purposes); and
- expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school. The amount of cash distributions for such expenses from all 529 qualified tuition programs with respect to a Beneficiary shall, in the aggregate, not exceed $10,000 during the taxable year.

Federal Qualified Rollover Distribution means a distribution or transfer from an Account that is deposited within sixty (60) days of the distribution or transfer to:

- Another 529 qualified tuition program for the benefit of the Beneficiary, provided that any such transfer does not occur within twelve (12) months from the date of a previous transfer to a 529 qualified tuition program for the benefit of the Beneficiary;
- Another account in any other 529 qualified tuition program, for the benefit of an individual who is a Member of the Family of the Beneficiary; or
- Effective for periods prior to January 1, 2026, to an ABLE account of the Beneficiary or a Member of the Family of the Beneficiary, subject to the contribution limits for ABLE accounts.

See "Can I Transfer My Account to Other Illinois Section 529 Programs?".

Federal Qualified Withdrawal means a withdrawal from an Account that is used to pay the Federal Qualified Higher Education Expenses of the Beneficiary. A Federal Qualified Withdrawal generally is not subject to federal or Illinois state income tax, but a Federal Qualified Withdrawal that is also an Illinois Nonqualified Withdrawal may trigger recapture of any Illinois income tax deduction claimed for Contributions to the Account.

Fee Structure A or C means the fee structure selected by Account Owners who establish an Account with the involvement of a broker or financial advisor as described in the Participation Agreement.

Fee Structure E means the Fee Structure available to Account Owners contributing through an employer-sponsored option.

Fee Structure F means the fee structure available only to Account Owners who establish an 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.

Fee Structure G is closed to new investors. Only Account Owners who purchased Units prior to July 23, 2007 and whose broker of record remains Citigroup Global Market Inc. or Morgan Stanley Smith Barney LLC are eligible to purchase Class G Units on or after July 23, 2007 in existing Accounts. If an Account Owner's broker of record changes, that Account Owner is no longer eligible to hold Class G Units in his or her Account.

Fee Structure H is closed to new investors. Only Account Owners who purchased Units prior to July 23, 2007 through brokers other than Citigroup Global Market Inc.'s Smith Barney division may purchase Class H Units on or after July 23, 2007 in existing accounts.

Illinois Nonqualified Withdrawal means any withdrawal from an Account to the extent it is not (i) used for Illinois Qualified Expenses for the Beneficiary, (ii) resulting from the Beneficiary's death or disability, (iii) a rollover to another account in the Pool or (iv) effective for periods prior to January 1, 2026, a rollover to an ABLE Account administered by Illinois, subject to the contribution limits for ABLE accounts. In the event of an Illinois Nonqualified Withdrawal the amount of any deduction previously taken for Illinois income tax purposes (or a portion of such amount) is added back in determining Illinois base income.

Illinois Qualified Expenses means

- tuition, fees, books, supplies, and equipment required for enrollment of, or attendance by, a Beneficiary at an Institution of Higher Education;
- certain room and board expenses incurred by a Beneficiary who is enrolled at least half-time. The expense for room and board qualifies only to the extent that it isn't more than the greater of the following two amounts:
  a) The allowance for room and board, as determined by the Institution of Higher Education, that was included in the cost of attendance (for federal financial aid purposes) for a particular academic period and living arrangement of the student;
  b) The actual amount charged if the student is residing in housing owned or operated by the Institution of Higher Education. You may need to contact the Institution of Higher Education for qualified room and board costs;
- expenses for special needs services in the case of a Beneficiary who has special needs which are incurred in connection with such enrollment or attendance;
- expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services, if such equipment, software, or services are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education. This does not include expenses for computer software for sports, games, or hobbies unless the software is predominately educational in nature;
- expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an Apprenticeship Program; and
- amounts paid as principal or interest on any Qualified Education Loan of the Beneficiary or a Sibling of the Beneficiary, but not to exceed $10,000 per individual (reduced by the amount of distributions for all prior taxable years for such purposes).

Illinois Qualified Expenses do not include:

- expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school.

Illinois Section 529 Programs means the Bright Start Direct-Sold College Savings Program, the Bright Directions Advisor-Guided 529 College Savings Program, and College Illinois!, a prepaid tuition program.

Individual Fund Portfolio means an investment Portfolio that invests in the shares of a single Underlying Investment. Account Owners do not own shares of the Underlying Investment directly, but rather own shares in a Portfolio of the Program. You can choose to allocate your Contributions to one or more Individual Fund Portfolio according to your investment objective and risk tolerance. The performance of the Individual Fund Portfolios is dependent on the performance of the Individual Underlying Investment in which they invest. As a result, its performance may be more volatile than the other available Portfolios in the Program. See "Exhibit B – Investment Portfolios and Underlying Investments."

Individual Fund ETF Portfolio means an investment Portfolio that invests in the shares of a single exchange traded fund. Account Owners do not own shares of the underlying exchange traded funds directly, but rather own shares in a Portfolio of the Program. You can choose to allocate your Contributions to one or more Individual Fund ETF Portfolios according to your investment objective and risk tolerance. The performance of the Individual Fund ETF Portfolios is dependent on the performance of the individual exchange-traded funds in which they invest. As a result, their performance may be more volatile than the other available Portfolios in the Program. See "Exhibit C – Underlying Exchange Traded Fund Information."

Individual Fund ETF Portfolios are available only under Fee Structure F.

Institution of Higher Education means an eligible educational institution, as defined in Section 529 of the Code. This generally includes any accredited postsecondary educational institution in the United States offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree, or another recognized postsecondary credential. Certain proprietary institutions, postsecondary vocational institutions, and foreign schools also are Institutions of Higher Education. These institutions must be eligible to participate in the student aid programs provided by Title IV of the Higher Education Act of 1965 (the "HEA"). For a list of schools, visit fafsa.ed.gov and click on "School Code Search". "Institution of Higher Education" does not include any elementary or secondary school.

Investment Policy Statement means the Bright Directions Investment Policy Statement adopted by the Treasurer pursuant to the Program Management Agreement which sets forth the policies, objectives, and guidelines that govern the investment of Contributions in the Program. The Treasurer may amend the Investment Policy Statement from time to time in accordance with the Program Management Agreement.

Legal Incompetency means (a) the person has a court-appointed guardian or conservator for the person's estate or (b) a physician who is attending to the care of the person and who has examined the person within the past sixty (60) days certifies in writing that the person is unable to prudently manage financial affairs.

Maximum Account Balance is the threshold after which additional Contributions to an Account cannot be made. The Maximum Account Balance is currently $500,000 and is applied against the aggregate value of all Program Accounts for the Beneficiary and all accounts for the same Beneficiary under other Illinois Section 529 Programs. The Treasurer periodically reviews and adjusts the Maximum Account Balance to comply with the requirement under Code Section 529 that a program prevent contributions in excess of those necessary to provide for the qualified higher education expenses of the beneficiary.

Member of the Family, as defined in Section 529 of the Code, means an individual who is related to the Beneficiary in any of the following ways:

- A son, daughter, stepchild, foster child, adopted child, or a descendant of any of them;
- A brother, sister, stepbrother, or stepsister;
- The father or mother, or an ancestor of either;
- A stepfather or stepmother;
- A son or daughter of a brother or sister;
- A brother or sister of the father or mother;
- A son-in-law, daughter-in-law, father-in-law, mother- in-law, brother-in-law, or sister-in-law;
- The spouse of the Beneficiary or the spouse of any of the foregoing individuals; or
- A first cousin of the Beneficiary.

For purposes of determining who is a Member of the Family, a legally adopted child of an individual is treated as the child of such individual by blood. The terms brother and sister include a brother or sister by the half-blood.

Nonqualified Withdrawal under Code Section 529 means a distribution that may be subject to income tax, and sometimes an additional penalty tax, on the Earnings Portion of the distribution. See "Federal Nonqualified Withdrawal." The term "Nonqualified Withdrawal" is also used under Illinois law for a different purpose. An Illinois Nonqualified Withdrawal may trigger "recapture" of any Illinois state income tax deduction previously taken. See "Illinois Nonqualified Withdrawal."

Participant means an Account Owner.

Participation Agreement means the legally binding contract between an Account Owner and the Trust. The current form of the Participation Agreement is attached as Exhibit A to this Program Disclosure Statement. However, the Treasurer may amend the Participation Agreement at any time and for any reason by giving notice of such amendments.

Pool means the Illinois College Savings Pool.

Portfolio means any of the investment portfolios available, and to which Contributions may be made, under the Program. An Account Owner must designate a Portfolio or Portfolios in the Enrollment Form for each Account. A Portfolio may be invested in specified allocations of equity, real estate, fixed income, bank deposit, and/or money market Underlying Investments, or a single Underlying Investment. The Program currently has Age-Based, Target, Individual Fund, and Individual Fund ETF Portfolios.

Program means the Bright Directions Advisor-Guided 529 College Savings Program.

Program Management Agreement means the Bright Directions Advisor-Sold College Savings Program Management Agreement by and between the Program Manager and the Treasurer.

Program Manager means Union Bank & Trust Company of Lincoln, Nebraska.

Qualified Education Loan means a loan as defined in Internal Revenue Code Section 221(d) of the Beneficiary or a Sibling of the Beneficiary.

Sibling means an individual who bears a relationship to the Beneficiary which is described in Internal Revenue Code Section 152(d)(2)(B). Sibling includes a stepsibling and also includes a sibling by the halfblood.

Target Portfolio means a diversified investment portfolio that can invest in equity, real estate, fixed income, bank deposit, and/or money market Underlying Investments. Contributions and earnings are invested in a set asset allocation of equity, real estate, fixed income, bank deposit, and/or money market Underlying Investments. Unlike the Age-Based Portfolios, the Target Portfolios' asset allocations do not adjust as the Beneficiary gets older. See "Exhibit B – Investment Portfolios and Underlying Investments."

Treasurer means the Office of the Illinois State Treasurer.

Trust means the Bright Directions College Savings Program Trust.

UGMA means Uniform Gifts to Minors Act.

Underlying Investments means the underlying investment funds that the Portfolios invest in and include mutual funds, separately managed accounts, bank deposit, and other investment vehicles.

UTMA means Uniform Transfers to Minors Act.

DESCRIPTION OF THE PROGRAM

What Is the Program?

The Program was created by the State of Illinois and is part of the Pool which is designed to qualify as a qualified tuition program under Section 529 of the Code. The primary purpose of the Program is to offer a convenient and tax-advantaged way to save for the cost of college and Federal Qualified Higher Education Expenses. Federal and Illinois income taxes on investment earnings in an Account are deferred until there is a distribution from the Account. In addition, a distribution is free from federal income tax if it is used to pay the Federal Qualified Higher Education Expenses of the Beneficiary. It is also free from Illinois income tax unless the distribution is an Illinois Nonqualified Withdrawal, in which case the amount of any deduction previously taken for Illinois income tax purposes (or a portion of such amount) is added back to Illinois taxable income.

The Pool consists of the Program and the Bright Start Direct-Sold College Savings Program. This Program Disclosure Statement only pertains to Accounts in the Bright Directions Advisor-Guided 529 College Savings Program.

Before investing in the Program, you should consult with your financial professional about whether an investment in the Program is appropriate in light of your overall financial goals and whether an investment is an appropriate vehicle for you to use to save for Federal Qualified Higher Education Expenses. If you decide to invest in the Program you should also consult with your financial professional about the appropriate Portfolio or Portfolios in which to invest.

What Is the Legal Structure of the Program?

The Illinois State Treasurer acts as Trustee. The Treasurer is responsible for the overall administration of the Program. Amounts contributed to the Program will be invested in the Trust. The Treasurer established the Trust to hold the assets of the Program, including contributions to Accounts established by Account Owners.

The Treasurer has selected Union Bank & Trust Company as Program Manager to advise the Treasurer on the investment of Contributions to the Program and to provide day-to-day administrative and marketing services to the Program. The Program Manager has engaged Wilshire to advise it with respect to the structure and asset allocations of the Portfolios and the Underlying Investments the Portfolios utilize.

The Program Manager has entered into a distribution agreement with Northern Trust Securities, Inc., under which they have agreed to act as Distributor for the Program. Under the distribution agreement, the Distributor will engage registered broker-dealers and financial institutions to assist in marketing the Accounts to those interested in saving for college education expenses. You will be able to open Accounts and make Contributions to Accounts through your broker or other financial advisor.

How Does the Program Work?

To begin saving for Federal Qualified Higher Education Expenses as described herein, you must open an Account and make an initial Contribution to your Account for a named Beneficiary. Money contributed to your Account will be invested in the Portfolio(s) you choose. When the Beneficiary of your Account incurs Federal Qualified Higher Education Expenses, you may withdraw money from your Account to pay those Federal Qualified Higher Education Expenses.

What Types of Expenses May Be Paid With Account Funds?

Account funds may be used to pay the Federal Qualified Higher Education Expenses of the Account Beneficiary. These expenses generally include (i) tuition, fees, books, supplies, and equipment required for the Beneficiary's enrollment or attendance at an Institution of Higher Education; (ii) subject to certain limitations, the room and board expenses of a student enrolled at least on a half-time basis; (iii) the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services if they are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education; (iv) expenses for special needs services incurred in connection with enrollment or attendance at an Institution of Higher Education in the case of a Beneficiary who has special needs; (v) expenses for fees, books, supplies, and equipment required for the participation of a Beneficiary in an Apprenticeship Program; and (vi) amounts paid as principal or interest on any Qualified Education Loan of the Beneficiary or a Sibling of the Beneficiary, but not to exceed $10,000 per individual (reduced by the amount of distributions for all prior taxable years for such purposes).

Institutions of Higher Education generally include accredited, postsecondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree, or another recognized postsecondary credential, including certain proprietary, post-secondary vocational, and foreign institutions. The institution must be eligible to participate in student aid programs provided by Title IV of the HEA.

In addition, federal law, but not Illinois law, permits:

- an aggregate of up to $10,000 during a taxable year from all 529 qualified tuition programs for a Beneficiary to be used for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private or religious school.

Such distributions would be Illinois Nonqualified Distributions and the amount of any deduction previously taken for Illinois income tax purposes (or a portion of such amount) would be added back to Illinois taxable income. Consult with your tax or legal advisor before making such distributions.

The tax benefits afforded to the 529 qualified tuition programs must be coordinated with other programs designed to provide tax benefits for meeting higher education expenses in order to avoid the duplication of such benefits. You should consult with your tax or legal advisor with respect to the various education benefits.

OPENING AND MAINTAINING AN ACCOUNT

Who Can Open an Account?

An Account may be established by an individual, certain legal entities, a custodian under a State's UGMA or UTMA statute, or the trustee of a trust. The Account Owner must be at least 18 years of age with a valid Social Security number or a taxpayer identification number. The Account Owner must also have a valid, permanent address in the U.S. (not a P.O. Box). There are no income limitations for the Account Owner to participate in, or benefit from, the Program.

There may be only one Account Owner per Account (joint ownership is not allowed). An Account Owner or multiple Account Owners can open more than one Account for the same Beneficiary as long as the total of the balances in all such Accounts and accounts for the Beneficiary in other Illinois Section 529 Programs, including the Bright Start Direct-Sold College Savings Program and College Illinois!, do not exceed the Maximum Account Balance. In addition, an Account may be established by a state or local government or a tax-exempt organization described in Section 501(c)(3) of the Code as part of a scholarship program operated by such government or organization.

If the prospective Account Owner is a trust, the trustee should consult with his or her legal and tax advisors before establishing an Account. This Program Disclosure Statement does not address the income or other tax consequences of investments in the Program made by a trust, nor does it address the propriety of a trust making such an investment under state trust law. The Program is not responsible for determining if the individual listed as the trustee has the authority to open an Account in such capacity or whether trust assets can be used to open such Account.

Accounts are only offered by the Distributor and through brokers or other financial advisors. You should contact your broker or other financial advisor to determine if they offer Accounts.

How Do I Open an Account?

To open an Account, you must complete and sign an Enrollment Form and return it to your broker or other financial advisor. By completing an Enrollment Form, you agree to be bound by the terms and conditions of the Participation Agreement, which governs your rights, benefits, and obligations as an Account Owner. The current form of the Participation Agreement is included as Exhibit A to this Program Disclosure Statement. If you wish to make Contributions for more than one Beneficiary, you must complete an Enrollment Form and open a separate Account for each Beneficiary. You should note, however, that any amendments to the Code or Illinois laws or regulations relating to the Program may automatically amend the terms of the Participation Agreement, and the Treasurer may amend the Participation Agreement at any time and for any reason by giving notice of such amendments.

As Account Owner, you control the Account, including any Contributions made to the Account by third parties. The Account Owner may change the Beneficiary of the Account, transfer money in the Account to another account in the Pool or another qualified tuition program, or withdraw money from the Account, in each case subject to any applicable taxes or other rules as described in this Program Disclosure Statement and under applicable law.

You must open an Account through a broker or other financial advisor. When you open your Account, you must choose from among Fee Structure A, C, E, F, G, or H. Fee Structure E is available only to Account Owners investing in the Program through an employer-sponsored option, and Fee Structure F is available only to Account 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. Fee Structure G and Fee Structure H are closed to new investors. Contributions to an Account will be invested after any applicable sales charges are deducted. To open an Account, contact your broker or other financial advisor directly for specific instructions and assistance on how to complete and submit the Enrollment Form.

How Many Accounts Can I Open?

There is no limit on the number of Accounts you can establish, and an Account Owner may establish more than one Account. However, the aggregate balance of all Accounts for a Beneficiary, and accounts in other Illinois Section 529 Programs, including the Bright Start Direct-Sold College Savings Program and College Illinois!, may not exceed the Maximum Account Balance.

When Can I Open an Account for an Infant?

There are no age limitations for an Account Beneficiary. However, at the time you open an Account, you must designate a Beneficiary. If you open an Account for a newborn for whom a Social Security number or tax identification number has not yet been obtained, you may still designate that individual as Beneficiary, so long as you provide the Program Manager with the Beneficiary's Social Security number or tax identification number within sixty (60) days of opening the Account.

May I Change Ownership of a Program Account?

The Account Owner may change ownership of an Account to another individual or entity that is eligible to be an Account Owner. When an Account Owner transfers ownership of an Account, the Account Owner may, but is not required to, change the Beneficiary. A change of ownership of an Account will only be effective to transfer ownership if the assignment is irrevocable and transfers all ownership rights.

The current Account Owner must complete and submit a Change of Account Owner Form to the Program Manager to transfer ownership of the Account. The Account Owner's signature on the Change of Account Owner Form must be medallion signature guaranteed, or it will not be processed. The new Account Owner will be required to sign the Change of Account Owner Form and thereby enter into a Participation Agreement. Federal tax law does not specifically address the tax treatment of a change of ownership of an Account. You should consult your tax or legal advisor regarding the potential gift and/or generation-skipping transfer tax consequences of changing ownership of your Account.

Can I Name a Successor to Take Over Ownership of My Account Upon My Death or Incompetency?

On the Enrollment Form, the Account Owner may designate a successor Account Owner to take ownership of the Account in the event of the Account Owner's death or legal incompetency. If an Account is already established, the Account Owner may designate a successor Account Owner or change the designation by completing and submitting the appropriate form available from your financial advisor or at BrightDirections.com.

If I do not Name a Successor, Who Becomes Account Owner at my Death?
Except for Accounts subject to a state UGMA or UTMA, if the Account Owner does not properly designate a successor Account Owner who is able and willing to serve as successor Account Owner, ownership of the Account will pass to:

1. the person designated in the Account Owner's Will as successor Account Owner by specific reference to 529 qualified tuition program savings accounts, or if none,

2. the spouse of the Account Owner if such surviving spouse is a lineal ancestor of the Beneficiary, or if none,

3. the Beneficiary if of legal age and not legally incompetent, or if not of legal age and competent,

4. the court-appointed guardian or conservator of the estate of the Beneficiary, or if none,

5. the court-appointed custodial guardian or conservator of the Beneficiary, as custodian for the Beneficiary under a state UGMA or UTMA, or if none,

6. a parent of the Beneficiary, provided that if both parents are living and able and willing to serve as the Account Owner, the ownership of the Account shall pass to (a) the parent who is related (other than by marriage) to the prior Account Owner, or if not applicable, (b) the parent with the earlier birthday.

References to a "parent" or an "ancestor" include natural and adoptive relationships.

For example, the following direction in your Will is sufficient: "I name my sister Jane Smith as the successor account owner of all 529 savings accounts of which I am the account owner." A direction to distribute your assets to one or more persons is not a designation of a successor Account Owner. Please note that if you leave a designation of successor Account Owner in a Will we may require that the Will be admitted to probate and determined by the court to be your Will in effect at your death.

The person claiming the right to be the successor Account Owner upon the Account Owner's death must submit to the Program Manager a certified copy of the death certificate and a signed Change of Account Owner Form. The successor Account Owner may also be required to submit, in the Program Manager's discretion, an affidavit or statement that there is no person with a higher priority to become successor Account Owner. None of the State of Illinois, the Treasurer or the Program Manager shall have any liability for a good faith determination of who is entitled to be the successor Account Owner.

If I do not Name a Successor, Who Becomes Account Owner Upon my Legal Incompetency?
If the Account Owner becomes legally incompetent and does not properly designate a successor Account Owner who is able and willing to serve as successor Account Owner, ownership of the Account will pass to:

1. the agent or attorney-in–fact under the Account Owner's power of attorney, provided that if the Beneficiary is someone other than the Account Owner, the power of attorney grants the agent or attorney-in-fact the power to manage 529 qualified tuition program accounts or grants the agent or attorney-in-fact the power to make gifts to the Beneficiary, or if none,

2. the spouse of the Account Owner if such spouse is a lineal ancestor of the Beneficiary, or if none,

3. the court-appointed guardian or conservator of the Account Owner's estate, or if none,

4. the Beneficiary if of legal age and not legally incompetent, or if not of legal age and competent,

5. the court-appointed guardian or conservator of the estate of the Beneficiary, or if none,

6. the court-appointed custodial guardian or conservator of the Beneficiary, as custodian for the Beneficiary under a state UGMA or UTMA, or if none,

7. a parent of the Beneficiary, provided that if both parents are living and able and willing to serve as the Account Owner, the ownership of the Account shall pass to (a) the parent who is related (other than by marriage) to the prior Account Owner, or if not applicable, (b) the parent with the earlier birthday.

References to a "parent" or an "ancestor" include natural and adoptive relationships.

Upon the Account Owner's legal incompetency, the successor Account Owner must submit to the Program Manager proof of the Account Owner's legal incompetency and a Change of Account Owner Form signed by the successor Account Owner. A change of Account Owner is irrevocable, even if the original Account Owner regains competency.

If the Account Owner did not properly designate a successor Account Owner who is able and willing to serve as successor Account Owner, the person claiming the right to be the successor Account Owner may also be required to submit, in the Program Manager's discretion, an affidavit or statement that there is no person with a higher priority to become successor Account Owner. None of the State of Illinois, the Treasurer or the Program Manager shall have any liability for a good faith determination of an Account Owner's legal incompetency or who is entitled to be the successor Account Owner.

DESIGNATING A BENEFICIARY

Who May Be a Program Beneficiary?
An individual with a valid Social Security number or a taxpayer identification number, including the Account Owner, can be a Beneficiary. A Beneficiary can be of any age and need not be a resident of Illinois. Each Account may have only one Beneficiary, but different Account Owners may establish different Accounts for the same Beneficiary, provided that the total balances in such Accounts, and all other accounts in other Illinois Section 529 Programs, do not exceed the Maximum Account Balance. An Account Owner may name himself or herself as the Beneficiary.

If an Account is established by a state or local government (or agency or instrumentality thereof) or an organization described in Section 501(c)(3) of the Code as part of a scholarship program operated by such government or organization, the Beneficiary is not required to be identified on the Enrollment Form at the time the Account is established. Such government or organization must designate the Beneficiary prior to any distributions for Federal Qualified Higher Education Expenses from the Account.

If the source of Contributions to an Account was a state UGMA or UTMA account, the Beneficiary of the Account must be the UGMA/UTMA beneficiary and may not be changed until the Beneficiary attains the legal age necessary to control the UGMA or UTMA assets and becomes the Account Owner.

Do I Have to Be Related to the Beneficiary?
When you establish an Account, you do not have to be related to the Beneficiary. However, if you change the Beneficiary in the future, the new Beneficiary must be a Member of the Family of the current Beneficiary in order to avoid potentially adverse tax consequences.

May I Change Beneficiaries?
The Account Owner may change the Beneficiary at any time without adverse federal income tax consequences if the new Beneficiary is a Member of the Family of the current Beneficiary. The Account Owner may also change the Portfolios in which the Account is invested when changing the Beneficiary. If the new Beneficiary is not a Member of the Family of the current Beneficiary, then the change is treated as a Federal Nonqualified Withdrawal that is subject to federal and Illinois state taxes, a federal tax penalty, and may be subject to recapture of Illinois state tax benefits. A Member of the Family is anyone who is related to the current Beneficiary in one of the following ways:

- A son, daughter, stepchild, foster child, adopted child, or a descendant of any of them;
- A brother, sister, stepbrother, or stepsister;
- The father or mother, or an ancestor of either;
- A stepfather or stepmother;
- A son or daughter of a brother or sister;
- A brother or sister of the father or mother;
- A son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law, or sister-in-law;
- The spouse of the Beneficiary or the spouse of any of the foregoing individuals; or
- A first cousin of the Beneficiary.

For purposes of determining who is a Member of the Family, a legally adopted child of an individual is treated as the child of such individual by blood. The terms brother and sister include a half-brother or half-sister. See "Definitions of Key Terms – Member of the Family," above.

A change of the Beneficiary of an Account or a transfer to an Account for another Beneficiary may have federal gift tax or generation-skipping transfer tax consequences. You should consult your tax or legal advisor before making such change.

When you change the Beneficiary, unless you direct otherwise, any money invested in a Target Portfolio or Individual Fund Portfolio will remain in such Portfolio, and any money invested in an Age-Based Portfolio will be transferred to the applicable Age-Based Portfolio based on the new Beneficiary's age.

If the source of Contributions to an Account was a state UGMA or UTMA account, the Beneficiary of the Account must be the UGMA/UTMA beneficiary and may not be changed until the Beneficiary attains the legal age necessary to control the UGMA or UTMA assets and becomes the Account Owner.

If you change the Beneficiary of your Account, the Program Manager will ask you to certify the relationship between the new Beneficiary and the current Beneficiary. To change the Beneficiary of your Account, you must complete and submit the appropriate form.

CONTRIBUTING TO AN ACCOUNT

How Do I Make Contributions to the Program?
All Contributions to your Account must be made in cash or cash equivalent and cannot be in the form of securities or other property. Contributions by check must be denominated in U.S. dollars. You may contribute to the Program by any of the following methods:

- **Check payable to "Bright Directions";**
- **Automatic investment plan ("AIP")** - You may establish an AIP by logging on to your Account at BrightDirections.com or downloading and completing and submitting the appropriate form. If your AIP Contribution cannot be processed because of insufficient funds or because of incomplete or inaccurate information, the Program reserves the right to suspend future AIP contributions.
- **Electronic funds transfer ("EFT")** - You may complete EFT contributions by logging on to your Account at BrightDirections.com. If your EFT Contribution cannot be processed because of insufficient funds or because of incomplete or inaccurate information, the Program reserves the right to suspend future EFT Contributions.
- **Payroll contribution** - Payroll Contributions allow you to set up automatic contributions in the form of paycheck deductions. Check with your employer to see if it offers this service.
- **Bright Directions GiftED** - You can send an email invitation to family and friends to allow them to contribute to your Account. Log in to your Account and follow the on-screen instructions.
- **Wire transfer** - Please be aware that your bank may charge a fee for wire transfers;
- **"Rewards"** from your Bright Directions 529 College Savings Visa® Card - Once you've accumulated $50 in rewards with the Bright Directions 529 College Savings Visa® Card, those amounts will be automatically transferred at the end of each calendar quarter to the Account(s) you designate; or

- **Transfer or rollover** from another 529 qualified tuition program, CESA, or a qualified U.S. Savings Bond. Amounts distributed from a CESA and contributed to an Account may be treated as a tax-free distribution from the CESA. In addition, subject to certain limitations, redemption of certain qualified U.S. Savings Bonds may be tax-free if the proceeds are contributed to an Account. Certain rules and requirements must be met. For more information consult IRS Publication 970 and your financial, tax, or legal advisor.

Checks should be sent to the following address:

Mailing Address:

Bright Directions College Savings Program
P.O. Box 82623
Lincoln, NE 68501-9823

Overnight or Courier Address:

Bright Directions College Savings Program
3560 South 48th Street
Lincoln, NE 68506

Bright Directions cannot accept Contributions made with credit card convenience checks, stocks, securities, other nonbank account assets, nor may you charge contributions to your credit card.

Bright Directions is unable to accept wire and Automated Clearing House (ACH) purchases on days when the Federal Reserve Wire System is closed.

With an AIP or EFT, you can initiate Contributions, stop making Contributions, change your Contribution amount, or change your bank or the frequency of Contributions by contacting your financial advisor or the Program Manager, by logging on to your account online, or by completing and submitting the appropriate form.

If your AIP or EFT contribution cannot be processed because of insufficient funds or because of incomplete or inaccurate information, the Program reserves the right to suspend future AIP or EFT contributions.

The Program Manager will assume that the entire amount of any Contribution that is a rollover contribution from a CESA, a qualified U.S. Savings Bond, or another 529 qualified tuition program is earnings in the Account receiving the Contribution until the Program Manager receives appropriate documentation showing the actual earnings portion of the Contribution. This assumption is required by the Internal Revenue Service. For more information regarding transfers and rollovers, see "Can I Rollover or Transfer Funds From Another 529 Qualified Tuition Program?" below.

Can Others Contribute to the Account?

A person other than the Account Owner may make contributions to an Account. However, the Account Owner maintains control over the Account including the investment and distribution of any Contributions. In addition, under current law, the gift and generation-skipping transfer tax consequences of a Contribution by someone other than the Account Owner are unclear. Accordingly, if a person other than an Account Owner intends to make a Contribution to an Account, he or she should consult with his or her legal or tax advisor before doing so.

The Illinois Department of Revenue has stated (in a nonbinding general information letter) that the state income tax deduction is available to individuals other than the Account Owner who contribute to an Account.

Can I Rollover or Transfer Funds From Another 529 Qualified Tuition Program?

An account owner of an account in another 529 qualified tuition program may open an Account or contribute to an existing Account in the Program by rolling over or transferring funds from another 529 qualified tuition program. Such a rollover transaction will be treated as an income tax-free Federal Qualified Rollover Distribution provided it has been more than twelve (12) months since any previous rollover for that Beneficiary or if the Beneficiary of the Account is changed to a Member of the Family of the current Beneficiary. The program from which you are transferring funds may impose fees or other restrictions on such a transfer, so you should investigate this option thoroughly before requesting a transfer. When you transfer funds from another 529 qualified tuition program, the Internal Revenue Service requires the Program Manager to assume that the transfer consists solely of earnings until it receives a statement from the program from which the funds were distributed identifying the contributions and earnings portions of the distribution.

A transfer from another Illinois Section 529 Program to the Bright Directions Advisor-Guided 529 College Savings Program or vice versa, for the same Beneficiary, is treated as an investment change.

The Illinois Administrative Code provides that in the case of a rollover from a non-Illinois 529 qualified tuition program, the amount of the rollover that constituted investment in the prior qualified tuition program for federal income tax purposes (but not the earnings portion of the rollover) is eligible for the deduction for Illinois individual income tax purposes. You should consult your tax or legal advisor under such circumstances.

Can I Make Contributions From a UGMA or UTMA Custodial Account?

A custodian for a beneficiary under a state UGMA or UTMA statute may use the assets held in the UGMA or UTMA account to open an Account in the Program, subject to the laws of the state under which the UGMA or UTMA account was established. If the custodian of a UGMA or UTMA account establishes an Account, the beneficiary for whose benefit the assets are held must be designated as the Beneficiary of the Account, and the custodian will not be permitted to change the Beneficiary of the Account. When the Beneficiary reaches the relevant age under the applicable UGMA or UTMA statute and the custodianship terminates, the Beneficiary will become the sole Account Owner with complete control over the Account. **The custodian is required to notify the Program Manager, and complete a Change of Account Owner Form, when the Beneficiary attains the relevant age under the applicable UGMA or UTMA statute.**

The conversion of non-cash UGMA or UTMA assets to cash for Contribution to an Account may be a taxable transaction. Before liquidating assets in a UGMA or UTMA account in order to contribute them to an Account, you should review the potential tax and legal consequences with your tax and legal advisors. Moreover, neither the Treasurer, the Program Manager, the Distributor, nor the Program assumes responsibility to insure, or will incur any liability for failing to insure, that a custodian applies assets held under a UGMA or UTMA custodianship for proper purposes.

Can I Contribute Bright Directions 529 College Savings Visa Rewards to a Bright Directions Account?

The Bright Directions 529 College Savings Visa Card allows cardholders to earn rewards that are contributed to a designated Account. Bright Directions 529 College Savings Visa Card cardholders earn a 1.529% reward on qualifying purchases that accumulates and is automatically contributed to the Account the cardholder designates. A cardholder may designate up to three (3) Accounts into which rewards can be contributed. If you designate more than one Account, rewards Contributions will be split equally among the Accounts you designate.

If you are a cardholder and your Bright Directions 529 College Savings Visa Card account is in good standing, after you have accumulated at least $50 in rewards, those amounts will be automatically transferred at the end of each calendar quarter to the Account(s) you designate. Rewards can only be redeemed as a Contribution to the designated Account(s) and have no cash value except as a Contribution, or as described in the "Rewards Program" Terms and Conditions. The Bright Directions 529 College Savings Visa Card is offered by Union Bank & Trust Company. This Program Disclosure Statement is not intended to provide detailed information about the card and the rewards program.

The card and the rewards program are administered in accordance with the terms of the credit card agreement and "Rewards Program" Terms and Conditions, as they may be amended from time to time. For additional information, please visit BrightDirections.com.

What is Bright Directions GiftED?

You may invite family and friends to contribute to your Bright Directions Account through Bright Directions GiftED. After your Bright Directions Account is established, log in to your Account online at BrightDirections.com and select "Gifting". Follow the online instructions to send e-mail invitations to family and friends. Any gift contributions will be invested according to the investment allocation currently on file for your Account. The individual making the gift Contribution does not maintain any control over the Contribution after the funds have been contributed.

What Are the Limits on the Amount I Can Contribute?

A minimum Contribution is not required, nor do you have to contribute to your Account every year. The Program has no minimum initial and subsequent required Contributions to an Account.

The aggregate Maximum Account Balance limit for Accounts for a Beneficiary in the Program and in other Illinois Section 529 Programs is $500,000.

Accounts that have reached the Maximum Account Balance may continue to accrue earnings, but additional Contributions will not be accepted and will be returned. Additional Contributions may be made in the future if the aggregate value of Accounts for a Beneficiary in the Program and in other Illinois Section 529 Programs falls below the Maximum Account Balance then in effect.

The $500,000 Maximum Account Balance is based on the aggregate market value of the Account(s) for a Beneficiary and not on the aggregate Contributions made to the Account(s). Contributions cannot be made to any Account for a Beneficiary if the aggregate Account balance, including the proposed Contributions, for that Beneficiary (including all Program Accounts for the same Beneficiary and any accounts under other Illinois Section 529 Programs, including the Bright Start Direct-Sold College Savings Program and College Illinois!, regardless of Account Owner) would exceed the Maximum Account Balance. The Treasurer will periodically review and may adjust the Maximum Account Balance.

What Happens to Contributions to an Account that Exceeds the Maximum Account Balance?

The Program Manager will notify you if you have made a Contribution to an Account that exceeds the Maximum Account Balance. The Program Manager will not knowingly accept and will reject such Contributions. If the Program Manager determines that you have made a Contribution to an Account that exceeds the Maximum Account Balance, then the excess portion of such Contribution and any earnings thereon will be promptly refunded and may be treated as a Federal Nonqualified Withdrawal that is subject to federal and Illinois state income tax and a federal penalty tax.

INVESTMENT PORTFOLIOS

How Are My Program Contributions Invested?

Contributions to an Account, less any applicable sales charges under Fee Structure A, C, E, F, G, or H, will be invested in the Portfolio or Portfolios you select on the Enrollment Form. The Portfolios may invest in one or more mutual funds or other investment vehicles in accordance with the Investment Policy Statement. These may include investment funds investing in domestic equity, international equity, real estate, fixed income, bank deposit, money market, or other asset classes.

Account Owners should periodically assess, and if appropriate, adjust their investment choices with their time horizon, risk tolerance and investment objectives in mind. The Portfolios described in this Program Disclosure Statement allow Account Owners to direct funds to specific investment categories and strategies established by the Treasurer and as set forth in the Investment Policy Statement.

Requesting Additional Information: Information on the various Portfolios and a summary description of the Underlying Investments is included in "Exhibit B – Investment Portfolios and Underlying Investments" and "Exhibit C – Underlying Exchange Traded Fund Information". Additional information regarding the underlying mutual funds' investment strategies, risks, and historical returns can be found in the prospectus, statement of additional information ("SAI"), and the semi-annual or annual report of each underlying mutual fund. For more information about the underlying mutual funds, including copies of their prospectuses, SAIs, and annual reports, contact your broker or financial advisor or visit the website of the respective mutual fund.

The Program has the following Portfolios available:

- 3 Age-Based Portfolios;
- 7 Target Portfolios;
- 36 Individual Fund Portfolios; and
- 15 Individual Fund ETF Portfolios.

The three Age-Based Portfolios are designed to reduce the Account's exposure to equity securities the closer the Beneficiary gets to college age; the seven Target Portfolios keep the same asset allocation between equity, real estate, fixed income, bank deposit, and money market investments over the life of your Account; the Individual Fund Portfolios each invest in a single Underlying Investment; and, the Individual Fund ETF Portfolios each invest in a single Exchange Traded Fund. The Age-Based, Target, Individual Fund, and Individual Fund ETF Portfolios have been designed (or selected) by the Treasurer, the Program Manager, and Wilshire.

Contributions will be invested in the Portfolio or Portfolios the Account Owner selects on the Enrollment Form in accordance with the Investment Policy Statement. Under federal law, none of the Account Owner, contributors or the Beneficiary may direct the investment of Contributions (or earnings thereon) more than two times in a calendar year. As a result, an Account Owner can change the Portfolio or Portfolios in which Contributions and any earnings on such Contributions are invested twice per calendar year, or upon a change of Beneficiary. If an Account Owner has multiple accounts in the Program for the same Beneficiary or multiple accounts in the Program and other Illinois Section 529 Programs for the same Beneficiary, the Account Owner may change the Portfolios in all of these accounts without tax consequences, as long as the changes to all of the accounts are made at the same time and no more frequently than twice per calendar year or upon a change of Beneficiary.

In allocating Contributions to the Portfolios, the Program Manager will follow the Investment Policy Statement, a copy of which may be obtained from the Treasurer's Office or viewed or downloaded on the Treasurer's website at IllinoisTreasurer.gov or at BrightDirections.com, provided that a portion of each Portfolio may be held in cash or cash equivalents to provide flexibility in meeting redemptions, expenses, and the timing of new investments.

The Treasurer may amend or supplement the Investment Policy Statement at any time which may change the Portfolios, the asset allocation within the Portfolios, and the Underlying Investment in which the Portfolios invest, including the Underlying Investments in which the Individual Fund Portfolios invest.

Age-Based Portfolios

You may choose from 3 Age-Based Options:

- Aggressive Age-Based Option
- Moderate Age-Based Option
- Conservative Age-Based Option

The Age-Based Portfolios generally invest in a mix of equity, real estate, fixed income, bank deposit, and money market funds allocated based on the current age of the Beneficiary. The Age-Based Portfolios adjust over time so that as the Beneficiary nears college age each Age-Based Portfolio's allocation between equity, real estate, fixed income, bank deposit, and money market Underlying Investments becomes more conservative relative to the allocation in earlier years. For each Age-Based Portfolio, the Program will automatically exchange assets from one Portfolio to another during the month the Beneficiary attains the next age-band based as set forth in the following "Bright Directions Age-Based Options" table.

In consultation with your broker or other financial advisor, within the Age-Based Portfolios you may choose from among an aggressive, moderate, or conservative asset allocation based on, among other factors, your investing time horizon, your investment goals and objectives, and your tolerance for market volatility and investment risk.

Each Age-Based Option has 9 Age-Based Portfolios for Beneficiaries of varying ages (ages 0-2; ages 3-5; ages 6-8; ages 9-10; ages 11-12; ages 13-14; ages 15-16; ages 17-18; and, ages 19 and over). For the detailed asset allocation, mix of Underlying Investments, and the age ranges for each of the Portfolios, see "Exhibit B – Investment Portfolios and Underlying Investments." The current targeted asset allocation of each Age-Based Portfolio is set forth in the following table.

BRIGHT DIRECTIONS AGE-BASED OPTIONS			
Beneficiary Age	**Aggressive Age-Based Option**	**Moderate Age-Based Option**	**Conservative Age-Based Option**
0–2 Years	57% Domestic Equity 7% Real Estate 36% International Equity	52% Domestic Equity 6% Real Estate 32% International Equity 10% Fixed Income	48% Domestic Equity 5% Real Estate 27% International Equity 20% Fixed Income
3-5 Years	52% Domestic Equity 6% Real Estate 32% International Equity 10% Fixed Income	48% Domestic Equity 5% Real Estate 27% International Equity 20% Fixed Income	42% Domestic Equity 5% Real Estate 23% International Equity 30% Fixed Income
6-8 Years	48% Domestic Equity 5% Real Estate 27% International Equity 20% Fixed Income	42% Domestic Equity 5% Real Estate 23% International Equity 30% Fixed Income	36% Domestic Equity 4% Real Estate 20% International Equity 40% Fixed Income
9-10 Years	42% Domestic Equity 5% Real Estate 23% International Equity 30% Fixed Income	36% Domestic Equity 4% Real Estate 20% International Equity 40% Fixed Income	30% Domestic Equity 4% Real Estate 16% International Equity 50% Fixed Income
11-12 Years	36% Domestic Equity 4% Real Estate 20% International Equity 40% Fixed Income	30% Domestic Equity 4% Real Estate 16% International Equity 50% Fixed Income	25% Domestic Equity 3% Real Estate 12% International Equity 60% Fixed Income
13-14 Years	30% Domestic Equity 4% Real Estate 16% International Equity 50% Fixed Income	25% Domestic Equity 3% Real Estate 12% International Equity 60% Fixed Income	20% Domestic Equity 2% Real Estate 8% International Equity 70% Fixed Income
15-16 Years	25% Domestic Equity 3% Real Estate 12% International Equity 60% Fixed Income	20% Domestic Equity 2% Real Estate 8% International Equity 70% Fixed Income	13% Domestic Equity 2% Real Estate 5% International Equity 72% Fixed Income 8% Money Market/Bank Account
17–18 Years	20% Domestic Equity 2% Real Estate 8% International Equity 70% Fixed Income	13% Domestic Equity 2% Real Estate 5% International Equity 72% Fixed Income 8% Money Market/Bank Account	7% Domestic Equity 1% Real Estate 2% International Equity 67% Fixed Income 23% Money Market/Bank Account
19 and over	13% Domestic Equity 2% Real Estate 5% International Equity 72% Fixed Income 8% Money Market/Bank Account	7% Domestic Equity 1% Real Estate 2% International Equity 67% Fixed Income 23% Money Market/Bank Account	50% Fixed Income 50% Money Market/Bank Account

Portfolios may (a) invest in registered or unregistered funds; (b) have their assets managed in a separate account in accordance with the Program Management Agreement and Investment Policy Statement; or (c) include a combination of (a) and (b).

Target Portfolios

The Target Portfolios are asset allocation Portfolios that invest in a set or "fixed" target allocation of equity, real estate, fixed income, bank deposit, and money market Underlying Investments. Although the target asset allocations for these Portfolios are not expected to vary, the Underlying Investments in which the Portfolios invest will be reviewed at least annually and may change. If you select the Target Portfolio approach, your money will remain in the Portfolio(s) of choice until you instruct the Program to move it to another investment approach or Portfolio or until a withdrawal. None of the Target Portfolios is designed to provide any particular total return over any particular time period or investment time horizon.

The allocation between equity, real estate, fixed income, bank deposit, and money market investments within the Target Portfolios does not change as the Beneficiary gets older.

The seven Target Portfolios, ranging from the most aggressive to most conservative, are briefly described below. For a detailed asset allocation and the composition of the Underlying Investments, see "Exhibit B – Investment Portfolios and Underlying Investments." The current targeted asset allocations or investment mixes for the Target Portfolios are presented in the following table.

Target Portfolio	Domestic Equity	Real Estate	International Equity	Fixed Income	Money Market/ Bank Account
Fund 100	57%	7%	36%		
Fund 80	48%	5%	27%	20%	
Fund 60	36%	4%	20%	40%	
Fund 40	25%	3%	12%	60%	
Fund 20	13%	2%	5%	72%	8%
Fund 10	7%	1%	2%	67%	23%
Fixed Income Fund				50%	50%

Fund 100 seeks long term capital appreciation by investing 93% in domestic and international equity funds, and 7% in real estate funds. This strategy may be appropriate for investors with longer time horizons and who are comfortable with an increased level of risk in an effort to obtain potentially higher long-term returns.

Fund 80 seeks a high level of capital appreciation and some income by investing 75% in domestic and international equity funds, 20% in fixed income investments, and 5% in real estate funds.

Fund 60 seeks moderate capital appreciation and income by investing 60% in domestic equity, international equity, and real estate funds with the remaining 40% invested in fixed income investments.

Fund 40 seeks moderate income and capital appreciation by investing 60% in fixed income funds, with the remaining 40% invested in domestic equity, international equity and real estate funds.

Fund 20 seeks to provide modest current income and some capital appreciation by investing 80% in fixed income, bank deposit, and money market investments, with the remaining 20% invested in domestic equity, international equity, and real estate funds.

Fund 10 seeks to provide modest current income and some capital appreciation by investing 90% in fixed income, bank deposit, and money market investments, with the remaining 10% in domestic equity, international equity, and real estate funds.

Fixed Income Fund seeks to provide modest current income, by investing 50% in bank deposit/money market mutual funds and 50% in fixed income funds.

Because securities markets are constantly in flux and because Contributions to and withdrawals from the Program are made on a daily basis, the target allocations described above may not be able to be achieved with precision; however, the Program Manager will rebalance the weightings in each Portfolio on a periodic basis.

Attached to this Program Disclosure Statement as "Exhibit B – Investment Portfolios and Underlying Investments" is a listing of the various mutual funds and other investment funds the Treasurer has approved and the relative weighting of each Underlying Investment within the Age-Based and Target Portfolios. The actual weightings of any of these Portfolios may vary.

The actual allocation of assets in Portfolios that invest in more than one Underlying Investment will vary over time due to market performance and will be rebalanced on an ongoing basis in order to maintain the Portfolio's target asset allocation. In seeking to meet the investment objective of each Portfolio, Underlying Investments, allocations to individual Underlying Investments and their weightings may change without prior notice to Account Owners in response to changing market or economic conditions subject to applicable law and regulations and to the Treasurer's approval. The Program Manager will allocate each Portfolio's assets among Underlying Investments within the guidelines of each Portfolio's investment objective. In addition, from time to time, a Portfolio may not be fully invested and may hold a limited amount of cash as needed to avoid overdrafts due to redemption requests, securities settlements or similar situations. Portfolios with higher allocations in fixed income, bank deposit, and money market Underlying Investments tend to be less volatile in investment performance than those with higher allocations in equity Underlying Investments. None of the Portfolios are designed to provide any particular total return over any particular time period or investment time horizon. Account Owners own interests in a Portfolio; they do not have a direct beneficial interest in the separate accounts and other instruments held by that Portfolio and, therefore, do not have the rights of an owner or shareholder of such investments.

Portfolios may (a) invest in registered or unregistered funds; (b) have their assets managed in a separate account in accordance with the Program Management Agreement and Investment Policy Statement; or (c) a combination of (a) and (b).

Individual Fund Portfolios

The Program currently offers 36 Individual Fund Portfolios. Each Individual Fund Portfolio invests solely in shares of a single Underlying Investment. You may allocate your Contributions to an Account among one or more Individual Fund Portfolios according to your investment objective and risk tolerance. Because each Individual Fund Portfolio invests in a single Underlying Investment, the performance of such Individual Fund Portfolio is based solely on the performance of the Underlying Investment in that Portfolio. Consequently, the performance of each of the Individual Fund Portfolios may be more volatile than that of the Target or Age-Based Portfolios.

Portfolios may (a) invest in registered or unregistered funds; (b) have their assets managed in a separate account in accordance with the Program Management Agreement and Investment Policy Statement; or (c) a combination of (a) and (b).

Account Owners do not own shares of the Underlying Investments directly, but rather, own shares in a Portfolio of the Program. The Underlying Investment in which each Individual Fund Portfolio is invested are set forth in "Exhibit B – Investment Portfolios and Underlying Investments." The Individual Fund Portfolios are designed for Account Owners seeking a more focused investment strategy.

Additional information about the investment strategies and risks of each Underlying Investment is available in its current prospectus and statement of additional information. You can request a copy of the current prospectus, the statement of additional information, or the most recent semiannual or annual report of any Underlying Investment by contacting the underlying mutual fund company. Please read it carefully before investing.

The Individual Fund Portfolios available for investment on the effective date of this Program Disclosure Statement are briefly described as follows:

Bank Savings 529 Portfolio

Bank Savings 529 Portfolio – invests solely in a FDIC-insured interest-bearing deposit account at Union Bank and Trust Company and/or Nelnet Bank.

> **Investment Objective:** The fund seeks income consistent with the preservation of principal and invests all of its assets in a FDIC-insured interest-bearing deposit account held at Union Bank and Trust Company and/or Nelnet Bank.
>
> **Principal Risks:** Interest rate risk that the interest earned on the Bank Savings 529 Portfolio will not be as remunerative as other available investments; Credit risk to the extent that an investment exceeds the limit provided by FDIC insurance; Investment risk; and Regulatory Risk. For a description of these risks, see Exhibit B.

Money Market 529 Portfolio

Invesco Government & Agency 529 Portfolio – invests solely in the Invesco Government & Agency Portfolio.

> **Investment Objective:** The fund's investment objective is to provide current income consistent with preservation of capital and liquidity.
>
> **Principal Risks:** Market Fund Risk, U.S. Government Obligations Risk, Debt Securities Risk, Management Risk, Market Risk, Repurchase Agreement Risk, Yield Risk. For a description of these risks, see Exhibit B.

Fixed Income 529 Portfolios

Fidelity Short-Term Bond Index 529 Portfolio – invests solely in the Fidelity Short-Term Bond Index Fund.

> **Investment Objective:** The fund seeks to obtain a high level of current income consistent with preservation of capital.
>
> **Principal Risks:** Interest Rate Changes, Foreign Exposure, Prepayment, Issuer-Specific Changes, Correlation to Index, Passive Management Risk, Leverage Risk. For a description of these risks, see Exhibit B.

Baird Short-Term Bond 529 Portfolio – invests solely in the Baird Short-Term Bond Fund.

> **Investment Objective:** The investment objective of the fund is to seek an annual rate of total return, before fund expenses, greater than the annual rate of total return of the Bloomberg Barclays 1-3 Year U.S. Government/Credit Bond Index.
>
> **Principal Risks:** Management Risks, Bond Market Risks, Credit Quality Risks, Mortgage- and Asset-Backed Debt Obligations Risks, Extension Risk, Call Risks, Government Obligations Risks, Liquidity Risks, Municipal Obligations Risks, Foreign Securities Risks, Valuation Risks, Sector Risks, Recent Market Events, Cyber Security Risk. For a description of these risks, see Exhibit B.

Fidelity U.S. Bond Index 529 Portfolio – invests solely in the Fidelity U.S. Bond Index Fund.

> **Investment Objective:** The fund seeks to provide investment results that correspond to the aggregate price and interest performance of the debt securities in the Bloomberg Barclays U.S. Aggregate Bond Index.
>
> **Principal Risks:** Interest Rate Changes, Foreign Exposure, Prepayment, Issuer-Specific Changes, Correlation to Index, Passive Management Risk, Leverage Risk. For a description of these risks, see Exhibit B.

PGIM Core Bond 529 Portfolio – invests solely in the PGIM Core Bond Fund.

> **Investment Objective:** The investment objective of the fund is total return
>
> **Principal Risks:** Active Trading Risk, Bond Obligations Risk, Credit Risk, Economic and Market Events Risk, Foreign Securities Risk, Increase in Expenses Risk, Interest Rate Risk, Large Shareholder and Large Scale Redemption Risk, LIBOR Risk, Management Risk, Market Disruption and Geopolitical Risks, Market Risk, Mortgage-Backed and Asset-Backed Securities Risk, U.S. Government and Agency Securities Risk. For a description of these risks, see Exhibit B.

American Beacon Garcia Hamilton Quality Bond 529 Portfolio – invests solely in the American Beacon Garcia Hamilton Quality Bond Fund.

Investment Objective: The fund's investment objective is high current income consistent with preservation of capital.

Principal Risks: Callable Securities Risk, Credit Risk, Cybersecurity and Operational Risk, Debentures Risk, Interest Rate Risk, Investment Risk, Issuer Risk, LIBOR Risk, Liquidity Risk, Market Risk, Mortgage-Backed and Mortgage-Related Securities Risk, Prepayment and Extension Risk, Redemption Risk, Sector Risk, Financials Sector Risk, Securities Selection Risk, Socially Responsible Investing Risk, U.S. Government Securities and Government-Sponsored Enterprises Risk, Variable and Floating Rate Securities Risk. For a description of these risks, see Exhibit B.

iShares 0-5 Year TIPS Bond ETF 529 Portfolio – invests solely in the iShares 0-5 Year TIPS Bond ETF

Investment Objective: The iShares 0-5 Year TIPS Bond ETF seeks to track the investment results of an index composed of inflation-protected U.S. Treasury bonds with remaining maturities of less than five years.

Principal Risks: Asset Class Risk, Authorized Participant Concentration Risk, Concentration Risk, Cybersecurity Risk, Income Risk, Index-Related Risk, Infectious Illness Risk, Inflation-Indexed Bonds Risk, Interest Rate Risk, Management Risk, Market Risk, Market Trading Risk, Operational Risk, Passive Investment Risk, Risk of Investing in the U.S., Securities Lending Risk, Tracking Error Risk, U.S. Treasury Obligations Risk. For a description of these risks, see Exhibit B.

BlackRock Inflation Protected Bond 529 Portfolio – invests solely in the BlackRock Inflation Protected Bond Portfolio.

Investment Objective: The fund seeks to maximize real return, consistent with preservation of real capital and prudent investment management.

Principal Risks: Commodities Related Investments Risk, Debt Securities Risk, Interest Rate Risk, Credit Risk, Extension Risk, Prepayment Risk, Deflation Risk, Derivatives Risk, Volatility Risk, Counterparty Risk, Market and Illiquidity Risk, Valuation Risk, Hedging Risk, Tax Risk, Regulatory Risk, Dollar Rolls Risk, Emerging Markets Risk, Foreign Securities Risk, High Portfolio Turnover Risk, Illiquid Investments Risk, Indexed and Inverse Securities Risk, Inflation-Indexed Bonds Risk, Leverage Risk, Market Risk and Selection Risk, Mortgage- and Asset-Backed Securities Risks, Non-Investment Grade Securities Risk, Repurchase Agreements and Purchase and Sale Contracts Risk, Reverse Repurchase Agreements Risk, Subsidiary Risk, U.S. Government Issuer Risk. For a description of these risks, see Exhibit B.

BlackRock High Yield Bond 529 Portfolio – invests solely in the BlackRock High Yield Bond Portfolio.

Investment Objective: The investment objective of the BlackRock High Yield Bond Portfolio is to seek to maximize total return, consistent with income generation and prudent investment management.

Principal Risks: Bank Loan Risk, Collateralized Bond Obligation Risk, Convertible Securities Risk, Debt Securities Risk, Derivatives Risk, Distressed Securities Risk, Dollar Rolls Risk, Emerging Markets Risk, Foreign Securities Risk, High Portfolio Turnover Risk, Illiquid Investments Risk, Junk Bonds Risk, Leverage Risk, Market Risk and Selection Risk, Mezzanine Securities Risk, Mortgage- and Asset-Backed Securities Risks, Preferred Securities Risk, Repurchase Agreements and Purchase and Sale Contracts Risk, Reverse Repurchase Agreements Risk.

Credit Suisse Floating Rate High Income 529 Portfolio – invests solely in the Credit Suisse Floating Rate High Income Fund.

Investment Objective: The fund seeks high current income and, secondarily, capital appreciation.

Principal Risks: Below Investment Grade Securities Risk, Conflict of Interest Risk, Credit Risk, Foreign Securities Risk, Currency Risk, Information Risk, Political Risk, Illiquidity Risk, Interest Rate Risk, LIBOR Risk, Market Risk, Prepayment Risk, Senior Loans Risk, Valuation Risk.

AB Global Bond 529 Portfolio – invests solely in the AB Global Bond Fund.

Investment Objective: The fund's investment objective is to generate current income consistent with preservation of principal.

Principal Risks: Market Risk, Interest Rate Risk, Credit Risk, Below Investment Grade Securities Risk, Duration Risk, Inflation Risk, Foreign (Non-U.S.) Risk, Emerging Market Risk, Currency Risk, Mortgage-Related and/or Other Asset-Backed Securities Risk, Leverage Risk, Derivatives Risk, Illiquid Investments Risk, Active Trading Risk, Management Risk. For a description of these risks, see Exhibit B.

<u>Balanced 529 Portfolio</u>

T. Rowe Price Balanced 529 Portfolio – invests solely in the T. Rowe Price Balanced Fund.

Investment Objective: The fund seeks to provide capital growth, current income, and preservation of capital through a portfolio of stocks and fixed income securities.

Principal Risks: Stock investing, Fixed income markets, Interest rates, Prepayments and extensions, Credit quality, Market conditions, International Investing, Emerging Markets, Liquidity, Sector exposure, Active management, Cybersecurity breaches. For a description of these risks, see Exhibit B.

<u>Real Estate 529 Portfolios</u>

DFA Real Estate Securities 529 Portfolio – invests solely in the DFA Real Estate Securities Portfolio.

Investment Objective: The investment objective of the DFA Real Estate Securities Portfolio is to achieve long-term capital appreciation.

Principal Risks: Equity Market Risk, Risks of Concentrating in the Real Estate Industry, Derivatives Risk, Securities Lending Risk, Operational Risk, Cyber Security Risk. For a description of these risks, See Exhibit B.

Principal Global Real Estate Securities 529 Portfolio – invests solely in the Principal Global Real Estate Securities Fund.

Investment Objective: The fund seeks to generate a total return.

Principal Risks: Equity Securities Risk, Smaller Companies Risk, Value Style Risk, Foreign Currency Risk, Foreign Securities Risk, Industry Concentration Risk, Real Estate Investment Trusts Risk, Real Estate Securities Risk, Redemption and Large Transaction Risk. For a description of these risks, See Exhibit B.

Socially Responsible 529 Portfolio

Calvert Equity 529 Portfolio – invests solely in the Calvert Equity Fund.

Investment Objective: The fund seeks growth of capital through investment in stocks believed to offer opportunities for potential capital appreciation.

Principal Risks: Market Risk, Equity Securities Risk, Large-Cap Growth Risk, Smaller and Mid-Sized Company Risk, Real Estate Risk, Foreign Investment Risk, Currency Risk, Sector Risk, Securities Lending Risk, Liquidity Risk, Risks Associated with Active Management, Responsible Investing Risk, General Fund Investing Risks. For a description of these risks, see Exhibit B.

Domestic (U.S.) Equity 529 Portfolios

MFS Value 529 Portfolio – invests solely in the MFS Value Fund.

Investment Objective: The fund's investment objective is to seek capital appreciation.

Principal Risks: Investment Selection Risk, Equity Market Risk/Company Risk, Value Company Risk, Foreign Risk, Focus Risk, Liquidity Risk, Large Shareholder Risk. For a description of these risks, see Exhibit B.

T. Rowe Price Equity Income 529 Portfolio – invests solely in the T. Rowe Price Equity Income Fund.

Investment Objective: The fund seeks a high level of dividend income and long-term capital growth primarily through investments in stocks.

Principal Risks: Dividend-paying stocks, Stock investing, Value investing, Market conditions, Large-cap stocks, Sector exposure, Banks and financial companies, Foreign investing, Active management, Cybersecurity breaches. For a description of these risks, see Exhibit B.

American Century Value 529 Portfolio – invests solely in the American Century Value Fund.

Investment Objective: The fund seeks long-term capital growth. Income is a secondary objective.

Principal Risks: Multi-Cap Investing Risk, Style Risk, Foreign Securities Risk, Redemption Risk, Market Risk, Public Health Emergency Risk, ESG Risk, Price Volatility Risk, Risk of Principal Loss. For a description of these risks, see Exhibit B.

American Century Equity Growth 529 Portfolio – invests solely in the American Century Equity Growth Fund.

Investment Objective: The fund seeks long-term capital growth by investing in common stocks.

Principal Risks: Style Risk, Investment Process Risk, Benchmark Correlation, Market Risk, Price Volatility, Redemption Risk, Risk of Principal Loss. For a description of these risks, see Exhibit B.

Northern Stock Index 529 Portfolio – invests solely in the Northern Stock Index Strategy.

Investment Objective: The strategy seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500 Index.

Principal Risks: Market Risk, Tracking Risk, Sector Risk, Technology Sector Risk, Index Risk, Derivatives Risk, Futures Contracts Risk, Non-Diversification Risk. For a description of these risks, see Exhibit B.

Sit Dividend Growth 529 Portfolio – invests solely in the Sit Dividend Growth Fund.

Investment Objective: The fund primarily seeks to provide current income that exceeds the dividend yield of the S&P 500 Index and that grows over a period of years. Secondarily the fund seeks long-term capital appreciation.

Principal Risks: Market Risk, Mid Cap Stock Risk, Dividend Paying Company Risk, Growth Style Investing Risk, International Investing Risk, Management Risk, Investment Company Risk, Cybersecurity Risk. For a description of these risks, see Exhibit B.

American Century Growth 529 Portfolio – invests solely in the American Century Growth Fund.

Investment Objective: The fund seeks long-term capital growth.

Principal Risks: Growth Stocks Risk, Style Risk, Market Risk, Public Health Emergency Risk, Price Volatility Risk, Foreign Securities Risk, Covered Call Risk, Redemption Risk, Principal Loss Risk. For a description of these risks, see Exhibit B.

T. Rowe Price Large-Cap Growth 529 Portfolio – invests solely in the T. Rowe Price Large-Cap Growth Strategy.

Investment Objective: The strategy seeks to provide long-term capital appreciation through investments in common stocks of growth companies.

Principal Risks: Growth investing, Market conditions, Stock investing, Nondiversification, Large-cap stocks, Sector exposure, Foreign investing, Private placements and IPOs, Liquidity, Active management, Cybersecurity breaches. For a description of these risks, see Exhibit B.

T. Rowe Price Extended Equity Market Index 529 Portfolio – invests solely in the T. Rowe Price Extended Equity Market Index Fund.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of small- and mid-capitalization U.S. stocks.

Principal Risks: Index investing, Tracking error, Market conditions, Stock investing, Small- and mid-cap stocks, Futures, Nondiversification, Securities lending, Exchange-traded funds, Cybersecurity breaches. For a description of these risks, see Exhibit B.

BlackRock Mid-Cap Growth Equity 529 Portfolio – invests solely in the BlackRock Mid-Cap Growth Equity Portfolio.

Investment Objective: The investment objective of BlackRock Mid-Cap Growth Equity Portfolio is long-term capital appreciation.

Principal Risks: Convertible Securities Risk, Derivatives Risk, Equity Securities Risk, Investment Style Risk, Leverage Risk, Market Risk and Selection Risk, Mid Cap Securities Risk, "New Issues" Risk, Preferred Securities Risk. For a description of these risks, see Exhibit B.

Ariel Fund 529 Portfolio – invests solely in the Ariel Fund.

Investment Objective: The fund's fundamental objective is long-term capital appreciation.

Principal Risks: General Investing Risks, Value Investing Risks, Equity Investing Risks, Investing Risk Arising from Public Health Threats, such as COVID-19, Equity Investing Risk Relating to Business Continuity/Operational and Cybersecurity Risks, Smaller Company Risks, Concentration Risks, Foreign Risks, Foreign Currency and Derivatives Risk, Exchange Traded Fund Risk, Excess Cash Risks, Regulatory Risks, Price Fluctuation Risk. For a description of these risks, see Exhibit B.

Northern Small Cap Value 529 Portfolio – invests solely in the Northern Small Cap Value Strategy.

Investment Objective: The strategy seeks to provide long-term capital appreciation. Any income received is incidental to this objective.

Principal Risks: Market Risk, Small Cap Stock Risk, Investment Style Risk, Value Investing Risk, Quantitative Investing Risk, Management Risk, Sector Risk, Financial Sector Risk, Derivatives Risk, Futures Contracts Risk. For a description of these risks, see Exhibit B.

Northern Small Cap Index 529 Portfolio – invests solely in the Northern Small Cap Index Fund.

Investment Objective: The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the Russell 2000 Index.

Principal Risks: Market Risk, Small Cap Stock Risk, Tracking Risk, Sector Risk, Financial Sector Risk, Industrials Sector Risk, Health Care Sector Risk, Index Risk, Derivatives Risk, Futures Contracts Risk, Non-diversification Risk. For a description of these risks, see Exhibit B.

Delaware Small Cap Core 529 Portfolio – invests solely in the Delaware Small Cap Core Fund.

Investment Objective: The fund seeks long-term capital appreciation.

Principal Risks: Market risk, Industry and sector risk, Company size risk, Interest rate risk, Liquidity risk, Government and regulatory risk, IBOR risk, Active management and selection risk. For a description of these risks, see Exhibit B.

Harbor Small Cap Growth 529 Portfolio – invests solely in the Harbor Small Cap Growth Fund.

Investment Objective: The fund seeks long-term growth of capital.

Principal Risks: Equity Risk, Growth Style Risk, Issuer Risk, Market Risk, Preferred Stock Risk, Selection Risk, Small Cap Risk. For a description of these risks, see Exhibit B.

International Equity 529 Portfolios

Dodge & Cox International Stock 529 Portfolio – invests solely in the Dodge & Cox International Stock Fund.

Investment Objective: The fund seeks long-term growth of principal and income.

Principal Risks: Equity risk, Market risk, Manager risk, Non-U.S. investment risk, Emerging markets risk, Non-U.S. currency risk, Liquidity risk, Derivatives risk. For a description of these risks, see Exhibit B.

Northern International Equity Index 529 Portfolio – invests solely in the Northern International Equity Index Fund.

Investment Objective: The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the MSCI EAFE Index.

Principal Risks: Market Risk, Foreign Securities Risk, Depositary Receipts Risk, Geographic Risk, Japan Investment Risk, European Investment Risk, Tracking Risk, Sector Risk, Industrials Sector Risk, Mid Cap Stock Risk, Index Risk, Derivatives Risk, Futures Contracts Risk, Valuation Risk, Non-Diversification Risk. For a description of these risks, see Exhibit B.

Invesco Oppenheimer International Growth 529 Portfolio – invests solely in the Invesco Oppenheimer International Growth Fund.

Investment Objective: The fund's investment objective is to seek capital appreciation.

Principal Risks: Market Risk, Investing in Stocks Risk, Preferred Securities Risk, Risks of Foreign Investing, Eurozone Investment Risks, Risks of Developing and Emerging Markets, Risks of Growth Investing, Small- and Mid-Capitalization Companies Risks, Industry and Sector Focus, Management Risk. For a description of these risks, see Exhibit B.

DFA International Small Company 529 Portfolio – invests solely in the DFA International Small Company Portfolio.

Investment Objective: The investment objective of the portfolio is to achieve long-term capital appreciation.

Principal Risks: Fund of Funds Risk, Equity Market Risk, Foreign Securities and Currencies Risk, Small Company Risk, Profitability Investment Risk, Value Investment Risk, Derivatives Risk, Securities Lending Risk, Operational Risk, Cyber Security Risk. For a description of these risks, see Exhibit B.

BlackRock Emerging Markets 529 Portfolio – invests solely in the BlackRock Emerging Markets Fund.

Investment Objective: The investment objective of BlackRock Emerging Markets Fund is to seek long-term capital appreciation by investing in securities, principally equity securities, of issuers in countries having smaller capital markets.

Principal Risks: China Investments Risk, China Risk – Risk of Investing through Stock Connect, China Tax Risk, Convertible Securities Risk, Depositary Receipts Risk, Derivatives Risk, Emerging Markets Risk, Equity Securities Risk, Foreign Securities Risk, Geographic Concentration Risk, High Portfolio Turnover Risk, Leverage Risk, Market Risk and Selection Risk, Mid Cap Securities Risk, "New Issues" Risk, Preferred Securities Risk, Small Cap and Emerging Growth Securities Risk. For a description of these risks, see Exhibit B.

For additional information on the Underlying Investments underlying the Individual Fund Portfolios, you can request a copy of the current prospectus, the Statement of Additional Information, or the most recent semiannual or annual report of any Underlying Investment by contacting the underlying mutual fund company. "Exhibit B - Investment Portfolios and Underlying Investments" includes limited information from the prospectus of each underlying mutual fund or separately managed account. The descriptions above are taken from the most recent prospectuses (dated prior to September 30, 2021) of the relevant funds and are intended to provide general information regarding the mutual funds' respective investment objectives. You should consult each mutual fund's prospectus for more complete information. **You can obtain the prospectus for any of the funds from the applicable underlying mutual fund company and at BrightDirections.com.**

It is important to remember that none of the Program, the State of Illinois or its officials/employees, the Treasurer, the Trust, the Trustee, nor the Program Manager or any of their affiliates, or any other entity or individual can guarantee a minimum rate of return. Except for Underlying Investments in the FDIC-insured interest-bearing bank deposit account, funds deposited in an Account are not insured by the FDIC. Furthermore, funds deposited in an Account are not guaranteed or insured by the State of Illinois, the Treasurer, the Trust, the Trustee, the Program Manager or its affiliates, the FDIC, or any other entity or individual. You may lose some or all of the amount contributed. See "Certain Risks to Consider."

Can I Change My Investment Selection?

The Account Owner may change the Portfolio or Portfolios in which his or her Account is invested twice per calendar year, or upon a change in Beneficiary. If an Account Owner has multiple accounts in the Program for the same Beneficiary, or multiple accounts in the Program and other Illinois Section 529 Programs, the Account Owner may change the Portfolios in all such accounts without tax consequences, so long as the changes to all of the accounts are made at the same time and no more frequently than twice per calendar year or upon a change of Beneficiary.

A transfer from the Bright Start College Savings Program or CollegeIllinois! to the Bright Directions Advisor-Guided 529 College Savings Program or vice versa, for the same Beneficiary, is treated as an investment change. Investment changes are allowed only twice per calendar year or upon a change of Beneficiary.

A transfer from the Bright Start College Savings Program or CollegeIllinois! to the Bright Directions Advisor-Guided 529 College Savings Program or vice versa, with a change of Beneficiary to a Member of the Family of the former Beneficiary, is treated not as an investment change, but rather as a nontaxable transfer of assets.

Account Owners should periodically assess, and if appropriate, adjust their investment choices with their time horizon, risk tolerance and investment objectives in mind. To change the Portfolio or Portfolios in which your Account is invested, you should contact your broker or other financial advisor or you may log in to your Account at BrightDirections.com to complete an investment change online. You may also download the Investment Change Form and complete and submit the form as stated in the instructions, or call the Bright Directions College Savings Program at 866.722.7283 for instructions.

The Program Manager employs procedures it considers to be reasonable to confirm that instructions communicated by telephone or Internet are genuine, including requiring certain personally identifiable information prior to acting upon telephone or Internet instructions. None of the Program Manager, the Trust, nor the Trustee will be liable for following telephone or Internet instructions that are reasonably believed to be genuine.

Can I Change the Investment of my Current Balance and Future Contributions?

Yes, you can make an investment change twice per calendar year or upon a change of Beneficiary. You may change the investment of current and/or future Contributions by logging into your Account at BrightDirections.com. If you submit a paper Investment Change Form by mail, your current balance and all future contributions will be invested as directed on the form.

How Is the Value of My Account Calculated?

Your Account will contain a portion of each Portfolio you have selected for investment, expressed as a number of shares. The net asset value ("NAV") of each share of a Portfolio is determined by dividing:

- The value of such Portfolio's Underlying Investments attributable to that Fee Structure less any liabilities attributable to that Fee Structure (including accrued program management, state and account servicing fees), by
- The number of outstanding shares in such Portfolio Fee Structure.

The value of each Underlying Investment is determined In accordance with procedures described in such Underlying Investment's respective current prospectus (in the case of mutual funds) or in a comparable manner (in the case of a separate account). All values are normally calculated each business day the New York Stock Exchange ("NYSE") is open. If the NAV of an Underlying Investment is not able to be determined for a given day, the NAV for a Portfolio holding such Underlying Investment may not be able to be determined for that day. The value of your Account will increase or decrease depending on the aggregate value of the Underlying Investments.

How are Units Priced?

The unit value for each Portfolio is calculated after the NAV for each Underlying Investment is determined. On each day the NYSE is open for business each of the Underlying Investments calculates a NAV as of the close of regular trading (normally 3:00 p.m. Central Time).

Once each Underlying Investment has calculated its respective NAV, the unit value of the Portfolios is then calculated. The Portfolio NAV is determined by dividing the dollar value of the Portfolio's net assets (i.e. total Portfolio assets minus total Portfolio liabilities) by the number of Portfolio units outstanding. On holidays or other days when the NYSE is closed, the Portfolio's unit price is not calculated, and purchase or redemption requests are not processed until the next business day.

Contribution and redemption orders for your Account that are received in good order before the close of regular trading on the NYSE on a business day and accepted by the Program Manager or its designee will be processed as follows:

- If your transaction request is received in good order on a business day before the close of regular trading on the NYSE, your request will be processed at that day's next calculated unit value.
- If your transaction request is received in good order on a business day after the close of the NYSE or at any time on a non-business day, your request will be processed at the unit value calculated on the next business day. Contribution requests accompanied by payment made via electronic transfer will be processed on the day that the bank debit occurs.

The Portfolios, except for the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio, do not make distributions of their income, including dividends, interest and capital gains. The dividends and capital gains distributions of the Underlying Investments received by the Portfolios are not distributed by the Portfolios as earnings (except for the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio); such dividends and distributions are reinvested in the applicable Underlying Investment(s) and are reflected in the NAV.

PORTFOLIO PERFORMANCE

How Have the Portfolios Performed?

The following tables show the past performance of the Fee Structures for each of the Portfolios. Performance figures are shown reflecting the Program's expenses and the expenses of the Underlying Investments, as well as the imposition of applicable sales charges and servicing fees. The information in the tables reflects the performance of the Portfolios, some of which have changed over time. If the Portfolios had been invested in the Underlying Investments in which they are currently invested throughout the periods for which performance is shown, the Portfolio's total returns would have been different.

All of the performance data shown represents past performance, which is not a guarantee or prediction of future results. Investment returns and principal value will fluctuate so that your Account may be worth less than the sum of your Contributions. For actual performance data of the Portfolios current to the most recent month-end, visit the Program's website at BrightDirections.com.

Account Owners do not own shares of the Underlying Investments directly, but rather own shares in a Portfolio of the Program. As a result, the performance of the Portfolios will differ from the performance of the Underlying Investments, even in circumstances where a Portfolio invests in an individual Underlying Investment. This is due in part to the differences in the expense ratios of the Underlying Investments and the Portfolios.

Performance differences between a Portfolio and its Underlying Investment may also result from differences in the timing of purchases. On days when Contributions are made to an Account, the Age-Based, Target and Individual Fund Portfolios will not use that money to purchase shares of an Underlying Investment until the next business day. This timing difference, depending on how the markets are moving, will cause the Portfolio's performance to either trail or exceed the Underlying Investment's performance.

The performance information below does not include performance for the Bank Savings 529 Portfolio; Fidelity Short-Term Bond Index 529 Portfolio; iShares 0-5 Year TIPS Bond ETF 529 Portfolio; BlackRock High Yield Bond 529 Portfolio; Credit Suisse Floating Rate High Income 529 Portfolio; AB Global Bond 529 Portfolio; BlackRock Mid-Cap Growth Equity 529 Portfolio; and, BlackRock Emerging Markets 529 Portfolio which were added to the Plan effective November 18, 2021. Performance information for the Portfolios is available to the most recent month-end on the Program's website at BrightDirections.com

Fee Structure A *Period ended 9/30/2021*	Inception Date	**Average Annual Total Returns** Excluding sales charges 1 Year	3 Year	5 Year	10 Year	Since Inception	Including sales charge 1 Year	3 Year	5 Year	10 Year	Since Inception
Age-Based Portfolios											
Aggressive Option											
Ages 0 - 2	10/25/16	30.70%	11.40%	n/a	n/a	13.67%	26.13%	10.09%	n/a	n/a	12.85%
Ages 3 - 5	10/25/16	27.88%	11.11%	n/a	n/a	12.80%	23.40%	9.80%	n/a	n/a	11.99%
Ages 6 - 8	10/25/16	24.48%	10.54%	n/a	n/a	11.76%	20.12%	9.24%	n/a	n/a	10.95%
Ages 9 - 10	10/25/16	21.39%	9.77%	n/a	n/a	10.55%	17.14%	8.48%	n/a	n/a	9.75%
Ages 11 - 12	10/25/16	17.87%	8.90%	n/a	n/a	9.36%	13.74%	7.62%	n/a	n/a	8.57%
Ages 13 - 14	10/25/16	14.95%	8.19%	n/a	n/a	8.33%	10.93%	6.92%	n/a	n/a	7.55%
Ages 15 - 16	10/25/16	12.07%	7.21%	n/a	n/a	7.20%	8.15%	5.95%	n/a	n/a	6.43%
Ages 17 - 18	10/25/16	9.39%	6.27%	n/a	n/a	5.92%	5.56%	5.02%	n/a	n/a	5.16%
Ages 19 +	10/25/16	6.18%	4.97%	n/a	n/a	4.54%	2.47%	3.73%	n/a	n/a	3.79%
Moderate Option											
Ages 0 - 2	10/25/16	27.88%	11.11%	n/a	n/a	12.80%	23.40%	9.80%	n/a	n/a	11.99%
Ages 3 - 5	10/25/16	24.48%	10.54%	n/a	n/a	11.76%	20.12%	9.24%	n/a	n/a	10.95%
Ages 6 - 8	10/25/16	21.39%	9.77%	n/a	n/a	10.55%	17.14%	8.48%	n/a	n/a	9.75%
Ages 9 - 10	10/25/16	17.87%	8.90%	n/a	n/a	9.36%	13.74%	7.62%	n/a	n/a	8.57%
Ages 11 - 12	10/25/16	14.95%	8.19%	n/a	n/a	8.33%	10.93%	6.92%	n/a	n/a	7.55%
Ages 13 - 14	10/25/16	12.07%	7.21%	n/a	n/a	7.20%	8.15%	5.95%	n/a	n/a	6.43%
Ages 15 - 16	10/25/16	9.39%	6.27%	n/a	n/a	5.92%	5.56%	5.02%	n/a	n/a	5.16%
Ages 17 - 18	10/25/16	6.18%	4.97%	n/a	n/a	4.54%	2.47%	3.73%	n/a	n/a	3.79%
Ages 19 +	10/25/16	3.65%	3.54%	n/a	n/a	3.17%	0.02%	2.33%	n/a	n/a	2.43%
Conservative Option											
Ages 0 - 2	10/25/16	24.48%	10.54%	n/a	n/a	11.76%	20.12%	9.24%	n/a	n/a	10.95%
Ages 3 - 5	10/25/16	21.39%	9.77%	n/a	n/a	10.55%	17.14%	8.48%	n/a	n/a	9.75%
Ages 6 - 8	10/25/16	17.87%	8.90%	n/a	n/a	9.36%	13.74%	7.62%	n/a	n/a	8.57%
Ages 9 - 10	10/25/16	14.95%	8.19%	n/a	n/a	8.33%	10.93%	6.92%	n/a	n/a	7.55%
Ages 11 - 12	10/25/16	12.07%	7.21%	n/a	n/a	7.20%	8.15%	5.95%	n/a	n/a	6.43%
Ages 13 - 14	10/25/16	9.39%	6.27%	n/a	n/a	5.92%	5.56%	5.02%	n/a	n/a	5.16%
Ages 15 - 16	10/25/16	6.18%	4.97%	n/a	n/a	4.54%	2.47%	3.73%	n/a	n/a	3.79%
Ages 17 - 18	10/25/16	3.65%	3.54%	n/a	n/a	3.17%	0.02%	2.33%	n/a	n/a	2.43%
Ages 19 +	10/25/16	0.72%	1.91%	n/a	n/a	1.52%	-2.81%	0.71%	n/a	n/a	0.79%
Target Portfolios											
Fund 100	11/18/05	30.70%	11.40%	13.21%	13.35%	7.67%	26.13%	10.09%	12.41%	12.95%	7.43%
Fund 80	11/18/05	24.48%	10.54%	11.41%	11.35%	7.28%	20.12%	9.24%	10.62%	10.96%	7.04%
Fund 60	11/18/05	17.87%	8.90%	9.09%	8.99%	6.30%	13.74%	7.62%	8.31%	8.60%	6.07%
Fund 40	11/18/05	12.07%	7.21%	7.01%	6.73%	5.21%	8.15%	5.95%	6.25%	6.35%	4.97%
Fund 20	11/18/05	6.18%	4.97%	4.42%	4.02%	3.66%	2.47%	3.73%	3.68%	3.65%	3.43%
Fund 10	11/18/05	3.65%	3.54%	3.11%	2.48%	2.49%	0.02%	2.33%	2.38%	2.11%	2.26%
Fixed Income Fund	11/18/05	0.72%	1.91%	1.50%	0.91%	1.51%	-2.81%	0.71%	0.78%	0.55%	1.28%
Individual Fund Portfolios											
Invesco Government & Agency 529 Portfolio	7/28/16	0.02%	0.93%	0.88%	n/a	0.86%	0.02%	0.93%	0.88%	n/a	0.86%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.50%	n/a	n/a	n/a	n/a	-3.98%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.90%	n/a	n/a	n/a	n/a	-4.37%
PIMCO Short-Term 529 Portfolio	11/18/05	0.30%	1.40%	1.68%	1.39%	1.78%	0.30%	1.40%	1.68%	1.39%	1.78%
Baird Short-Term Bond 529 Portfolio	11/18/14	0.36%	2.85%	1.88%	n/a	1.70%	0.36%	2.85%	1.88%	n/a	1.70%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.31%	n/a	n/a	n/a	2.65%	-4.77%	n/a	n/a	n/a	0.85%
MainStay MacKay Total Return Bond 529 Portfolio	11/18/14	1.39%	5.87%	3.35%	n/a	3.14%	-2.16%	4.62%	2.62%	n/a	2.61%
American Century Short Duration Inflation Protection Bond 529 Portfolio	12/5/13	6.30%	4.46%	2.80%	n/a	1.77%	2.58%	3.23%	2.07%	n/a	1.31%
BlackRock Inflation Protected Bond 529 Portfolio	3/30/09	5.09%	7.11%	3.94%	2.42%	3.55%	1.41%	5.85%	3.20%	2.05%	3.26%
Templeton International Bond 529 Portfolio	10/29/10	-4.85%	-2.42%	0.14%	0.39%	0.19%	-8.18%	-3.57%	-0.57%	0.03%	-0.14%
T. Rowe Price Balanced 529 Portfolio	11/18/05	19.10%	11.08%	10.69%	10.23%	7.25%	14.93%	9.77%	9.91%	9.84%	7.01%
DFA Real Estate Securities 529 Portfolio	9/26/19	31.83%	n/a	n/a	n/a	6.86%	27.22%	n/a	n/a	n/a	4.99%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.60%	8.05%	n/a	n/a	7.68%	20.24%	6.78%	n/a	n/a	6.46%
Calvert Equity 529 Portfolio	11/18/05	25.67%	21.29%	20.53%	17.05%	10.93%	21.27%	19.86%	19.68%	16.63%	10.68%
MFS Value 529 Portfolio	5/31/12	29.54%	10.82%	11.09%	n/a	12.54%	25.00%	9.52%	10.31%	n/a	12.11%
T. Rowe Price Equity Income 529 Portfolio	11/18/05	41.34%	9.25%	10.82%	11.92%	7.10%	36.40%	7.96%	10.03%	11.52%	6.86%
American Century Value 529 Portfolio	11/18/05	42.19%	8.81%	9.45%	12.12%	7.24%	37.22%	7.52%	8.67%	11.72%	7.00%
American Century Equity Growth 529 Portfolio	11/18/05	26.27%	12.71%	14.49%	14.58%	8.58%	21.85%	11.38%	13.68%	14.17%	8.34%
Northern Stock Index 529 Portfolio	11/18/05	29.45%	15.46%	16.34%	15.88%	9.46%	24.92%	14.10%	15.51%	15.47%	9.21%
Sit Dividend Growth 529 Portfolio	3/30/09	27.33%	13.18%	13.65%	13.81%	13.78%	22.87%	11.85%	12.84%	13.41%	13.45%
American Century Growth 529 Portfolio	3/30/09	25.98%	20.45%	21.39%	17.76%	17.18%	21.57%	19.03%	20.53%	17.35%	16.85%
T. Rowe Price Large-Cap Growth 529 Portfolio	4/30/08	30.03%	21.58%	24.59%	20.66%	14.82%	25.48%	20.15%	23.71%	20.24%	14.52%
T. Rowe Price Ext Eq Market Index 529 Portfolio	11/18/05	41.44%	14.62%	15.51%	15.58%	9.93%	36.49%	13.27%	14.69%	15.17%	9.68%
William Blair Mid Cap Growth 529 Portfolio	5/28/10	22.25%	13.56%	15.93%	13.34%	12.73%	17.98%	12.22%	15.11%	12.94%	12.37%
Ariel Fund 529 Portfolio	11/18/05	65.49%	11.65%	13.07%	15.49%	8.14%	59.70%	10.34%	12.26%	15.08%	7.89%
Northern Small Cap Value 529 Portfolio	4/30/08	50.22%	4.80%	7.80%	11.43%	7.96%	44.96%	3.57%	7.03%	11.03%	7.68%
Northern Small Cap Index 529 Portfolio	11/18/05	46.87%	9.82%	12.77%	13.90%	8.34%	41.73%	8.53%	11.97%	13.50%	8.10%
Delaware Small Cap Core 529 Portfolio	4/30/08	50.06%	9.67%	13.23%	14.97%	10.85%	44.80%	8.38%	12.43%	14.56%	10.56%
Harbor Small Cap Growth 529 Portfolio	10/1/15	29.80%	5.68%	11.04%	n/a	11.86%	25.26%	4.43%	10.25%	n/a	11.20%
Dodge & Cox International Stock 529 Portfolio	10/29/10	34.74%	5.53%	6.92%	7.21%	4.75%	30.02%	4.28%	6.16%	6.83%	4.41%
Northern International Equity Index 529 Portfolio	11/18/05	24.54%	6.97%	8.14%	7.49%	4.12%	20.18%	5.71%	7.38%	7.11%	3.89%
Invesco Oppenheimer International Growth 529 Portfolio	4/30/08	23.43%	12.82%	10.15%	9.75%	5.83%	19.11%	11.49%	9.37%	9.36%	5.55%
DFA International Small Company 529 Portfolio	11/30/12	32.04%	7.91%	8.92%	n/a	8.77%	27.41%	6.64%	8.15%	n/a	8.33%
Causeway Emerging Markets 529 Portfolio	12/5/13	17.55%	6.60%	7.77%	n/a	4.39%	13.43%	5.35%	7.00%	n/a	3.92%

Fee Structure C *Period ended 9/30/2021*		Average Annual Total Return Excluding sales charges				
	Inception Date	1 Year	3 Year	5 Year	10 Year	Since Inception
Age-Based Portfolios						
Aggressive Option						
Ages 0 - 2	10/25/16	30.41%	11.14%	n/a	n/a	13.39%
Ages 3 - 5	10/25/16	27.58%	10.82%	n/a	n/a	12.52%
Ages 6 - 8	10/25/16	24.19%	10.27%	n/a	n/a	11.47%
Ages 9 - 10	10/25/16	21.17%	9.47%	n/a	n/a	10.27%
Ages 11 - 12	10/25/16	17.57%	8.63%	n/a	n/a	9.08%
Ages 13 - 14	10/25/16	14.71%	7.91%	n/a	n/a	8.06%
Ages 15 - 16	10/25/16	11.79%	6.95%	n/a	n/a	6.93%
Ages 17 - 18	10/25/16	9.07%	5.98%	n/a	n/a	5.64%
Ages 19 +	10/25/16	5.92%	4.71%	n/a	n/a	4.28%
Moderate Option						
Ages 0 - 2	10/25/16	27.58%	10.82%	n/a	n/a	12.52%
Ages 3 - 5	10/25/16	24.19%	10.27%	n/a	n/a	11.47%
Ages 6 - 8	10/25/16	21.17%	9.47%	n/a	n/a	10.27%
Ages 9 - 10	10/25/16	17.57%	8.63%	n/a	n/a	9.08%
Ages 11 - 12	10/25/16	14.71%	7.91%	n/a	n/a	8.06%
Ages 13 - 14	10/25/16	11.79%	6.95%	n/a	n/a	6.93%
Ages 15 - 16	10/25/16	9.07%	5.98%	n/a	n/a	5.64%
Ages 17 - 18	10/25/16	5.92%	4.71%	n/a	n/a	4.28%
Ages 19 +	10/25/16	3.42%	3.29%	n/a	n/a	2.92%
Conservative Option						
Ages 0 - 2	10/25/16	24.19%	10.27%	n/a	n/a	11.47%
Ages 3 - 5	10/25/16	21.17%	9.47%	n/a	n/a	10.27%
Ages 6 - 8	10/25/16	17.57%	8.63%	n/a	n/a	9.08%
Ages 9 - 10	10/25/16	14.71%	7.91%	n/a	n/a	8.06%
Ages 11 - 12	10/25/16	11.79%	6.95%	n/a	n/a	6.93%
Ages 13 - 14	10/25/16	9.07%	5.98%	n/a	n/a	5.64%
Ages 15 - 16	10/25/16	5.92%	4.71%	n/a	n/a	4.28%
Ages 17 - 18	10/25/16	3.42%	3.29%	n/a	n/a	2.92%
Ages 19 +	10/25/16	0.41%	1.63%	n/a	n/a	1.26%
Target Portfolios						
Fund 100	11/18/05	30.41%	11.14%	12.93%	13.07%	7.40%
Fund 80	11/18/05	24.19%	10.27%	11.12%	11.07%	7.01%
Fund 60	11/18/05	17.57%	8.63%	8.81%	8.71%	6.04%
Fund 40	11/18/05	11.79%	6.95%	6.74%	6.46%	4.95%
Fund 20	11/18/05	5.92%	4.71%	4.16%	3.77%	3.40%
Fund 10	11/18/05	3.42%	3.29%	2.86%	2.22%	2.24%
Fixed Income Fund	11/18/05	0.41%	1.63%	1.26%	0.66%	1.26%
Individual Fund Portfolios						
Invesco Government & Agency 529 Portfolio	7/28/16	0.02%	0.93%	0.88%	n/a	0.86%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.70%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-1.30%
PIMCO Short-Term 529 Portfolio	11/18/05	0.08%	1.12%	1.43%	1.14%	1.53%
Baird Short-Term Bond 529 Portfolio	11/18/14	0.09%	2.60%	1.61%	n/a	1.45%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.60%	n/a	n/a	n/a	2.36%
MainStay MacKay Total Return Bond 529 Portfolio	11/18/14	1.17%	5.61%	3.08%	n/a	2.89%
American Century Short Duration Inflation Protection Bond 529 Portfolio	12/5/13	6.13%	4.20%	2.57%	n/a	1.53%
BlackRock Inflation Protected Bond 529 Portfolio	3/30/09	4.82%	6.87%	3.67%	2.16%	3.31%
Templeton International Bond 529 Portfolio	10/29/10	-5.07%	-2.66%	-0.10%	0.14%	-0.06%
T. Rowe Price Balanced 529 Portfolio	11/18/05	18.81%	10.79%	10.41%	9.95%	6.98%
DFA Real Estate Securities 529 Portfolio	9/26/19	31.71%	n/a	n/a	n/a	6.63%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.22%	7.77%	n/a	n/a	7.41%
Calvert Equity 529 Portfolio	11/18/05	25.36%	20.99%	20.24%	16.76%	10.67%
MFS Value 529 Portfolio	5/31/12	29.18%	10.55%	10.82%	n/a	12.26%
T. Rowe Price Equity Income 529 Portfolio	11/18/05	41.02%	8.98%	10.55%	11.63%	6.84%
American Century Value 529 Portfolio	11/18/05	41.88%	8.52%	9.17%	11.84%	6.98%
American Century Equity Growth 529 Portfolio	11/18/05	26.02%	12.43%	14.21%	14.30%	8.32%
Northern Stock Index 529 Portfolio	11/18/05	29.07%	15.17%	16.05%	15.60%	9.19%
Sit Dividend Growth 529 Portfolio	3/30/09	26.99%	12.89%	13.35%	13.53%	13.50%
American Century Growth 529 Portfolio	3/30/09	25.66%	20.15%	21.09%	17.48%	16.88%
T. Rowe Price Large-Cap Growth 529 Portfolio	4/30/08	29.72%	21.29%	24.28%	20.37%	14.54%
T. Rowe Price Ext Eq Market Index 529 Portfolio	11/18/05	41.13%	14.34%	15.22%	15.31%	9.65%
William Blair Mid Cap Growth 529 Portfolio	5/28/10	21.97%	13.29%	15.65%	13.07%	12.45%
Ariel Fund 529 Portfolio	11/18/05	65.08%	11.37%	12.80%	15.21%	7.87%
Northern Small Cap Value 529 Portfolio	4/30/08	49.86%	4.54%	7.52%	11.15%	7.69%
Northern Small Cap Index 529 Portfolio	11/18/05	46.50%	9.56%	12.48%	13.62%	8.07%
Delaware Small Cap Core 529 Portfolio	4/30/08	49.69%	9.40%	12.95%	14.68%	10.57%
Harbor Small Cap Growth 529 Portfolio	10/1/15	29.42%	5.41%	10.76%	n/a	11.59%
Dodge & Cox International Stock 529 Portfolio	10/29/10	34.36%	5.27%	6.66%	6.94%	4.48%
Northern International Equity Index 529 Portfolio	11/18/05	24.25%	6.69%	7.86%	7.23%	3.86%
Invesco Oppenheimer International Growth 529 Portfolio	4/30/08	23.16%	12.54%	9.87%	9.48%	5.56%
DFA International Small Company 529 Portfolio	11/30/12	31.71%	7.63%	8.64%	n/a	8.50%
Causeway Emerging Markets 529 Portfolio	12/5/13	17.25%	6.35%	7.50%	n/a	4.14%

Fee Structure E *Period ended 9/30/2021*		Average Annual Total Return Excluding sales charges				
	Inception Date	1 Year	3 Year	5 Year	10 Year	Since Inception
Age-Based Portfolios						
Aggressive Option						
Ages 0 - 2	10/25/16	30.70%	11.42%	n/a	n/a	13.68%
Ages 3 - 5	10/25/16	27.88%	11.11%	n/a	n/a	12.80%
Ages 6 - 8	10/25/16	24.46%	10.54%	n/a	n/a	11.75%
Ages 9 - 10	10/25/16	21.48%	9.77%	n/a	n/a	10.55%
Ages 11 - 12	10/25/16	17.86%	8.90%	n/a	n/a	9.37%
Ages 13 - 14	10/25/16	14.95%	8.19%	n/a	n/a	8.33%
Ages 15 - 16	10/25/16	12.05%	7.22%	n/a	n/a	7.20%
Ages 17 - 18	10/25/16	9.39%	6.27%	n/a	n/a	5.92%
Ages 19 +	10/25/16	6.19%	4.96%	n/a	n/a	4.54%
Moderate Option						
Ages 0 - 2	10/25/16	27.88%	11.11%	n/a	n/a	12.80%
Ages 3 - 5	10/25/16	24.46%	10.54%	n/a	n/a	11.75%
Ages 6 - 8	10/25/16	21.48%	9.77%	n/a	n/a	10.55%
Ages 9 - 10	10/25/16	17.86%	8.90%	n/a	n/a	9.37%
Ages 11 - 12	10/25/16	14.95%	8.19%	n/a	n/a	8.33%
Ages 13 - 14	10/25/16	12.05%	7.22%	n/a	n/a	7.20%
Ages 15 - 16	10/25/16	9.39%	6.27%	n/a	n/a	5.92%
Ages 17 - 18	10/25/16	6.19%	4.96%	n/a	n/a	4.54%
Ages 19 +	10/25/16	3.61%	3.55%	n/a	n/a	3.17%
Conservative Option						
Ages 0 - 2	10/25/16	24.46%	10.54%	n/a	n/a	11.75%
Ages 3 - 5	10/25/16	21.48%	9.77%	n/a	n/a	10.55%
Ages 6 - 8	10/25/16	17.86%	8.90%	n/a	n/a	9.37%
Ages 9 - 10	10/25/16	14.95%	8.19%	n/a	n/a	8.33%
Ages 11 - 12	10/25/16	12.05%	7.22%	n/a	n/a	7.20%
Ages 13 - 14	10/25/16	9.39%	6.27%	n/a	n/a	5.92%
Ages 15 - 16	10/25/16	6.19%	4.96%	n/a	n/a	4.54%
Ages 17 - 18	10/25/16	3.61%	3.55%	n/a	n/a	3.17%
Ages 19 +	10/25/16	0.75%	1.92%	n/a	n/a	1.53%
Target Portfolios						
Fund 100	1/3/06	30.70%	11.42%	13.22%	13.35%	7.62%
Fund 80	12/20/05	24.46%	10.54%	11.41%	11.36%	7.26%
Fund 60	12/14/05	17.86%	8.90%	9.09%	8.99%	6.27%
Fund 40	3/1/06	12.05%	7.22%	7.00%	6.72%	5.17%
Fund 20	5/16/06	6.19%	4.96%	4.42%	4.03%	3.64%
Fund 10	9/18/06	3.61%	3.55%	3.11%	2.47%	2.44%
Fixed Income Fund	4/17/07	0.75%	1.92%	1.53%	0.92%	1.29%
Individual Fund Portfolios						
Invesco Government & Agency 529 Portfolio	7/28/16	0.02%	0.93%	0.88%	n/a	0.86%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.40%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.90%
PIMCO Short-Term 529 Portfolio	10/16/06	0.31%	1.38%	1.68%	1.39%	1.73%
Baird Short-Term Bond 529 Portfolio	11/18/14	0.27%	2.85%	1.88%	n/a	1.70%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.31%	n/a	n/a	n/a	2.65%
MainStay MacKay Total Return Bond 529 Portfolio	11/18/14	1.39%	5.84%	3.35%	n/a	3.14%
American Century Short Duration Inflation Protection Bond 529 Portfolio	12/5/13	6.30%	4.45%	2.82%	n/a	1.78%
BlackRock Inflation Protected Bond 529 Portfolio	3/30/09	5.02%	7.11%	3.92%	2.41%	3.55%
Templeton International Bond 529 Portfolio	10/29/10	-4.85%	-2.42%	0.16%	0.39%	0.18%
T. Rowe Price Balanced 529 Portfolio	10/6/06	19.10%	11.08%	10.69%	10.23%	7.16%
DFA Real Estate Securities 529 Portfolio	9/26/19	31.83%	n/a	n/a	n/a	6.86%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.60%	8.05%	n/a	n/a	7.68%
Calvert Equity 529 Portfolio	10/20/06	25.67%	21.28%	20.53%	17.05%	11.35%
MFS Value 529 Portfolio	5/31/12	29.54%	10.82%	11.09%	n/a	12.54%
T. Rowe Price Equity Income 529 Portfolio	2/9/06	41.32%	9.25%	10.82%	11.92%	7.11%
American Century Value 529 Portfolio	10/13/06	42.23%	8.81%	9.45%	12.13%	6.96%
American Century Equity Growth 529 Portfolio	12/23/05	26.31%	12.71%	14.49%	14.59%	8.55%
Northern Stock Index 529 Portfolio	7/19/06	29.45%	15.46%	16.34%	15.89%	9.87%
Sit Dividend Growth 529 Portfolio	3/30/09	27.31%	13.17%	13.64%	13.82%	13.77%
American Century Growth 529 Portfolio	3/30/09	25.97%	20.45%	21.39%	17.77%	17.18%
T. Rowe Price Large-Cap Growth 529 Portfolio	4/30/08	30.05%	21.59%	24.59%	20.66%	14.82%
T. Rowe Price Ext Eq Market Index 529 Portfolio	2/9/06	41.44%	14.62%	15.51%	15.59%	9.86%
William Blair Mid Cap Growth 529 Portfolio	5/28/10	22.26%	13.56%	15.94%	13.34%	12.72%
Ariel Fund 529 Portfolio	1/3/06	65.46%	11.64%	13.06%	15.49%	8.32%
Northern Small Cap Value 529 Portfolio	4/30/08	50.22%	4.80%	7.80%	11.43%	7.96%
Northern Small Cap Index 529 Portfolio	10/16/06	46.86%	9.81%	12.76%	13.91%	8.03%
Delaware Small Cap Core 529 Portfolio	4/30/08	50.06%	9.67%	13.24%	14.97%	10.85%
Harbor Small Cap Growth 529 Portfolio	10/1/15	29.80%	5.68%	11.04%	n/a	11.86%
Dodge & Cox International Stock 529 Portfolio	10/29/10	34.66%	5.53%	6.92%	7.20%	4.74%
Northern International Equity Index 529 Portfolio	3/7/06	24.56%	6.98%	8.15%	7.50%	3.77%
Invesco Oppenheimer International Growth 529 Portfolio	4/30/08	23.43%	12.82%	10.15%	9.75%	5.83%
DFA International Small Company 529 Portfolio	11/30/12	32.01%	7.88%	8.90%	n/a	8.75%
Causeway Emerging Markets 529 Portfolio	12/5/13	17.55%	6.64%	7.79%	n/a	4.39%

Fee Structure F *Period ended 9/30/2021*		Average Annual Total Return Excluding sales charges				
	Inception Date	1 Year	3 Year	5 Year	10 Year	Since Inception
Age-Based Portfolios						
Aggressive Option						
Ages 0 - 2	10/25/16	31.06%	11.70%	n/a	n/a	13.97%
Ages 3 - 5	10/25/16	28.23%	11.40%	n/a	n/a	13.09%
Ages 6 - 8	10/25/16	24.76%	10.82%	n/a	n/a	12.03%
Ages 9 - 10	10/25/16	21.77%	10.06%	n/a	n/a	10.83%
Ages 11 - 12	10/25/16	18.17%	9.17%	n/a	n/a	9.63%
Ages 13 - 14	10/25/16	15.18%	8.44%	n/a	n/a	8.59%
Ages 15 - 16	10/25/16	12.30%	7.48%	n/a	n/a	7.46%
Ages 17 - 18	10/25/16	9.63%	6.53%	n/a	n/a	6.18%
Ages 19 +	10/25/16	6.42%	5.22%	n/a	n/a	4.80%
Moderate Option						
Ages 0 - 2	10/25/16	28.23%	11.40%	n/a	n/a	13.09%
Ages 3 - 5	10/25/16	24.76%	10.82%	n/a	n/a	12.03%
Ages 6 - 8	10/25/16	21.77%	10.06%	n/a	n/a	10.83%
Ages 9 - 10	10/25/16	18.17%	9.17%	n/a	n/a	9.63%
Ages 11 - 12	10/25/16	15.18%	8.44%	n/a	n/a	8.59%
Ages 13 - 14	10/25/16	12.30%	7.48%	n/a	n/a	7.46%
Ages 15 - 16	10/25/16	9.63%	6.53%	n/a	n/a	6.18%
Ages 17 - 18	10/25/16	6.42%	5.22%	n/a	n/a	4.80%
Ages 19 +	10/25/16	3.85%	3.79%	n/a	n/a	3.42%
Conservative Option						
Ages 0 - 2	10/25/16	24.76%	10.82%	n/a	n/a	12.03%
Ages 3 - 5	10/25/16	21.77%	10.06%	n/a	n/a	10.83%
Ages 6 - 8	10/25/16	18.17%	9.17%	n/a	n/a	9.63%
Ages 9 - 10	10/25/16	15.18%	8.44%	n/a	n/a	8.59%
Ages 11 - 12	10/25/16	12.30%	7.48%	n/a	n/a	7.46%
Ages 13 - 14	10/25/16	9.63%	6.53%	n/a	n/a	6.18%
Ages 15 - 16	10/25/16	6.42%	5.22%	n/a	n/a	4.80%
Ages 17 - 18	10/25/16	3.85%	3.79%	n/a	n/a	3.42%
Ages 19 +	10/25/16	1.00%	2.16%	n/a	n/a	1.78%
Target Portfolios						
Fund 100	11/18/05	31.06%	11.70%	13.50%	13.63%	7.94%
Fund 80	11/18/05	24.76%	10.82%	11.69%	11.63%	7.55%
Fund 60	11/18/05	18.17%	9.17%	9.35%	9.26%	6.57%
Fund 40	11/18/05	12.30%	7.48%	7.27%	6.99%	5.47%
Fund 20	11/18/05	6.42%	5.22%	4.68%	4.29%	3.92%
Fund 10	11/18/05	3.85%	3.79%	3.37%	2.73%	2.75%
Fixed Income Fund	11/18/05	1.00%	2.16%	1.77%	1.16%	1.76%
Individual Fund Portfolios						
Invesco Government & Agency 529 Portfolio	7/28/16	0.02%	0.93%	0.88%	n/a	0.85%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.30%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.80%
PIMCO Short-Term 529 Portfolio	11/18/05	0.51%	1.62%	1.94%	1.64%	2.04%
Baird Short-Term Bond 529 Portfolio	11/18/14	0.53%	3.09%	2.12%	n/a	1.95%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.12%	n/a	n/a	n/a	2.89%
MainStay MacKay Total Return Bond 529 Portfolio	11/18/14	1.70%	6.12%	3.62%	n/a	3.41%
American Century Short Duration Inflation Protection Bond 529 Portfolio	12/5/13	6.56%	4.70%	3.07%	n/a	2.03%
BlackRock Inflation Protected Bond 529 Portfolio	3/30/09	5.34%	7.38%	4.20%	2.67%	3.82%
Templeton International Bond 529 Portfolio	10/29/10	-4.64%	-2.19%	0.39%	0.63%	0.43%
T. Rowe Price Balanced 529 Portfolio	11/18/05	19.42%	11.35%	10.96%	10.51%	7.51%
DFA Real Estate Securities 529 Portfolio	9/26/19	32.22%	n/a	n/a	n/a	7.14%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.98%	8.30%	n/a	n/a	7.96%
Calvert Equity 529 Portfolio	11/18/05	25.97%	21.60%	20.84%	17.34%	11.21%
MFS Value 529 Portfolio	5/31/12	29.84%	11.11%	11.37%	n/a	12.82%
T. Rowe Price Equity Income 529 Portfolio	11/18/05	41.69%	9.53%	11.11%	12.19%	7.37%
American Century Value 529 Portfolio	11/18/05	42.61%	9.08%	9.71%	12.40%	7.51%
American Century Equity Growth 529 Portfolio	11/18/05	26.60%	12.98%	14.78%	14.86%	8.86%
Northern Stock Index 529 Portfolio	11/18/05	29.75%	15.75%	16.63%	16.18%	9.73%
Sit Dividend Growth 529 Portfolio	3/30/09	27.61%	13.46%	13.93%	14.10%	14.06%
American Century Growth 529 Portfolio	3/30/09	26.28%	20.75%	21.70%	18.06%	17.47%
T. Rowe Price Large-Cap Growth 529 Portfolio	4/30/08	30.35%	21.89%	24.90%	20.96%	15.10%
T. Rowe Price Ext Eq Market Index 529 Portfolio	11/18/05	41.79%	14.91%	15.80%	15.88%	10.20%
William Blair Mid Cap Growth 529 Portfolio	5/28/10	22.58%	13.85%	16.23%	13.63%	13.01%
Ariel Fund 529 Portfolio	11/18/05	65.91%	11.93%	13.35%	15.78%	8.41%
Northern Small Cap Value 529 Portfolio	4/30/08	50.63%	5.06%	8.06%	11.71%	8.23%
Northern Small Cap Index 529 Portfolio	11/18/05	47.22%	10.10%	13.05%	14.19%	8.61%
Delaware Small Cap Core 529 Portfolio	4/30/08	50.47%	9.96%	13.52%	15.26%	11.13%
Harbor Small Cap Growth 529 Portfolio	10/1/15	30.09%	5.94%	11.30%	n/a	12.14%
Dodge & Cox International Stock 529 Portfolio	10/29/10	35.00%	5.78%	7.17%	7.47%	5.00%
Northern International Equity Index 529 Portfolio	11/18/05	24.79%	7.24%	8.40%	7.76%	4.37%
Invesco Oppenheimer International Growth 529 Portfolio	4/30/08	23.78%	13.11%	10.42%	10.03%	6.09%
DFA International Small Company 529 Portfolio	11/30/12	32.35%	8.15%	9.18%	n/a	9.04%
Causeway Emerging Markets 529 Portfolio	12/5/13	17.92%	6.88%	8.06%	n/a	4.66%

Fee Structure G *Period ended 9/30/2021*		**Average Annual Total Return**				
		Excluding sales charges				
	Inception Date	**1 Year**	**3 Year**	**5 Year**	**10 Year**	**Since Inception**
Age-Based Portfolios						
Aggressive Option						
Ages 0 - 2	11/3/17	30.69%	11.41%	n/a	n/a	10.91%
Ages 3 - 5	11/3/17	27.87%	11.11%	n/a	n/a	10.41%
Ages 6 - 8	11/3/17	24.44%	10.52%	n/a	n/a	9.70%
Ages 9 - 10	11/3/17	21.47%	9.76%	n/a	n/a	8.83%
Ages 11 - 12	11/3/17	17.89%	8.91%	n/a	n/a	8.00%
Ages 13 - 14	11/3/17	14.92%	8.17%	n/a	n/a	7.30%
Ages 15 - 16	11/3/17	12.01%	7.23%	n/a	n/a	6.48%
Ages 17 - 18	11/3/17	9.31%	6.27%	n/a	n/a	5.50%
Ages 19 +	11/3/17	6.29%	4.98%	n/a	n/a	4.39%
Moderate Option						
Ages 0 - 2	11/3/17	27.87%	11.11%	n/a	n/a	10.41%
Ages 3 - 5	11/3/17	24.44%	10.52%	n/a	n/a	9.70%
Ages 6 - 8	11/3/17	21.47%	9.76%	n/a	n/a	8.83%
Ages 9 - 10	11/3/17	17.89%	8.91%	n/a	n/a	8.00%
Ages 11 - 12	11/3/17	14.92%	8.17%	n/a	n/a	7.30%
Ages 13 - 14	11/3/17	12.01%	7.23%	n/a	n/a	6.48%
Ages 15 - 16	11/3/17	9.31%	6.27%	n/a	n/a	5.50%
Ages 17 - 18	11/3/17	6.29%	4.98%	n/a	n/a	4.39%
Ages 19 +	11/3/17	3.58%	3.53%	n/a	n/a	3.18%
Conservative Option						
Ages 0 - 2	11/3/17	24.44%	10.52%	n/a	n/a	9.70%
Ages 3 - 5	11/3/17	21.47%	9.76%	n/a	n/a	8.83%
Ages 6 - 8	11/3/17	17.89%	8.91%	n/a	n/a	8.00%
Ages 9 - 10	11/3/17	14.92%	8.17%	n/a	n/a	7.30%
Ages 11 - 12	11/3/17	12.01%	7.23%	n/a	n/a	6.48%
Ages 13 - 14	11/3/17	9.31%	6.27%	n/a	n/a	5.50%
Ages 15 - 16	11/3/17	6.29%	4.98%	n/a	n/a	4.39%
Ages 17 - 18	11/3/17	3.58%	3.53%	n/a	n/a	3.18%
Ages 19 +	11/3/17	0.76%	1.91%	n/a	n/a	1.70%
Target Portfolios						
Fund 100	11/3/17	30.69%	11.41%	n/a	n/a	10.91%
Fund 80	11/3/17	24.44%	10.52%	n/a	n/a	9.70%
Fund 60	11/3/17	17.89%	8.91%	n/a	n/a	8.00%
Fund 40	11/3/17	12.01%	7.23%	n/a	n/a	6.48%
Fund 20	11/3/17	6.29%	4.98%	n/a	n/a	4.39%
Fund 10	11/3/17	3.58%	3.53%	n/a	n/a	3.18%
Fixed Income Fund	11/3/17	0.76%	1.91%	n/a	n/a	1.70%
Individual Fund Portfolios						
Invesco Government & Agency 529 Portfolio	11/3/17	0.02%	0.93%	n/a	n/a	1.01%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.20%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.90%
PIMCO Short-Term 529 Portfolio	11/3/17	0.38%	1.39%	n/a	n/a	1.50%
Baird Short-Term Bond 529 Portfolio	11/3/17	0.28%	2.84%	n/a	n/a	2.23%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.40%	n/a	n/a	n/a	2.60%
MainStay MacKay Total Return Bond 529 Portfolio	11/3/17	1.40%	5.86%	n/a	n/a	3.92%
American Century Short Duration Inflation Protection Bond 529 Portfolio	11/3/17	6.30%	4.49%	n/a	n/a	3.57%
BlackRock Inflation Protected Bond 529 Portfolio	11/3/17	5.03%	7.22%	n/a	n/a	5.46%
Templeton International Bond 529 Portfolio	11/3/17	-4.87%	-2.21%	n/a	n/a	-2.14%
T. Rowe Price Balanced 529 Portfolio	11/3/17	19.10%	11.06%	n/a	n/a	9.66%
DFA Real Estate Securities 529 Portfolio	9/26/19	32.03%	n/a	n/a	n/a	7.00%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.63%	8.13%	n/a	n/a	7.79%
Calvert Equity 529 Portfolio	11/3/17	25.70%	21.31%	n/a	n/a	21.02%
MFS Value 529 Portfolio	11/3/17	29.49%	10.83%	n/a	n/a	9.70%
T. Rowe Price Equity Income 529 Portfolio	11/3/17	41.36%	9.30%	n/a	n/a	8.95%
American Century Value 529 Portfolio	11/3/17	42.24%	8.79%	n/a	n/a	9.21%
American Century Equity Growth 529 Portfolio	11/3/17	26.30%	12.71%	n/a	n/a	13.28%
Northern Stock Index 529 Portfolio	11/3/17	29.48%	15.47%	n/a	n/a	15.51%
Sit Dividend Growth 529 Portfolio	11/3/17	27.27%	13.17%	n/a	n/a	12.70%
American Century Growth 529 Portfolio	11/3/17	26.00%	20.46%	n/a	n/a	21.09%
T. Rowe Price Large-Cap Growth 529 Portfolio	11/3/17	30.05%	21.57%	n/a	n/a	22.07%
T. Rowe Price Ext Eq Market Index 529 Portfolio	11/3/17	41.50%	14.64%	n/a	n/a	14.79%
William Blair Mid Cap Growth 529 Portfolio	11/3/17	22.27%	13.56%	n/a	n/a	16.42%
Ariel Fund 529 Portfolio	11/3/17	65.39%	11.62%	n/a	n/a	12.61%
Northern Small Cap Value 529 Portfolio	11/3/17	50.25%	4.78%	n/a	n/a	5.22%
Northern Small Cap Index 529 Portfolio	11/3/17	46.85%	9.84%	n/a	n/a	11.25%
Delaware Small Cap Core 529 Portfolio	11/3/17	50.15%	9.68%	n/a	n/a	10.93%
Harbor Small Cap Growth 529 Portfolio	11/3/17	29.79%	5.68%	n/a	n/a	10.99%
Dodge & Cox International Stock 529 Portfolio	11/3/17	34.79%	5.52%	n/a	n/a	2.75%
Northern International Equity Index 529 Portfolio	11/3/17	24.54%	7.00%	n/a	n/a	5.39%
Invesco Oppenheimer International Growth 529 Portfolio	11/3/17	23.43%	12.80%	n/a	n/a	8.49%
DFA International Small Company 529 Portfolio	11/3/17	32.03%	7.92%	n/a	n/a	5.85%
Causeway Emerging Markets 529 Portfolio	11/3/17	17.59%	6.62%	n/a	n/a	3.01%

Fee Structure H *Period ended 9/30/2021*		Average Annual Total Return Excluding sales charges				
	Inception Date	1 Year	3 Year	5 Year	10 Year	Since Inception
Age-Based Portfolios						
Aggressive Option						
Ages 0 - 2	11/3/17	30.97%	11.68%	n/a	n/a	11.19%
Ages 3 - 5	11/3/17	28.21%	11.36%	n/a	n/a	10.66%
Ages 6 - 8	11/3/17	24.76%	10.83%	n/a	n/a	9.99%
Ages 9 - 10	11/3/17	21.73%	10.02%	n/a	n/a	9.11%
Ages 11 - 12	11/3/17	18.20%	9.19%	n/a	n/a	8.26%
Ages 13 - 14	11/3/17	15.25%	8.45%	n/a	n/a	7.57%
Ages 15 - 16	11/3/17	12.36%	7.49%	n/a	n/a	6.75%
Ages 17 - 18	11/3/17	9.60%	6.54%	n/a	n/a	5.77%
Ages 19 +	11/3/17	6.51%	5.24%	n/a	n/a	4.64%
Moderate Option						
Ages 0 - 2	11/3/17	28.21%	11.36%	n/a	n/a	10.66%
Ages 3 - 5	11/3/17	24.76%	10.83%	n/a	n/a	9.99%
Ages 6 - 8	11/3/17	21.73%	10.02%	n/a	n/a	9.11%
Ages 9 - 10	11/3/17	18.20%	9.19%	n/a	n/a	8.26%
Ages 11 - 12	11/3/17	15.25%	8.45%	n/a	n/a	7.57%
Ages 13 - 14	11/3/17	12.36%	7.49%	n/a	n/a	6.75%
Ages 15 - 16	11/3/17	9.60%	6.54%	n/a	n/a	5.77%
Ages 17 - 18	11/3/17	6.51%	5.24%	n/a	n/a	4.64%
Ages 19 +	11/3/17	3.82%	3.80%	n/a	n/a	3.43%
Conservative Option						
Ages 0 - 2	11/3/17	24.76%	10.83%	n/a	n/a	9.99%
Ages 3 - 5	11/3/17	21.73%	10.02%	n/a	n/a	9.11%
Ages 6 - 8	11/3/17	18.20%	9.19%	n/a	n/a	8.26%
Ages 9 - 10	11/3/17	15.25%	8.45%	n/a	n/a	7.57%
Ages 11 - 12	11/3/17	12.36%	7.49%	n/a	n/a	6.75%
Ages 13 - 14	11/3/17	9.60%	6.54%	n/a	n/a	5.77%
Ages 15 - 16	11/3/17	6.51%	5.24%	n/a	n/a	4.64%
Ages 17 - 18	11/3/17	3.82%	3.80%	n/a	n/a	3.43%
Ages 19 +	11/3/17	0.94%	2.16%	n/a	n/a	1.94%
Target Portfolios						
Fund 100	11/3/17	30.97%	11.68%	n/a	n/a	11.19%
Fund 80	11/3/17	24.76%	10.83%	n/a	n/a	9.99%
Fund 60	11/3/17	18.20%	9.19%	n/a	n/a	8.26%
Fund 40	11/3/17	12.36%	7.49%	n/a	n/a	6.75%
Fund 20	11/3/17	6.51%	5.24%	n/a	n/a	4.64%
Fund 10	11/3/17	3.82%	3.80%	n/a	n/a	3.43%
Fixed Income Fund	11/3/17	0.94%	2.16%	n/a	n/a	1.94%
Individual Fund Portfolios						
Invesco Government & Agency 529 Portfolio	11/3/17	0.02%	0.93%	n/a	n/a	1.01%
PGIM Core Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.30%
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	10/1/20	n/a	n/a	n/a	n/a	-0.90%
PIMCO Short-Term 529 Portfolio	11/3/17	0.47%	1.64%	n/a	n/a	1.72%
Baird Short-Term Bond 529 Portfolio	11/3/17	0.55%	3.09%	n/a	n/a	2.44%
Fidelity U.S. Bond Index 529 Portfolio	9/26/19	-1.12%	n/a	n/a	n/a	2.89%
MainStay MacKay Total Return Bond 529 Portfolio	11/3/17	1.65%	6.09%	n/a	n/a	4.14%
American Century Short Duration Inflation Protection Bond 529 Portfolio	11/3/17	6.64%	4.72%	n/a	n/a	3.80%
BlackRock Inflation Protected Bond 529 Portfolio	11/3/17	5.38%	7.41%	n/a	n/a	5.55%
Templeton International Bond 529 Portfolio	11/3/17	-4.66%	-2.21%	n/a	n/a	-2.08%
T. Rowe Price Balanced 529 Portfolio	11/3/17	19.41%	11.33%	n/a	n/a	9.89%
DFA Real Estate Securities 529 Portfolio	9/26/19	32.22%	n/a	n/a	n/a	7.14%
Principal Global Real Estate Securities 529 Portfolio	8/23/18	24.98%	8.30%	n/a	n/a	7.96%
Calvert Equity 529 Portfolio	11/3/17	25.92%	21.59%	n/a	n/a	21.24%
MFS Value 529 Portfolio	11/3/17	29.81%	11.10%	n/a	n/a	8.77%
T. Rowe Price Equity Income 529 Portfolio	11/3/17	41.79%	9.56%	n/a	n/a	9.15%
American Century Value 529 Portfolio	11/3/17	42.59%	9.07%	n/a	n/a	9.44%
American Century Equity Growth 529 Portfolio	11/3/17	26.60%	12.93%	n/a	n/a	13.52%
Northern Stock Index 529 Portfolio	11/3/17	29.73%	15.74%	n/a	n/a	15.83%
Sit Dividend Growth 529 Portfolio	11/3/17	27.63%	13.44%	n/a	n/a	12.99%
American Century Growth 529 Portfolio	11/3/17	26.30%	20.75%	n/a	n/a	21.37%
T. Rowe Price Large-Cap Growth 529 Portfolio	11/3/17	30.32%	21.88%	n/a	n/a	22.42%
T. Rowe Price Ext Eq Market Index 529 Portfolio	11/3/17	41.84%	14.88%	n/a	n/a	15.03%
William Blair Mid Cap Growth 529 Portfolio	11/3/17	22.60%	13.86%	n/a	n/a	16.68%
Ariel Fund 529 Portfolio	11/3/17	65.84%	11.93%	n/a	n/a	12.90%
Northern Small Cap Value 529 Portfolio	11/3/17	50.55%	5.07%	n/a	n/a	5.44%
Northern Small Cap Index 529 Portfolio	11/3/17	47.30%	10.09%	n/a	n/a	11.47%
Delaware Small Cap Core 529 Portfolio	11/3/17	50.39%	9.93%	n/a	n/a	12.07%
Harbor Small Cap Growth 529 Portfolio	11/3/17	30.16%	5.94%	n/a	n/a	11.29%
Dodge & Cox International Stock 529 Portfolio	11/3/17	34.93%	5.79%	n/a	n/a	3.04%
Northern International Equity Index 529 Portfolio	11/3/17	24.87%	7.24%	n/a	n/a	5.66%
Invesco Oppenheimer International Growth 529 Portfolio	11/3/17	23.73%	13.09%	n/a	n/a	8.73%
DFA International Small Company 529 Portfolio	11/3/17	32.35%	8.17%	n/a	n/a	6.09%
Causeway Emerging Markets 529 Portfolio	11/3/17	17.78%	6.86%	n/a	n/a	3.25%

PROGRAM FEES AND EXPENSES

What Does the Program Cost?

A program management fee and a state administrative fee are accrued by each Portfolio on a daily basis. These fees are not reflected as a direct charge against your Account 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 annualized program management fee and the annualized state administrative fee are currently 0.14% and 0.03%, respectively, of the average daily net assets of each Portfolio. However, there is no state administrative fee for the Invesco Government & Agency 529 Portfolio or the Bank Savings 529 Portfolio. The fees received by the Treasurer will be used to cover the costs of recordkeeping, investment management, and administration which may include custody, customer service, and marketing. The Treasurer may, in its sole discretion, modify the state administrative fee. Account owners will be notified of any change in the state administrative fee.

At September 30, 2021, the amount of aggregate assets for the Program and the Bright Start Direct-Sold College Savings Program managed by the Program Manager was $16.59 billion. The annual program management fee rate will be increased from 0.14% to 0.15% if such aggregate assets are less than $12.0 billion (in the manner calculated by agreement between the Program Manager and the Treasurer). In the unlikely event that such aggregate assets fall below $8.0 billion (calculated in the same manner), then the annual program management fee rate would increase to 0.17%.

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 each of the Underlying Investments. Although these expenses and fees are not charged to Program Accounts directly, they will reduce the investment returns realized by each Portfolio.

The Program Manager's ability to recommend investment of Portfolio assets is limited by the Program Management Agreement and is subject to review by the Treasurer. The Program Manager may receive from one or more Underlying Investments an amount to compensate the Program Manager for performing certain administrative or other shareholder services associated with maintaining an investment in such Underlying Investments.

When you open an Account, you must choose from among Fee Structure A, C, E, or F. Fee Structure E is available only to Account Owners investing in the Program through an employer-sponsored option. Fee Structure F is available only for Account 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. Fee Structure G will continue to be available but only to Account Owners who purchased Class G Units of Bright Start Advisor-Sold College Savings Program ("Bright Start") prior to July 23, 2007 and whose broker of record remains Citigroup Global Market Inc. or Morgan Stanley Smith Barney LLC. Fee Structure H will continue to be available but only to Account Owners who purchased Class H Units of Bright Start prior to July 23, 2007 through brokers other than Citigroup Global Market Inc.'s Smith Barney division.

The sales charges paid to the Distributor and fees associated with each Fee Structure and the Program, in addition to the costs and fees described above, are as follows:

Sales Charges	Account Sales Charge*	Annual Account Servicing Fee**
Fee Structure A	0% - 3.50%***	0.25%
Fee Structure C	none	0.50%
Fee Structure E	none	0.25%
Fee Structure F	none	none
Fee Structure G	none	0.25%
Fee Structure H	none	none

*Paid directly from each Contribution

** Deducted from Portfolio assets

*** This fee rate schedule became effective on November 6, 2017. 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.

You may choose to make Contributions under more than one Fee Structure by establishing separate Accounts. 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 Account Beneficiary's age and how often and for how long you intend to contribute to your Account.

No Annual Account Servicing Fee is charged for the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio.

Class A Units

Except in circumstances described below, the initial sales charge is 3.50% of the amount of each Contribution. Contributions made to the Invesco Government & Agency 529 Portfolio, the Bank Savings 529 Portfolio, the Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 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 Invesco Government & Agency 529 Portfolio, the Bank Savings 529 Portfolio, the Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 529 Portfolio to a Portfolio in the Program other than one of these three Portfolios, you will be assessed the sales charges applicable to such new Portfolio under Fee Structure A.

Initial 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 (spouse, minor child, mother, or father) of selling institutions that have entered into a selling agent agreement to sell interests in the Program;

- Purchases for customers of selling institutions that have entered into a selling agent agreement to sell interests in the Program 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.
- If you previously paid a front-end sales charge, 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 for a waiver before initiating a rollover.
- "Bright Directions 529 College Savings Visa Card Rewards" Contributions generated from the Bright Directions College Savings Visa Card.
- "Bright Directions GiftED" Contributions made by a non-Account Owner.
- If you previously paid a front-end sales charge, Contributions that constitute a refund of any Federal Qualified Higher Education Expenses from an Institution of Higher Education that are recontributed.
- Shares acquired through reinvestment of dividends.

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

The 3.50% initial sales charge that an Account Owner pays on each Contribution invested in Class A Units 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 Program. 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 $250,000	3.50%	3.00%	0.25%
$250,000-$499,999	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%

[1]The Maximum Account Balance is $500,000 per beneficiary.

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

In addition to the situations described in "Initial Sales Charge Waivers" above, the initial sales charge may also be waived for Grandfathered Class A Units Account Owners under the following situations (additional documentation may be required; please contact the Program Manager for more information):

- Grandfathered Class A Units Account Owners are present or former employees of firms offering the Program as part of such firm's voluntary benefits package and participate in payroll deduction funding.
- Grandfathered Class A Units Account Owners are clients of dealers, financial advisors, brokers, banks or registered investment advisers that offer the Program in particular investment products made available to their clients, who may be charged a transaction fee by the dealer, financial advisor, broker, bank or advisor for the purchase of interests in the Program.

A "Grandfathered Class A Units Account" is any Bright Start Class A Units Account established before November 6, 2017. As of November 6, 2017, interests held in Grandfathered Class A Units Accounts were re-designated as Class A Units in the Program. A Grandfathered Class A Units Account will maintain its status as a Grandfathered Class A Units Account as long as (i) the Account has a positive balance in any Portfolio, (ii) the Account is owned by the original Account Owner, rather than a new or Successor Account Owner, and (iii) neither the Treasurer nor the Program Manager has exercised its discretion to terminate the status of all Grandfathered Class A Units Accounts. If the Treasurer or Program Manager were to terminate the status of all Grandfathered Class A Units Accounts, such Accounts would then be subject to the pricing structures described above. A Grandfathered Class A Units Account will not lose its status as a Grandfathered Class A Units Account if the Beneficiary of the Account is changed.

Aggregating Accounts

To receive a reduced Class 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 Program (regardless of the Class of Units selected) to determine whether a reduced initial sales charge applies to the purchase of Class A Units. Purchases of the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio may not be combined to reduce your Class A sales charge. The Program Manager will determine the value of Program 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 Class A Units of the Program if you purchase Class A, Class C, Class E, Class F, Class G, or Class H Units. A Letter is an investor's written statement to the Program Manager of his or her intention to purchase a specified value of Class A, Class C, Class E, Class F, Class G, and Class H Units in his or her Accounts in the Program 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 Class 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 Class 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, Class A Units also bear an ongoing annual account servicing fee equal to 0.25% of the value of the Class A Units. This fee is accrued daily and reflected in the NAV of each Portfolio.

Class C Units

Class C Units are sold at net asset value, without an initial sales charge. As of November 6, 2017, Class C Units held in the Bright Start Advisor-Sold Program were re-designated as Class C Units in the Program. Class C Units sold by Account Owners on or after November 6, 2017 are not subject to a contingent deferred sales charge. Class C Units are subject to an ongoing annual account servicing fee of 0.50% of the value of Class C Units held in an Account. This fee is accrued daily and reflected in the NAV of each Portfolio. Beginning in the 13th month after a Contribution is made, the annual account servicing fee will become payable to the financial adviser of the Account Owner.

Automatic conversion of Class C Units

Effective May 1, 2020, Class C Units automatically convert to Class A Units in the month of the tenth anniversary of the purchase date, and will thereafter be subject to the lower ongoing servicing fee applicable to Class A Units. See "Class A Units." If the tenth anniversary of the purchase date occurred before May 1, 2020, then the conversion will be effective May 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.

Class E Units

Class E Units are sold at net asset value, without an initial sales charge. However, Class E Units bear an ongoing annual account servicing fee equal to 0.25% of the value of the Class E Units. This fee is accrued daily and reflected in the NAV of each Portfolio, and is paid to the broker or financial adviser of the Account Owner.

Class F Units

Class F Units are sold at net asset value, without an initial sales charge. Class F Units do not incur an ongoing annual account servicing fee.

Class G Units

Class G Units are sold at net asset value, without an initial sales charge. As of November 6, 2017, Bright Start Class G Units were re-designated as Class G Units in the Program. Only Account Owners who purchased Bright Start Class G Units prior to July 23, 2007 and whose broker of record remains Citigroup Global Market Inc. or Morgan Stanley Smith Barney LLC are eligible to purchase Class G Units in their existing Class G Units Accounts. If an Account Owner's broker of record changes, such Account Owner is no longer eligible to hold Class G Units in his or her Account.

Class G Units are subject to an ongoing annual account servicing fee of 0.25% of the value of the Class G Units held in an Account. This fee is accrued daily and reflected in the NAV of each Portfolio. Beginning in the 13th month after a Contribution is made, the annual account servicing fee will become payable to the financial adviser of the Account Owner.

Class H Units

Class H Units are sold at net asset value, without an initial sales charge. As of November 6, 2017, Bright Start Class H Units were re-designated as Class H Units in the Program. Only Account Owners who purchased Class H Units prior to July 23, 2007 through brokers other than Citigroup Global Market Inc.'s Smith Barney division are eligible to purchase Class H Units in their existing Class H Units Accounts. Class H Units do not incur an ongoing annual account servicing fee.

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 such broker or financial advisor and is not a feature of the Program.

The following tables set forth the Program's estimate of the fees and expenses applicable to the Age-Based, Target, and Individual Fund Portfolios. The actual expenses of each Portfolio may be different. The "Total Annual Asset-Based Fees" estimated below include the program management and state administrative fee assessed against each Portfolio as described above, as well as any applicable annual servicing fees under Fee Structure A, C, E, F, G, or H.

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.

[1] For registered mutual funds, in the absence of a change that would materially affect the information, based on the most recent fund prospectus dated prior to September 30, 2021, and for Portfolios invested in multiple Underlying Investments, based on a weighted average of each Underlying Investment's total annual operating expenses, in accordance with the Portfolio's asset allocation as of the date of this Program Disclosure Statement.

[2] At September 30, 2021, the amount of aggregate assets for the Program and the Bright Start Direct-Sold College Savings Program managed by the Program Manager was $16.59 billion (in the manner calculated by agreement between the Program Manager and the Treasurer). In the event that such aggregate assets fall below $12.0 billion (calculated in the same manner), then the annual program management fee rate would increase to 0.15% of average daily net assets.

[3] If you previously paid a front-end sales charge, 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 for a waiver 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 Program 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, Bright Directions 529 College Savings Visa Card Rewards contributions, Bright Directions GiftED contributions made by a non-Account Owner, shares acquired through reinvestment of dividends, and contributions that constitute a refund of any Qualified Higher Education Expenses from an eligible educational institution, that are recontributed.

[4] No State Fee and Annual Account Servicing Fee is charged on the Bank Savings 529 Portfolio.

[5] No State Fee and Annual Account Servicing Fee is charged on the Invesco Government & Agency 529 Portfolio.

Fee Structure A	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.25%	0.82%	3.50%	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.25%	0.80%	3.50%	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.25%	0.76%	3.50%	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.25%	0.75%	3.50%	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.25%	0.72%	3.50%	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.25%	0.68%	3.50%	none
Ages 19 +	0.23%	0.14%	0.03%	0.25%	0.65%	3.50%	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.25%	0.80%	3.50%	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.25%	0.76%	3.50%	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.25%	0.75%	3.50%	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.25%	0.72%	3.50%	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.25%	0.68%	3.50%	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.25%	0.65%	3.50%	none
Ages 19 +	0.17%	0.14%	0.03%	0.25%	0.59%	3.50%	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.25%	0.76%	3.50%	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.25%	0.75%	3.50%	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.25%	0.72%	3.50%	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.25%	0.68%	3.50%	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.25%	0.65%	3.50%	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.25%	0.59%	3.50%	none
Ages 19 +	0.11%	0.14%	0.03%	0.25%	0.53%	3.50%	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.25%	0.82%	3.50%	none
Fund 80	0.36%	0.14%	0.03%	0.25%	0.78%	3.50%	none
Fund 60	0.34%	0.14%	0.03%	0.25%	0.76%	3.50%	none
Fund 40	0.30%	0.14%	0.03%	0.25%	0.72%	3.50%	none
Fund 20	0.23%	0.14%	0.03%	0.25%	0.65%	3.50%	none
Fund 10	0.17%	0.14%	0.03%	0.25%	0.59%	3.50%	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.25%	0.53%	3.50%	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.25%	0.45%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	3.50%	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.25%	0.74%	3.50%	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.25%	0.83%	3.50%	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.25%	0.47%	3.50%	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	3.50%	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.25%	0.93%	3.50%	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	3.50%	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.25%	0.92%	3.50%	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.25%	0.88%	3.50%	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.25%	0.60%	3.50%	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.25%	1.30%	3.50%	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	3.50%	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.25%	1.00%	3.50%	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.25%	0.97%	3.50%	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.25%	1.22%	3.50%	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.25%	0.89%	3.50%	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	3.50%	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	3.50%	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.25%	1.17%	3.50%	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.25%	0.75%	3.50%	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.25%	0.67%	3.50%	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	3.50%	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.25%	1.14%	3.50%	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.25%	1.02%	3.50%	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.25%	0.57%	3.50%	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.25%	1.27%	3.50%	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.25%	1.31%	3.50%	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.25%	1.05%	3.50%	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.25%	0.66%	3.50%	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	3.50%	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	3.50%	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.25%	1.24%	3.50%	none

See page 34 for footnotes.

Fee Structure C	Annual Asset-Based Fees: Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Additional Investor Expenses: Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.50%	1.07%	none	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.50%	1.05%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.50%	1.01%	none	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.50%	1.00%	none	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.50%	0.97%	none	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.50%	0.93%	none	none
Ages 19 +	0.23%	0.14%	0.03%	0.50%	0.90%	none	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.50%	1.05%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.50%	1.01%	none	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.50%	1.00%	none	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.50%	0.97%	none	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.50%	0.93%	none	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.50%	0.90%	none	none
Ages 19 +	0.17%	0.14%	0.03%	0.50%	0.84%	none	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.50%	1.01%	none	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.50%	1.00%	none	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.50%	0.97%	none	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.50%	0.93%	none	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.50%	0.90%	none	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.50%	0.84%	none	none
Ages 19 +	0.11%	0.14%	0.03%	0.50%	0.78%	none	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.50%	1.07%	none	none
Fund 80	0.36%	0.14%	0.03%	0.50%	1.03%	none	none
Fund 60	0.34%	0.14%	0.03%	0.50%	1.01%	none	none
Fund 40	0.30%	0.14%	0.03%	0.50%	0.97%	none	none
Fund 20	0.23%	0.14%	0.03%	0.50%	0.90%	none	none
Fund 10	0.17%	0.14%	0.03%	0.50%	0.84%	none	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.50%	0.78%	none	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.50%	0.70%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.50%	0.97%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.50%	0.695%	none	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.50%	0.99%	none	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.50%	1.08%	none	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.50%	0.72%	none	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.50%	1.11%	none	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.50%	1.18%	none	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.50%	1.37%	none	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.50%	1.17%	none	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.50%	1.13%	none	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.50%	0.85%	none	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.50%	1.55%	none	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.50%	1.36%	none	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.50%	1.25%	none	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.50%	1.22%	none	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.50%	1.47%	none	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.50%	1.14%	none	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.50%	0.695%	none	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.50%	1.37%	none	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.50%	1.42%	none	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.50%	1.00%	none	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.50%	0.92%	none	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.50%	1.37%	none	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.50%	1.39%	none	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.50%	1.27%	none	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.50%	0.82%	none	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.50%	1.52%	none	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.50%	1.56%	none	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.50%	1.30%	none	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.50%	0.91%	none	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.50%	1.36%	none	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.50%	1.11%	none	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.50%	1.49%	none	none

See page 34 for footnotes.

Fee Structure E	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.25%	0.82%	none	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.25%	0.80%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 19 +	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.25%	0.80%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Ages 19 +	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Ages 19 +	0.11%	0.14%	0.03%	0.25%	0.53%	none	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.25%	0.82%	none	none
Fund 80	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Fund 60	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Fund 40	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Fund 20	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Fund 10	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.25%	0.53%	none	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.25%	0.45%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	none	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.25%	0.74%	none	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.25%	0.83%	none	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.25%	0.47%	none	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	none	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.25%	0.93%	none	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.25%	0.92%	none	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.25%	0.88%	none	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.25%	0.60%	none	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.25%	1.30%	none	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	none	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.25%	1.00%	none	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.25%	0.97%	none	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.25%	1.22%	none	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.25%	0.89%	none	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	none	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.25%	1.17%	none	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.25%	0.67%	none	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.25%	1.14%	none	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.25%	1.02%	none	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.25%	0.57%	none	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.25%	1.27%	none	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.25%	1.31%	none	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.25%	1.05%	none	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.25%	0.66%	none	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	none	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	none	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.25%	1.24%	none	none

See page 34 for footnotes.

Fee Structure F	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.00%	0.57%	none	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.00%	0.55%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 19 +	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.00%	0.55%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Ages 19 +	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Ages 19 +	0.11%	0.14%	0.03%	0.00%	0.28%	none	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.00%	0.57%	none	none
Fund 80	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Fund 60	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Fund 40	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Fund 20	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Fund 10	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.00%	0.28%	none	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.00%	0.20%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.00%	0.195%	none	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.00%	0.49%	none	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.00%	0.58%	none	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.00%	0.22%	none	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.00%	0.61%	none	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.00%	0.68%	none	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.00%	0.67%	none	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.00%	0.63%	none	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.00%	0.35%	none	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.00%	1.05%	none	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.00%	0.86%	none	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.00%	0.75%	none	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.00%	0.72%	none	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.00%	0.97%	none	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.00%	0.64%	none	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.00%	0.195%	none	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.00%	0.92%	none	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.00%	0.42%	none	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.00%	0.89%	none	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.00%	0.77%	none	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.00%	0.32%	none	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.00%	1.02%	none	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.00%	1.06%	none	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.00%	0.80%	none	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.00%	0.41%	none	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.00%	0.86%	none	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.00%	0.61%	none	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.00%	0.99%	none	none

See page 34 for footnotes.

Fee Structure G	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.25%	0.82%	none	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.25%	0.80%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 19 +	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.25%	0.80%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Ages 19 +	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.25%	0.68%	none	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Ages 19 +	0.11%	0.14%	0.03%	0.25%	0.53%	none	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.25%	0.82%	none	none
Fund 80	0.36%	0.14%	0.03%	0.25%	0.78%	none	none
Fund 60	0.34%	0.14%	0.03%	0.25%	0.76%	none	none
Fund 40	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Fund 20	0.23%	0.14%	0.03%	0.25%	0.65%	none	none
Fund 10	0.17%	0.14%	0.03%	0.25%	0.59%	none	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.25%	0.53%	none	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.25%	0.45%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.25%	0.72%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	none	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.25%	0.74%	none	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.25%	0.83%	none	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.25%	0.47%	none	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	none	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.25%	0.93%	none	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.25%	0.92%	none	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.25%	0.88%	none	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.25%	0.60%	none	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.25%	1.30%	none	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	none	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.25%	1.00%	none	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.25%	0.97%	none	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.25%	1.22%	none	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.25%	0.89%	none	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.25%	0.445%	none	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.25%	1.17%	none	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.25%	0.75%	none	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.25%	0.67%	none	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.25%	1.12%	none	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.25%	1.14%	none	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.25%	1.02%	none	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.25%	0.57%	none	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.25%	1.27%	none	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.25%	1.31%	none	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.25%	1.05%	none	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.25%	0.66%	none	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.25%	1.11%	none	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.25%	0.86%	none	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.25%	1.24%	none	none

See page 34 for footnotes.

Fee Structure H	Annual Asset-Based Fees					Additional Investor Expenses	
	Estimated Underlying Fund Expenses[1]	Program Management Fee[2]	State Fee	Annual Servicing Fee	Total Annual Asset-Based Fee	Maximum Initial Sales Charge[3]	Account Fee
Age-Based Portfolios							
Aggressive Option							
Ages 0 - 2	0.40%	0.14%	0.03%	0.00%	0.57%	none	none
Ages 3 - 5	0.38%	0.14%	0.03%	0.00%	0.55%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 9 - 10	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 11 - 12	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 13 - 14	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 15 - 16	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 17 - 18	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 19 +	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Moderate Option							
Ages 0 - 2	0.38%	0.14%	0.03%	0.00%	0.55%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 6 - 8	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 9 - 10	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 11 - 12	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 13 - 14	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 15 - 16	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 17 - 18	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Ages 19 +	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Conservative Option							
Ages 0 - 2	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 3 - 5	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Ages 6 - 8	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Ages 9 - 10	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
Ages 11 - 12	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Ages 13 - 14	0.26%	0.14%	0.03%	0.00%	0.43%	none	none
Ages 15 - 16	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Ages 17 - 18	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Ages 19 +	0.11%	0.14%	0.03%	0.00%	0.28%	none	none
Target Portfolios							
Fund 100	0.40%	0.14%	0.03%	0.00%	0.57%	none	none
Fund 80	0.36%	0.14%	0.03%	0.00%	0.53%	none	none
Fund 60	0.34%	0.14%	0.03%	0.00%	0.51%	none	none
Fund 40	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Fund 20	0.23%	0.14%	0.03%	0.00%	0.40%	none	none
Fund 10	0.17%	0.14%	0.03%	0.00%	0.34%	none	none
Fixed Income Fund	0.11%	0.14%	0.03%	0.00%	0.28%	none	none
Individual Fund Portfolios							
Bank Savings 529 Portfolio[4]	0.00%	0.14%	0.00%	0.00%	0.14%	none	none
Invesco Government & Agency 529 Portfolio[5]	0.15%	0.14%	0.00%	0.00%	0.29%	none	none
Fidelity Short-Term Bond Index 529 Portfolio	0.03%	0.14%	0.03%	0.00%	0.20%	none	none
Baird Short-Term Bond 529	0.30%	0.14%	0.03%	0.00%	0.47%	none	none
Fidelity U.S. Bond Index 529 Portfolio	0.025%	0.14%	0.03%	0.00%	0.195%	none	none
PGIM Core Bond 529 Portfolio	0.32%	0.14%	0.03%	0.00%	0.49%	none	none
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	0.41%	0.14%	0.03%	0.00%	0.58%	none	none
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	0.05%	0.14%	0.03%	0.00%	0.22%	none	none
BlackRock Inflation Protected Bond 529 Portfolio	0.44%	0.14%	0.03%	0.00%	0.61%	none	none
Blackrock High Yield Bond 529 Portfolio	0.51%	0.14%	0.03%	0.00%	0.68%	none	none
Credit Suisse Floating Rate High Income 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
AB Global Bond 529 Portfolio	0.50%	0.14%	0.03%	0.00%	0.67%	none	none
T.Rowe Price Balanced 529 Portfolio	0.46%	0.14%	0.03%	0.00%	0.63%	none	none
DFA Real Estate Securities 529 Portfolio	0.18%	0.14%	0.03%	0.00%	0.35%	none	none
Principal Global Real Estate Securities 529 Portfolio	0.88%	0.14%	0.03%	0.00%	1.05%	none	none
Calvert Equity 529 Portfolio	0.69%	0.14%	0.03%	0.00%	0.86%	none	none
MFS Value 529 Portfolio	0.58%	0.14%	0.03%	0.00%	0.75%	none	none
T. Rowe Price Equity Income 529 Portfolio	0.55%	0.14%	0.03%	0.00%	0.72%	none	none
American Century Value 529 Portfolio	0.80%	0.14%	0.03%	0.00%	0.97%	none	none
American Century Equity Growth 529 Portfolio	0.47%	0.14%	0.03%	0.00%	0.64%	none	none
Northern Stock Index 529 Portfolio	0.025%	0.14%	0.03%	0.00%	0.195%	none	none
Sit Dividend Growth 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
American Century Growth 529 Portfolio	0.75%	0.14%	0.03%	0.00%	0.92%	none	none
T.Rowe Price Large-Cap Growth 529 Portfolio	0.33%	0.14%	0.03%	0.00%	0.50%	none	none
T. Rowe Price Ext Eq Market Index 529 Portfolio	0.25%	0.14%	0.03%	0.00%	0.42%	none	none
Blackrock Mid-Cap Growth Equity 529 Portfolio	0.70%	0.14%	0.03%	0.00%	0.87%	none	none
Ariel Fund 529 Portfolio	0.72%	0.14%	0.03%	0.00%	0.89%	none	none
Northern Small Cap Value 529 Portfolio	0.60%	0.14%	0.03%	0.00%	0.77%	none	none
Northern Small Cap Index 529 Portfolio	0.15%	0.14%	0.03%	0.00%	0.32%	none	none
Delaware Small Cap Core 529 Portfolio	0.85%	0.14%	0.03%	0.00%	1.02%	none	none
Harbor Small Cap Growth 529 Portfolio	0.89%	0.14%	0.03%	0.00%	1.06%	none	none
Dodge & Cox International Stock 529 Portfolio	0.63%	0.14%	0.03%	0.00%	0.80%	none	none
Northern International Equity Index 529 Portfolio	0.24%	0.14%	0.03%	0.00%	0.41%	none	none
Invesco Oppenheimer International Growth 529 Portfolio	0.69%	0.14%	0.03%	0.00%	0.86%	none	none
DFA International Small Company 529 Portfolio	0.44%	0.14%	0.03%	0.00%	0.61%	none	none
Blackrock Emerging Markets 529 Portfolio	0.82%	0.14%	0.03%	0.00%	0.99%	none	none

See page 34 for footnotes.

Hypothetical Expense Example

The following table compares the approximate cost of investing in the different fee structures within the Program over different periods of time. Your actual costs may be higher or lower. The hypothetical chart assumes an initial $10,000 investment in a Program 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 Higher Education Expenses and, therefore, does not reflect the impact of potential federal, state, or local taxes. This hypothetical does not reflect actual expenses or performance from the past or future. Actual expenses may be higher or lower than those shown.

Approximate Cost of a $10,000 Investment

HYPOTHETICAL EXPENSE EXAMPLE	1 Year				3 Years				5 Years				10 Years			
	A	C	E & G	F & H	A	C	E & G	F & H	A	C	E & G	F & H	A	C	E & G	F & H
Target Portfolios																
Fund 100	$431	$110	$84	$60	$604	$342	$263	$190	$791	$593	$457	$330	$1,331	$1,311	$1,017	$740
Fund 80	$427	$106	$80	$60	$591	$329	$250	$190	$770	$571	$435	$330	$1,285	$993	$969	$740
Fund 60	$425	$104	$78	$63	$585	$323	$244	$196	$759	$560	$424	$341	$1,262	$1,241	$945	$764
Fund 40	$421	$99	$74	$60	$573	$310	$231	$190	$738	$539	$402	$330	$1,215	$1,194	$897	$740
Fund 20	$414	$92	$67	$56	$551	$288	$209	$177	$701	$500	$363	$308	$1,134	$1,112	$812	$691
Fund 10	$408	$86	$60	$51	$533	$269	$190	$161	$669	$468	$330	$280	$1,064	$1,040	$740	$629
Fixed Income Fund	$402	$80	$54	$44	$514	$250	$170	$138	$637	$435	$297	$241	$993	$969	$666	$543
Age Based Portfolios Aggressive Age-Based																
Ages 0 - 2	$431	$110	$84	$60	$604	$342	$263	$190	$791	$593	$457	$330	$1,331	$1,311	$1,017	$740
Ages 3 - 5	$429	$108	$82	$60	$597	$336	$256	$190	$780	$582	$446	$330	$1,308	$1,288	$993	$740
Ages 6 -8	$427	$106	$80	$60	$591	$329	$250	$190	$770	$571	$435	$330	$1,285	$993	$969	$740
Ages 9 - 10	$427	$106	$80	$63	$591	$329	$250	$196	$770	$571	$435	$341	$1,285	$1,264	$969	$764
Ages 11 - 12	$425	$104	$78	$63	$585	$323	$244	$196	$759	$560	$424	$341	$1,262	$1,241	$945	$764
Ages 13 - 14	$424	$103	$77	$63	$582	$320	$241	$196	$754	$555	$418	$341	$1,250	$1,229	$933	$764
Ages 15 - 16	$421	$99	$74	$60	$573	$310	$231	$190	$738	$539	$402	$330	$1,215	$1,194	$897	$740
Ages 17 - 18	$417	$95	$70	$59	$561	$298	$218	$186	$717	$517	$380	$325	$1,169	$1,147	$849	$727
Ages 19 +	$414	$92	$67	$56	$551	$288	$209	$177	$701	$500	$363	$308	$1,134	$1,112	$812	$691
Moderate Age-Based																
Ages 0 - 2	$429	$108	$82	$60	$597	$336	$256	$190	$780	$582	$446	$330	$1,308	$1,288	$993	$740
Ages 3 - 5	$427	$106	$80	$60	$591	$329	$250	$190	$770	$571	$435	$330	$1,285	$993	$969	$740
Ages 6 -8	$427	$106	$80	$63	$591	$329	$250	$196	$770	$571	$435	$341	$1,285	$1,264	$969	$764
Ages 9 - 10	$425	$104	$78	$63	$585	$323	$244	$196	$759	$560	$424	$341	$1,262	$1,241	$945	$764
Ages 11 - 12	$424	$103	$77	$63	$582	$320	$241	$196	$754	$555	$418	$341	$1,250	$1,229	$933	$764
Ages 13 - 14	$421	$99	$74	$60	$573	$310	$231	$190	$738	$539	$402	$330	$1,215	$1,194	$897	$740
Ages 15 - 16	$417	$95	$70	$59	$561	$298	$218	$186	$717	$517	$380	$325	$1,169	$1,147	$849	$727
Ages 17 - 18	$414	$92	$67	$56	$551	$288	$209	$177	$701	$500	$363	$308	$1,134	$1,112	$812	$691
Ages 19 +	$408	$86	$60	$51	$533	$269	$190	$161	$669	$468	$330	$280	$1,064	$1,040	$740	$629
Conservative Age-Based																
Ages 0 - 2	$427	$106	$80	$60	$591	$329	$250	$190	$770	$571	$435	$330	$1,285	$993	$969	$740
Ages 3 - 5	$427	$106	$80	$63	$591	$329	$250	$196	$770	$571	$435	$341	$1,285	$1,264	$969	$764
Ages 6 -8	$425	$104	$78	$63	$585	$323	$244	$196	$759	$560	$424	$341	$1,262	$1,241	$945	$764
Ages 9 - 10	$424	$103	$77	$63	$582	$320	$241	$196	$754	$555	$418	$341	$1,250	$1,229	$933	$764
Ages 11 - 12	$421	$99	$74	$60	$573	$310	$231	$190	$738	$539	$402	$330	$1,215	$1,194	$897	$740
Ages 13 - 14	$417	$95	$70	$59	$561	$298	$218	$186	$717	$517	$380	$325	$1,169	$1,147	$849	$727
Ages 15 - 16	$414	$92	$67	$56	$551	$288	$209	$177	$701	$500	$363	$308	$1,134	$1,112	$812	$691
Ages 17 - 18	$408	$86	$60	$51	$533	$269	$190	$161	$669	$468	$330	$280	$1,064	$1,040	$740	$629
Ages 19 +	$402	$80	$54	$44	$514	$250	$170	$138	$637	$435	$297	$241	$993	$969	$666	$543

HYPOTHETICAL EXPENSE EXAMPLE

	A				C				E and G				F and H			
	1 yr	3 yrs	5 yrs	10 yrs	1 yr	3 yrs	5 yrs	10 yrs	1 yr	3 yrs	5 yrs	10 yrs	1 yr	3 yrs	5 yrs	10 yrs
Individual Fund Portfolios																
Bank Savings 529 Portfolio	14	45	79	179	14	45	79	179	14	45	79	179	14	45	79	179
Invesco Government & Agency 529 Portfolio	30	93	163	369	30	93	163	369	30	93	163	369	30	93	163	369
Fidelity Short-Term Bond Index 529 Portfolio	46	145	253	568	72	225	391	873	46	145	253	568	21	64	113	255
Baird Short-Term Bond 529 Portfolio	74	231	402	897	99	310	539	1,194	74	231	402	897	48	151	264	592
Fidelity U.S. Bond Index 529 Portfolio	394	488	591	892	71	223	388	867	46	143	250	562	20	63	110	249
PGIM Core Bond 529 Portfolio	423	579	748	1,239	101	317	549	1,217	76	237	413	921	50	158	275	617
American Beacon Garcia Hamilton Quality Bond 529 Portfolio	432	607	796	1,343	111	345	598	1,323	85	266	462	1,029	59	186	325	727
iShares 0-5 Year TIPS Bond ETF 529 Portfolio	396	496	604	922	74	231	402	897	48	151	264	592	23	71	124	281
BlackRock Inflation Protected Bond 529 Portfolio	435	616	812	1,377	114	355	615	1,357	88	275	479	1,064	63	196	341	764
BlackRock High Yield Bond 529 Portfolio	442	637	849	1,457	121	377	652	1,438	95	298	517	1,147	70	218	380	849
Credit Suisse Floating Rate High Income 529 Portfolio	461	695	948	1,671	140	437	754	1,655	115	358	620	1,369	89	279	484	1,076
AB Global Bond 529 Portfolio	441	634	843	1,445	120	374	647	1,427	94	295	511	1,135	69	215	374	837
T. Rowe Price Balanced 529 Portfolio	437	622	822	1,400	116	361	625	1,380	90	282	490	1,088	65	202	352	788
DFA Real Estate Securities 529 Portfolio	409	536	674	1,075	87	272	473	1,052	62	193	336	752	36	113	197	444
Principal Global Real Estate Securities 529 Portfolio	479	750	1,042	1,870	159	493	850	1,856	133	415	717	1,575	108	336	582	1,288
Calvert Equity 529 Portfolio	460	692	943	1,660	139	433	749	1,643	114	355	615	1,357	88	275	479	1,064
MFS Value 529 Portfolio	449	659	885	1,536	128	399	690	1,518	103	320	555	1,229	77	241	418	933
T. Rowe Price Equity Income 529 Portfolio	446	650	870	1,502	125	389	674	1,484	99	310	539	1,194	74	231	402	897
American Century Value 529 Portfolio	471	726	1,000	1,782	151	468	808	1,767	125	389	674	1,484	99	310	539	1,194
American Century Equity Growth 529 Portfolio	438	625	828	1,411	117	364	631	1,392	91	285	495	1,100	66	205	358	800
Northern Stock Index 529 Portfolio	394	488	591	892	71	223	388	867	46	143	250	562	20	63	110	249
Sit Dividend Growth 529 Portfolio	461	695	948	1,671	140	437	754	1,655	115	358	620	1,369	89	279	484	1,076
American Century Growth 529 Portfolio	466	711	974	1,727	146	452	781	1,711	120	374	647	1,427	94	295	511	1,135
T. Rowe Price Large-Cap Growth 529 Portfolio	424	582	754	1,250	103	320	555	1,229	77	241	418	933	51	161	280	629
T. Rowe Price Extended Equity Market Index 529 Portfolio	416	558	711	1,157	94	295	511	1,135	69	215	374	837	43	135	236	531
BlackRock Mid-Cap Growth Equity 529 Portfolio	461	695	948	1,671	140	437	754	1,655	115	358	620	1,369	89	279	484	1,076
Ariel Fund 529 Portfolio	463	701	959	1,693	142	443	765	1,677	117	364	631	1,392	91	285	495	1,100
Northern Small Cap Value 529 Portfolio	451	665	896	1,559	130	405	701	1,541	105	326	566	1,253	79	247	429	957
Northern Small Cap Index 529 Portfolio	406	527	658	1,040	84	263	457	1,017	58	183	319	715	33	103	180	406
Delaware Small Cap Core 529 Portfolio	476	741	1,026	1,837	160	496	856	1,867	130	405	701	1,541	105	326	566	1,253
Harbor Small Cap Growth 529 Portfolio	480	753	1,047	1,881	133	415	717	1,575	134	418	722	1,587	109	339	587	1,299
Dodge & Cox International Stock 529 Portfolio	454	674	912	1,593	123	383	663	1,461	108	336	582	1,288	82	256	446	993
Northern International Equity Index 529 Portfolio	415	554	706	1,146	93	291	506	1,123	68	212	369	825	42	132	230	518
Invesco Oppenheimer International Growth 529 Portfolio	460	692	943	1,660	139	433	749	1,643	114	355	615	1,357	88	275	479	1,064
DFA International Small Company 529 Portfolio	435	616	812	1,377	114	355	615	1,357	88	275	479	1,064	63	196	341	764
BlackRock Emerging Markets 529 Portfolio	473	732	1,011	1,804	153	474	819	1,789	127	396	685	1,507	101	317	549	1,217

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

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

Fee Structure A – Except as described in the next two paragraphs, your financial advisor will be paid a sales commission on each new Contribution equal to the amount of the Contribution multiplied by the applicable Selling Compensation indicated in the third column of the table on page 31. Your financial advisor will also be paid an ongoing servicing fee calculated at an annual rate of 0.25% of the average daily net assets in your Account which remain invested in Fee Structure A.

Your financial advisor will not receive any sales commission on Contributions under Fee Structure A to the Invesco Government & Agency 529 Portfolio, the Bank Savings 529 Portfolio, the Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 529 Portfolio. However, if you transfer funds contributed under Fee Structure A from the Invesco Government & Agency 529 Portfolio, the Bank Savings 529 Portfolio, the Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 529 Portfolio to a Portfolio in the Program other than one of these four Portfolios, then your financial advisor will receive a sales commission.

Your financial advisor will not receive the sales commission on any Contributions for which the initial sales charge has been waived.

All such sales commissions will be paid out of the initial sales charge imposed on Class A Units except Accounts of an Account Owner with an aggregate value equal to or more than $1,000,000. For such sales, the Program Manager will pay the sales commission out of its own resources.

Fee Structure C – Your financial advisor will be paid a 0.50% sales commission on each new Contribution plus, beginning in the 13th month after a Contribution is made, an ongoing servicing fee calculated at an annual rate of 0.50% of the average daily net assets in your Account which remain invested in Fee Structure C. The Program Manager will pay the sales commission out of its own resources. Your financial advisor will not receive any sales commission on Contributions made under Fee Structure C to the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio.

Fee Structure E – Your financial advisor will not be paid a sales commission on your Contributions, but will be paid an ongoing servicing fee calculated at an annual rate of 0.25% of the average daily net assets in your Account which remain invested in Fee Structure E.

Fee Structure F – Your financial advisor will not be paid a sales commission or a servicing fee with respect to your Account.

Fee Structure G – Financial advisors and brokers in Citigroup Global Market Inc.'s Smith Barney division who sell Class G Units receive up-front selling compensation, which is paid by the Program Manager out of its own resources, of 0.75% of the Class G Units sold by such financial advisor or broker in Accounts. Beginning in the 13th month after a Contribution is made, Smith Barney financial advisors and brokers will also be paid an ongoing servicing fee calculated at an annual rate of 0.25% of the average daily net assets in your Account which remain invested in Fee Structure G.

Fee Structure H – Financial advisors and brokers who sell Class H Units receive an up-front selling compensation, which is paid by the Program Manager out of its own resources, of 0.50% of the Class H Units sold by such financial adviser or broker in Accounts. Financial advisors and brokers who sell Class H Units will not receive ongoing servicing fees.

Notwithstanding the foregoing, your financial advisor will not receive a percentage of the average daily net assets in your Account under Fee Structure A, C, E, F, G, or H for any balances in the Invesco Government & Agency 529 Portfolio.

OMNIBUS ACCOUNTS

You may invest indirectly in the Program through a broker-dealer that maintains a master account (an "Omnibus Account") with the Program on behalf of its customers. Trades made by the customers of such a broker-dealer are typically aggregated by the broker-dealer for transmission to the Program. Under an Omnibus Account arrangement, your broker-dealer maintains an Account for you on its own books and performs all services in connection with your participation in the Program. Services performed by your broker-dealer include accepting and processing initial and subsequent Account contributions and distribution requests; delivering financial reports, statements, tax reports and other information; and maintaining all records of your participation in the Program. All Program features, privileges, services, and restrictions described in this Program Disclosure Statement may not apply or be available to you, and you may be subject to policies and procedures established by your broker-dealer that are not described in this Program Disclosure Statement. Contact your financial advisor for additional information.

The Program Manager or the Distributor may also pay service fees from their own assets to a broker-dealer who maintains Omnibus Accounts on behalf of their customers.

Individual Fund ETF Portfolios - Fee Structure F

What are the Individual Fund ETF Portfolios?

Fee Structure F has 15 additional Individual Fund Portfolios that invest in exchange-traded funds. The Individual Fund ETF Portfolios are available only under Fee Structure F.

Fee Structure F is available to Account Owners who establish an Account through registered investment advisors or other financial advisors that are compensated through payment of an hourly fee or a percentage of assets under management.

Each Individual Fund ETF Portfolio invests solely in shares of a single Underlying Investment. You may allocate your Contributions to an Account among one or more Individual Fund ETF Portfolios according to your investment objective and risk tolerance. Because each Individual Fund ETF Portfolio invests in a single Underlying Investment, the performance of such Individual Fund ETF Portfolio is based solely on the performance of the Underlying Investment in that Portfolio. Consequently, the performance of each of the Individual Fund ETF Portfolios may be more volatile than that of the Target or Age-Based Portfolios.

Portfolios may (a) invest in registered or unregistered funds; (b) have their assets managed in a separate account in accordance with the Program Management Agreement and Investment Policy Statement; or (c) include a combination of (a) and (b).

Account Owners do not own shares of the Underlying Investments directly, but rather, own shares in a Portfolio of the Program. The Underlying Investment in which each Individual Fund ETF Portfolio is invested are set forth in "Exhibit C – Underlying Exchange Traded Fund Information." The Individual Fund ETF Portfolios are designed for Account Owners seeking a more focused investment strategy.

Additional information about the investment strategies and risks of each Underlying Investment is available in its current prospectus and statement of additional information. You can request a copy of the current prospectus, the statement of additional information, and most recent semiannual or annual report of any Underlying Investment by contacting the underlying mutual fund company. Please read it carefully before investing.

The Individual Fund ETF Portfolios available for investment on the effective date of this Program Disclosure Statement are briefly described as follows:

<u>Fixed Income ETF 529 Portfolios</u>

Vanguard Short-Term Bond Index ETF 529 Portfolio – invests solely in the Vanguard Short-Term Bond Index ETF.

> **Investment Objective:** The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.
>
> **Primary Risks:** Income risk, Interest rate risk, Credit risk, Index sampling risk, Liquidity risk. For a description of all risks, see Exhibit C.

Vanguard Total Bond Market Index ETF 529 Portfolio - invests solely in the Vanguard Total Bond Market Index ETF.

> **Investment Objective:** The fund seeks to track the performance of a broad, market-weighted bond index.
>
> **Primary Risks:** Interest rate risk, Income risk, Prepayment risk, Extension risk, Call risk, Credit risk, Index sampling risk, Liquidity risk. For a description of all risks, see Exhibit C.

<u>Real Estate ETF 529 Portfolios</u>

Vanguard Real Estate Index ETF 529 Portfolio – invests solely in the Vanguard Real Estate Index ETF.

> **Investment Objective:** The fund seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of a benchmark index that measures the performance of publicly traded equity REITs and other real estate-related investments.
>
> **Principal Risks:** Industry concentration risk, Stock market risk, Asset concentration risk, Interest rate risk, Investment style risk, Nondiversification risk. For a description of all risks, see Exhibit C.

Vanguard Global ex-U.S. Real Estate Index ETF 529 Portfolio – invests solely in the Vanguard Global ex-U.S. Real Estate Index ETF.

> **Investment Objective:** The fund seeks to track the performance of a benchmark index that measures the investment return of international real estate stocks.
>
> **Primary Risks:** Industry concentration risk, Investment style risk, Stock market risk, Country/regional risk, Currency risk, Derivatives risk. For a description of all risks, see Exhibit C.

<u>Domestic (U.S.) Equity ETF 529 Portfolios</u>

Vanguard Mega Cap Value Index ETF 529 Portfolio – invests solely in the Vanguard Mega Cap Value Index ETF.

> **Investment Objective:** The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization value stocks in the United States.
>
> **Principal Risks:** Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Mega Cap Index ETF 529 Portfolio – invests solely in the Vanguard Mega Cap Index ETF.

> **Investment Objective:** The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks in the United States.
>
> **Principal Risks:** Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Mega Cap Growth Index ETF 529 Portfolio – invests solely in the Vanguard Mega Cap Growth Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization growth stocks in the United States.

Principal Risks: Stock market risk, Investment style risk, Nondiversification risk, Sector risk. For a description of all risks, see Exhibit C.

Vanguard Mid-Cap Value Index ETF 529 Portfolio – invests solely in the Vanguard Mid-Cap Value Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Mid-Cap Index ETF 529 Portfolio – invests solely in the Vanguard Mid-Cap Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Mid-Cap Growth Index ETF 529 Portfolio – invests solely in the Vanguard Mid-Cap Growth Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization growth stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Small-Cap Value Index ETF 529 Portfolio – invests solely in the Vanguard Small-Cap Value Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Small-Cap Index ETF 529 Portfolio – invests solely in the Vanguard Small-Cap Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

Vanguard Small-Cap Growth Index ETF 529 Portfolio – invests solely in the Vanguard Small-Cap Growth Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization growth stocks.

Primary Risks: Stock market risk, Investment style risk. For a description of all risks, see Exhibit C.

International Equity ETF 529 Portfolios

Vanguard FTSE Developed Markets Index ETF 529 Portfolio – invests solely in the Vanguard FTSE Developed Markets Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in Canada and the major markets of Europe and the Pacific region.

Primary Risks: Stock market risk, Country/regional risk, Investment style risk, Currency risk. For a description of all risks, see Exhibit C.

Vanguard FTSE Emerging Markets Stock Index ETF 529 Portfolio – invests solely in the Vanguard FTSE Emerging Markets Stock Index ETF.

Investment Objective: The fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries.

Primary Risks: Stock market risk, Emerging markets risk, Country/regional risk, Currency risk, China A-shares risk, Index sampling risk. For a description of all risks, see Exhibit C.

For additional information on the individual exchange traded funds underlying the Individual Fund ETF Portfolios, see each fund's prospectus and "Exhibit C - Underlying Exchange Traded Fund Information."

The descriptions above are taken from the most recent prospectuses (dated prior to September 30, 2021) of the relevant exchange traded funds and are intended to provide general information regarding the funds' respective investment objectives. You should consult each fund's prospectus for more complete information. You can obtain the prospectus for any of the funds by contacting your registered investment advisor, financial advisor or from Vanguard.com.

INDIVIDUAL FUND ETF PORTFOLIO PERFORMANCE

How Have the Individual Fund ETF Portfolios Performed? The following table shows the past performance for each of the Individual Fund ETF Portfolios. Performance figures are shown reflecting the Program's expenses and the expenses of the underlying investment funds. The information in the table reflects the performance of the Individual Fund ETF Portfolios.

All of the performance data shown represents past performance, which is not a guarantee or prediction of future results. Investment returns and principal value will fluctuate so that your Account may be worth less than the sum of your Contributions. For actual performance data of the Portfolios current to the most recent month-end, visit the Program's website at BrightDirections.com, or call 866.722.7283.

Account Owners do not own shares of the underlying exchange traded funds directly, but rather own shares in a Portfolio of the Program. As a result, the performance of the Portfolios will differ from the performance of the underlying exchange traded funds. This is due in part to the differences in the expense ratios of the underlying exchange traded funds and the Portfolios.

Performance differences between a Portfolio and its underlying exchange traded fund may also result from differences in the timing of purchases. On days when Contributions are made to an Account, the Individual Fund ETF Portfolios will use that money to purchase shares of the underlying exchange traded fund within one business day. This timing difference, depending on how the markets are moving, will cause the Portfolio's performance to either trail or exceed the underlying exchange traded fund's performance.

Individual Fund ETF Portfolios - Fee Structure F	Average Annual Total Returns Excluding sales charges					
Period ended 9/30/2021	**Inception Date**	**1 Year**	**3 Year**	**5 Year**	**10 Year**	**Since Inception**
Individual Fund ETF Portfolios						
Vanguard Short-Term Bond Index ETF 529 Portfolio	11/30/12	-0.18%	3.36%	1.91%	n/a	1.49%
Vanguard Total Bond Market Index ETF 529 Portfolio	11/30/12	-1.19%	5.16%	2.67%	n/a	2.52%
Vanguard Real Estate Index ETF 529 Portfolio	11/30/12	33.27%	11.79%	7.34%	n/a	9.28%
Vanguard Global ex-U.S. Real Estate Index ETF 529 Portfolio	11/30/12	18.07%	4.02%	4.15%	n/a	4.35%
Vanguard Mega Cap Value Index ETF 529 Portfolio	11/30/12	30.47%	9.56%	11.98%	n/a	12.55%
Vanguard Mega Cap Index ETF 529 Portfolio	11/30/12	28.68%	16.72%	17.56%	n/a	15.59%
Vanguard Mega Cap Growth Index ETF 529 Portfolio	11/30/12	27.18%	22.80%	22.69%	n/a	18.58%
Vanguard Mid-Cap Value Index ETF 529 Portfolio	11/30/12	40.26%	9.63%	10.63%	n/a	12.52%
Vanguard Mid-Cap Index ETF 529 Portfolio	11/30/12	35.84%	14.53%	14.39%	n/a	13.97%
Vanguard Mid-Cap Growth Index ETF 529 Portfolio	11/30/12	31.48%	18.91%	17.93%	n/a	15.79%
Vanguard Small-Cap Value Index ETF 529 Portfolio	11/30/12	55.46%	8.67%	10.83%	n/a	12.32%
Vanguard Small-Cap Index ETF 529 Portfolio	11/30/12	43.75%	11.76%	13.79%	n/a	13.19%
Vanguard Small-Cap Growth Index ETF 529 Portfolio	11/30/12	30.84%	14.76%	16.85%	n/a	14.80%
Vanguard FTSE Developed Markets Index ETF 529 Portfolio	11/30/12	26.43%	7.96%	8.96%	n/a	7.22%
Vanguard FTSE Emerging Markets Index ETF 529 Portfolio	11/30/12	18.09%	9.47%	8.41%	n/a	4.45%

INDIVIDUAL FUND ETF PORTFOLIOS FEES AND EXPENSES

What Do the Individual Fund ETF Portfolios Cost?

A program management fee and a state administrative fee are accrued by each Individual Fund ETF Portfolio under the Program 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 Individual Fund ETF Portfolio, as discussed in "How is the Value of my Account Calculated?" above. The program management fee is an annualized rate of 0.14% for the Individual Fund ETF Portfolios and the state administrative fee is at an annualized rate of 0.03% for the Individual Fund ETF Portfolios, each of the average daily net assets of each Individual Fund ETF Portfolio.

Each Individual Fund ETF Portfolio will also indirectly bear its pro rata share of the fees and expenses of the underlying exchange traded fund. Although these expenses and fees are not charged to Program Accounts, they will reduce the investment returns realized by each Portfolio.

The Individual Fund ETF Portfolios are available only to Account Owners investing in Fee Structure F. Fee Structure F is available only for Account 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.

Individual Fund ETF Portfolios - Fee Structure F					
	Annual Asset-Based Fees				
	Estimated Underlying Fund Expenses[1]	Program Management Fee	State Fee	Total Annual Asset-Based Fee	Account Fee
ETF Portfolios					
Vanguard Short-Term Bond Index ETF 529 Portfolio	0.05%	0.14%	0.03%	0.22%	none
Vanguard Total Bond Market Index ETF 529 Portfolio	0.035%	0.14%	0.03%	0.205%	none
Vanguard Real Estate Index ETF 529 Portfolio	0.12%	0.14%	0.03%	0.29%	none
Vanguard Global ex-U.S. Real Estate Index ETF 529 Portfolio	0.12%	0.14%	0.03%	0.29%	none
Vanguard Mega Cap Value Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Mega Cap Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Mega Cap Growth Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Mid-Cap Value Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Mid-Cap Index ETF 529 Portfolio	0.04%	0.14%	0.03%	0.21%	none
Vanguard Mid-Cap Growth Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Small-Cap Value Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard Small-Cap Index ETF 529 Portfolio	0.05%	0.14%	0.03%	0.22%	none
Vanguard Small-Cap Growth Index ETF 529 Portfolio	0.07%	0.14%	0.03%	0.24%	none
Vanguard FTSE Emerging Markets Stock Index ETF 529 Portfolio	0.10%	0.14%	0.03%	0.27%	none
Vanguard FTSE Developed Markets Index ETF 529 Portfolio	0.05%	0.14%	0.03%	0.22%	none

[1] For registered mutual funds, in the absence of a change that would materially affect the information, based on the most recent fund prospectus dated prior to September 30, 2021.

Hypothetical Expense Example Individual Fund ETF Portfolios

The following table compares the approximate cost of investing in the Individual Fund ETF Portfolios offered by the Program over different periods of time. Your actual costs may be higher or lower. The hypothetical chart assumes an initial $10,000 investment in a Program 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 Higher Education Expenses and, therefore, does not reflect the impact of potential federal, state, or local taxes. This hypothetical does not reflect actual expenses or performance from the past or future. Actual expenses may be higher or lower than those shown.

Approximate Cost of a $10,000 Investment

HYPOTHETICAL EXPENSE EXAMPLE				
	1 Years	3 Years	5 Years	10 Years
Individual Fund ETF Portfolios - Fee Structure F				
Vanguard Short-Term Bond Index ETF 529 Portfolio	$23	$71	$124	$281
Vanguard Total Bond Market Index ETF 529 Portfolio	$21	$66	$116	$262
Vanguard Real Estate Index ETF 529 Portfolio	$30	$93	$163	$369
Vanguard Global ex-U.S. Real Estate Index ETF 529 Portfolio	$30	$93	$163	$369
Vanguard Mega Cap Value Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Mega Cap Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Mega Cap Growth Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Mid-Cap Value Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Mid-Cap Index ETF 529 Portfolio	$22	$68	$118	$268
Vanguard Mid-Cap Growth Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Small-Cap Value Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard Small-Cap Index ETF 529 Portfolio	$23	$71	$124	$281
Vanguard Small-Cap Growth Index ETF 529 Portfolio	$25	$77	$135	$306
Vanguard FTSE Developed Markets Index ETF 529 Portfolio	$23	$71	$124	$281
Vanguard FTSE Emerging Markets Stock Index ETF 529 Portfolio	$28	$87	$152	$344

FEDERAL AND STATE TAX CONSIDERATIONS

Introduction

The Pool is designed to be a "qualified tuition program" under Section 529 of the Code. As such, undistributed investment earnings in the Pool are exempt from federal income tax. Earnings of the Pool credited to an Account will not be includible in the federal gross income of the Account Owner or Beneficiary until funds are withdrawn, in whole or in part, from the Account. The tax treatment of a withdrawal from an Account will vary depending on the nature of the withdrawal.

Proposed regulations have been issued under Section 529 of the Code upon which taxpayers may rely at least until final regulations are issued. It is uncertain when final regulations will be issued. In addition, the Internal Revenue Service ("IRS") has issued a number of rulings and notices on 529 qualified tuition programs. These authorities do not, however, provide guidance on various aspects of the Pool. Future guidance may necessitate changes in the Pool to meet the requirements of Section 529 of the Code. In the event that the Pool, as currently structured or as subsequently modified, does not meet the requirements of Section 529 of the Code for any reason, the tax consequences to the Account Owner and Beneficiaries are uncertain, and there could be adverse tax consequences. For example, undistributed earnings in Accounts could be subject to tax.

Final regulations or additional rulings issued by the IRS may alter the tax consequences described in this Program Disclosure Statement. Further, the Code and regulations thereunder, and judicial and administrative interpretations thereof, are subject to change. In addition, Illinois law and judicial and administrative interpretations thereof, are subject to change. Any such changes may be made without notice and may be prospective or retroactive.

The following discussion summarizes certain federal and Illinois income, gift, estate, and generation-skipping transfer ("GST") tax rules applicable to Accounts. The summary does not address the potential effects on Account Owners or Beneficiaries of the tax laws of any state other than Illinois. In addition, this summary does not address the tax consequences of Accounts owned by a trust. The summary, including any examples, is not exhaustive and is not intended as individual tax or legal advice. In addition, there can be no assurance that the IRS or Illinois Department of Revenue will accept the statements made herein or, if challenged, that such statements would be sustained in court. The tax rules are complex, some of the rules are at present uncertain, and their application to any particular situation may vary according to facts and circumstances. A tax or legal advisor should be consulted about the application of the law in individual circumstances.

What Are the Federal Income Tax Advantages of the Program?

There are two main federal income tax advantages to investing in the Program:

- Investment earnings on the money invested in the Program will not be subject to federal income tax until they are distributed; and
- If the investment earnings are used for the Beneficiary's Federal Qualified Higher Education Expenses, they are free from federal income tax.

What Are the Illinois Income Tax Advantages of the Program?

There are three main Illinois income tax advantages to investing in the Program:

- Illinois taxpayers may claim an Illinois income tax deduction for certain Contributions to the Program;
- Investment earnings on the money invested in the Program will not be subject to Illinois income tax until they are distributed; and
- If a withdrawal is used for the Beneficiary's Federal Qualified Higher Education Expenses the Earnings Portion of the withdrawal is free from Illinois income tax. If a withdrawal is an Illinois Nonqualified Withdrawal, and an Illinois income tax deduction was previously taken for Contributions to the Account, however, part or all of the Contributions Portion of the withdrawal may be added back to Illinois income.

Are Contributions to the Program Tax Deductible?

Federal law does not allow a tax deduction for Contributions to the Program. However, Contributions may be deductible for Illinois state income tax purposes.

An individual who files an individual Illinois state income tax return may deduct up to $10,000 of total, combined Contributions to the Program, to the Bright Start Direct-Sold College Savings Program, and to College Illinois! during the tax year. The Illinois Administrative Code provides that:

- A deduction of up to $20,000 will be permitted for married taxpayers filing joint Illinois state income tax returns for their total, combined Contributions to the Program, to the Bright Start Direct-Sold College Savings Program, and to College Illinois! during that tax year; and
- The $10,000 (individual) and $20,000 (joint) limitations on deductions will apply to the total Contributions made to the Program, to the Bright Start Direct-Sold College Savings Program, and College Illinois! without regard to whether the Contributions are made to a single account or more than one account.

A Contribution must be postmarked to Bright Directions Advisor-Guided 529 College Savings Program no later than December 31st of a tax year in order to be eligible to be deducted with respect to such tax year. The Illinois Department of Revenue has stated (in a nonbinding general information letter) that the state income tax deduction is available to individuals other than the Account Owner who contribute to an Account. The deduction for Illinois individual income tax purposes for Contributions to the Program does not apply to transfers between Accounts of different Beneficiaries.

What Are the Federal Gift, GST and Estate Tax Advantages of the Program?

Contributions to an Account are considered gifts to the Beneficiary of the Account for federal gift and GST tax purposes. Except as described below, if an Account Owner dies while there is a balance in the Account, the value of the Account is not includible in the Account Owner's gross estate for federal estate tax purposes. However, amounts in an Account at the death of the Beneficiary may be includible in the Beneficiary's gross estate.

A donor's gifts to a donee in any given year will not be taxable if the gifts are eligible for, and do not in total exceed, the gift tax "annual exclusion" for such year. Currently, in 2021, the annual exclusion is $15,000 per donee (increasing to $16,000 in 2022), or twice that amount (i.e. $30,000 in 2021; increasing to $32,000 in 2022) for a married donor whose spouse elects on a United States Gift Tax Return Form 709 to "split" gifts with the donor. The annual exclusion is indexed for inflation and is expected to increase in the future.

Under Section 529 of the Code, a donor's Contributions to an Account for a Beneficiary are completed gifts that are eligible for the gift tax annual exclusion. Contributions to an Account that qualify for the gift tax annual exclusion also qualify for an exclusion from the GST tax. Accordingly, so long as the donor's total Contributions to Accounts for the Beneficiary in any year (together with any other gifts made by the donor to the Beneficiary in such year) do not exceed the annual exclusion amount for such year, the donor's Contributions will not be considered taxable gifts or result in GST tax.

In addition, if a donor's total Contributions to Accounts for a Beneficiary in a single year exceed the annual exclusion for such year, the donor may elect to treat the Contributions, up to five times the annual exclusion, as having been made ratably over a five-year period. Consequently, a single donor may contribute up to $75,000 in a single year (increasing to $80,000 in 2022) without incurring federal gift tax, so long as the donor makes no other gifts to the same Beneficiary during the calendar year in which the Contribution is made or any of the next four calendar years. **An election to have the contribution taken into account ratably over a five-year period must be made by the donor on a United States Gift Tax Return Form 709.**

For example, a donor who makes a $75,000 Contribution to an Account for a Beneficiary in 2021, may elect to have that contribution treated as a $15,000 gift in 2021 and a $15,000 gift in each of the following four years. If the donor makes no other contributions or gifts to the Beneficiary before January 1, 2026, (and did not make a five-year election with respect to a contribution made during any of the previous four years), the donor will not be treated as making any taxable gifts to the Beneficiary during that five-year period. As a result, the $75,000 Contribution will not be treated as a taxable gift and will not be subject to GST tax. However, if the donor dies before the end of the five-year period, the portion of the Contribution allocable to years after the year of death will be includible in the donor's gross estate for federal estate tax purposes.

If the donor's spouse elects to "split" gifts on a United States Gift Tax Return Form 709 and also makes the five-year election, Contributions of up to $150,000 in 2021 (increasing to $160,000 in 2022) may be treated as annual exclusion gifts spread over a five-year period.

What Are the Tax Consequences of Withdrawals?

Each withdrawal from an Account has two portions, an Earnings Portion and a Contributions Portion. Depending upon the circumstances, a withdrawal may not be subject to any income tax or may be subject to one or more of the following taxes: (1) federal income tax on the Earnings Portion; (2) Illinois income tax on the Earnings Portion in the case of an Illinois taxpayer; (3) federal penalty tax on the Earnings Portion; and (4) Illinois income tax on all or part of the Contributions Portion if an Illinois state income tax deduction was previously claimed on Contributions to the Account.

How Is the Earnings Portion of a Withdrawal Calculated for Purposes of IRS Form 1099-Q?

For purposes of the IRS From 1099-Q, if there are earnings in an Account, each withdrawal from the Account consists of two parts. One part is a return of the contributions to the Account (the "Contributions Portion"). The other part is a distribution of earnings in the Account (the "Earnings Portion"). A pro rata calculation is made as of the date of the withdrawal of the Earnings Portion and the Contributions Portion of the distribution. For any year in which there is a withdrawal from an Account, the Program Manager will provide a Form 1099-Q identifying the Earnings Portion and the Contributions Portion of the withdrawal.

According to the Joint Committee on Taxation Summary of the Protecting Americans from Tax Hikes Act of 2015, each Account in an Illinois Section 529 Program established under the Pool is treated separately in making this calculation.

Although the Program Manager will report the Earnings Portion of a withdrawal to the IRS, it is solely the responsibility of the person receiving the withdrawal to calculate and report any resulting tax liability.

When Is the Earnings Portion of a Withdrawal Subject to Income Tax?

If a Federal Qualified Withdrawal is made from an Account, the Earnings Portion of the distribution is not includible in the gross income of either the Beneficiary or the Account Owner.

If a withdrawal is not a Federal Qualified Withdrawal, it is a Federal Nonqualified Withdrawal. The Earnings Portion of a Federal Nonqualified Withdrawal is includible in the recipient's income for federal income tax purposes. For Illinois taxpayers, the amount included for federal income tax purposes would also be included for Illinois income tax purposes.

The Earnings Portion of a Federal Nonqualified Withdrawal will be ordinary income to the recipient; no part of such Earnings Portion will be treated as capital gain. As of the date of this Program Disclosure Statement, the tax rates on ordinary income are generally greater than the tax rates on capital gain.

What Constitutes a Federal Qualified Withdrawal?

A Federal Qualified Withdrawal is a withdrawal that is used to pay the Federal Qualified Higher Education Expenses of the Beneficiary. Federal Qualified Higher Education Expenses under Section 529 of the Code include:

- tuition, fees, books, supplies, and equipment required for enrollment or attendance of a Beneficiary at an Institution of Higher Education;
- certain room and board expenses incurred by students who are enrolled at least half-time. The expense for room and board qualifies only to the extent that it is not more than the greater of the following two amounts:
  a) The allowance for room and board, as determined by the Institution of Higher Education, that was included in the cost of attendance (for federal financial aid purposes) for a particular academic period and living arrangement of the student;
  b) The actual amount charged if the student is residing in housing owned or operated by the Institution of Higher Education;
- expenses for special needs services incurred in connection with a special needs Beneficiary's enrollment or attendance at an Institution of Higher Education;
- expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services, if such equipment, software, or services are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education. This does not include expenses for computer software for sports, games, or hobbies unless the software is predominately educational in nature;
- expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school. The amount of cash distributions for such expenses from all 529 qualified tuition programs with respect to a Beneficiary shall, in the aggregate, not exceed $10,000 during the taxable year;
- tuition, fees, books, supplies, and equipment required for participation of the Beneficiary in an Apprenticeship Program; and
- payments on Qualified Education Loans of the Beneficiary or a sibling of the Beneficiary provided that the total amounts of distributions from all 529 qualified tuition programs to such individual after December 31, 2018 for loan repayment do not exceed $10,000.

When Are Withdrawals Considered to Be Used for Federal Qualified Higher Education Expenses?
Withdrawals are considered to be used for Federal Qualified Higher Education Expenses if the total of all qualified tuition program withdrawals for the tax year is less than or equal to adjusted Federal Qualified Higher Education Expenses. Adjusted Federal Qualified Higher Education Expenses is the total Federal Qualified Higher Education Expenses reduced by any tax-free educational assistance. Tax-free educational assistance includes: the tax-free part of scholarships and fellowship grants; Veterans' educational assistance; the tax-free part of Pell grants; employer-provided educational assistance; and any other nontaxable (tax-free) payments (other than gifts or inheritances) received as educational assistance.

When Is the Federal Penalty Tax Imposed on the Earnings Portion of a Withdrawal?
With certain exceptions, a 10% federal penalty tax is imposed on the Earnings Portion of a Federal Nonqualified Withdrawal. A Federal Nonqualified Withdrawal, however, is not subject to the 10% federal penalty tax if it is:

1. Paid to a Beneficiary (or to the estate of the Beneficiary) on or after the death of the Beneficiary.
2. Made because the Beneficiary is disabled. A person is considered to be disabled if he or she shows proof that he or she cannot do any substantial gainful activity because of his or her physical or mental condition. A physician must determine that his or her condition can be expected to result in death or to be of long-continued and indefinite duration.
3. Included in income because the Beneficiary received a tax-free scholarship or fellowship; Veteran's educational assistance; employer-provided educational assistance; or any other nontaxable payments (other than gifts or inheritances) received as educational assistance. This exception applies only to the extent the distribution is not more than the scholarship, allowance or payment.
4. Made on account of the attendance of the Beneficiary at a U.S. military academy (such as the USNA at Annapolis). This exception applies only to the extent that the amount of the distribution does not exceed the costs of advanced education (as defined in Section 2005(d)(3) of Title 10 of the U.S. Code) attributable to such attendance.
5. Included in income only because the Federal Qualified Higher Education Expenses were taken into account in determining the American opportunity tax credit or lifetime learning credit.

When Is the Contributions Portion of a Withdrawal Subject to Tax?
Illinois law provides for the recapture of Illinois state tax benefits in the event of an Illinois Nonqualified Withdrawal from the Account. In the event of an Illinois Nonqualified Withdrawal, the federal adjusted gross income of an Illinois taxpayer who took an Illinois income tax deduction for a Contribution to the Account will be increased by an amount equal to the Contribution Portion of such Illinois Nonqualified Withdrawal that was previously deducted from federal adjusted gross income on the taxpayer's Illinois tax return to determine Illinois base income. Note that if the Illinois tax rate at the time of the Illinois Nonqualified Withdrawal exceeds the tax rate at the time of the original Contribution, the additional tax may exceed the amount of tax saved by the deduction.

A Federal Nonqualified Withdrawal will generally also be an Illinois Nonqualified Withdrawal. Thus in addition to including the Earnings Portion of a Federal Nonqualified Withdrawal in income, a portion of the Contributions Portion will be included in income to offset the Illinois income tax deduction previously taken.

Certain distributions or transfers that are Federal Qualified Withdrawals for federal tax purposes, however, may be Illinois Nonqualified Withdrawals, including the following:

- Rollovers to out-of-state 529 programs;
- Rollovers to out-of-state ABLE Accounts; and
- Distributions for tuition at elementary or secondary public, private or religious schools.

In addition, certain Federal Nonqualified Withdrawals that are exempt from the 10% federal penalty tax may also be Illinois Nonqualified Withdrawals, including the following:

- Distributions to the extent of the amount of certain scholarships or other allowances or payments received by the Beneficiary;
- Distributions made on account of the attendance of the Beneficiary at a U.S. military academy; and
- Distributions because the qualified education expenses were taken into account in determining the American opportunity tax credit or lifetime learning credit.

As of the date of this Program Disclosure Statement, Illinois law does not add back the Earnings Portion of an Illinois Nonqualified Withdrawal to federal adjusted gross income to determine Illinois base income. Rather, Illinois law only adds to federal adjusted gross income the portion of the Contributions Portion related to any prior Illinois income tax deduction. As noted above, Illinois may change its law at any time.

Example
When Child was born in 2021, Parent opened an Account, contributed $10,000 per year for 5 years and claimed an Illinois income tax deduction for those contributions. Years later the Account has grown to $75,000 and Parent makes a $10,000 withdrawal to pay tuition for private elementary school. The Contributions Portion is $50,000 and the Earnings Portion is $25,000. This is a Federal Qualified Withdrawal and no portion of the Earnings Portion is subject to federal tax. However, a withdrawal for elementary school tuition is an Illinois Nonqualified Withdrawal. Two-thirds of the withdrawal (the Contributions Portion) will be added back to Illinois income to "recapture" the benefit of the Illinois income tax deduction.

Before taking an Illinois Nonqualified Withdrawal from an Account, consult with your legal or tax advisors.

How Can I Avoid Tax Consequences in Making Investment Changes?
Under federal law, the Program must prohibit contributors and the Beneficiary from directing the investment of any Contributions (or earnings thereon) more than two times in a calendar year. As a result, an Account Owner can change the Portfolio or Portfolios in which Contributions and any earnings on such Contributions are invested twice per calendar year, or upon a change of Beneficiary.

If an Account Owner has multiple Accounts in the Program for the same Beneficiary, or multiple Accounts in the Program and other Illinois Section 529 Programs, the Account Owner may change the Portfolios in all such Accounts without tax consequences, as long as the changes to all of the Accounts are made at the same time and no more frequently than twice per calendar year or upon a change of Beneficiary.

What Are the Tax Consequences of Changing a Beneficiary?
A change in the Beneficiary of an Account is not treated as a withdrawal if the new Beneficiary is a Member of the Family of the former Beneficiary. However, if the new Beneficiary is not a Member of the Family of the former Beneficiary, the change is treated as a Federal Nonqualified Withdrawal by the Account Owner. See "What Are the Tax Consequences of Withdrawals?" A change of the Beneficiary of an Account or a transfer to an Account for another Beneficiary may also have federal gift tax or GST tax consequences.

Specifically, if the new Beneficiary is in a younger generation (as determined under the federal GST tax rules) than the former Beneficiary, the change or transfer will be treated for federal gift tax purposes as a gift from the former Beneficiary or the Account Owner to the new Beneficiary. If the new Beneficiary is not related to the former Beneficiary, the new Beneficiary will be considered to be in a younger generation than the former Beneficiary if the new Beneficiary is more than 12 1/2 years younger than the former Beneficiary. Moreover, even if the new Beneficiary is in the same generation as (or in an older generation than) the former Beneficiary, the change or transfer may be treated as a gift from the former Beneficiary or the Account Owner to the new Beneficiary if the new Beneficiary is not a Member of the Family of the former Beneficiary. Any change or transfer treated as a gift to the new Beneficiary may cause the former Beneficiary or the Account Owner to be liable for federal gift tax or cause other undesirable tax consequences.

A change of the Beneficiary of an Account or a transfer to an Account for another Beneficiary may also have GST tax consequences. A change or transfer will be considered a generation-skipping transfer if the new Beneficiary is two or more generations younger than the replaced Beneficiary. Any change or transfer treated as a generation-skipping transfer to the new Beneficiary may cause the former Beneficiary or the Account Owner to be liable for GST tax or cause other undesirable tax consequences.

Account Owners should consult their own tax or legal advisor before making a change of Beneficiaries.

What Are the Tax Consequences of a Transfer to Another Illinois Section 529 Program for the Same Beneficiary?
Accounts in the Pool are also offered and sold through the Bright Start Direct-Sold College Savings Program. An Account Owner may transfer money from a Bright Start Direct-Sold College Savings Program Account for a beneficiary to a Bright Directions Advisor-Guided 529 College Savings Program Account for the same Beneficiary, or from a Bright Directions Advisor-Guided 529 College Savings Program Account for a Beneficiary to a Bright Start Direct-Sold College Savings Program Account for the same beneficiary. Any such transfer

constitutes a change in the investment option in which the Account is invested, which may occur only twice per calendar year, or upon a change of Beneficiary. It is not treated as a rollover for federal tax purposes.

What Are the Tax Consequences of a Transfer to Another Illinois Section 529 Program for a Different Beneficiary?

An Account Owner may transfer money from a Bright Directions Advisor-Guided 529 College Savings Program Account for a Beneficiary to a Bright Start Direct-Sold College Savings Program Account for a different beneficiary, or from a Bright Start Direct-Sold College Savings Program Account for a beneficiary to a Bright Directions Advisor-Guided College Savings Program Account for a different Beneficiary. Any such transfer constitutes a change of beneficiary, the tax consequences of which are described above. See "What Are the Tax Consequences of Changing a Beneficiary?" Any such transfer is not treated as a rollover for federal tax purposes.

What Are the Tax Consequences of Rollovers?

The term "rollover" includes the following transfers:

- A transfer from an out-of-state 529 qualified tuition program account to an Account under the Program;
- A transfer from an Account to an out-of-state 529 qualified tuition program account for the same or a different beneficiary;
- A transfer from an Account to an ABLE account for the same beneficiary.

Transfers between the Program and the Bright Start Direct-Sold College Savings Program for the same Beneficiary are not treated as rollovers but rather as investment changes. Transfers between the Program and the Bright Start Direct-Sold College Savings Program for a different beneficiary are not treated as rollovers but rather as changes of beneficiaries.

Each rollover from an Account has two portions, an Earnings Portion and a Contributions Portion. Depending upon the circumstances, a rollover may not be subject to any income taxes or may be subject to one or more of the following income taxes: (1) federal income tax on the Earnings Portion; (2) Illinois income tax on the Earnings Portion; (3) federal penalty tax on the Earnings Portion; and (4) Illinois income tax on all or part of the Contributions Portion if an Illinois state income tax deduction was previously claimed for Contributions to the Account. In addition, if the Beneficiary is changed there may be gift and GST tax consequences. See "What Are the Tax Consequences of Changing a Beneficiary?"

If a rollover is a Federal Qualified Rollover Distribution, then no part of the Earnings Portion of the rollover is includible in the gross income of the Account Owner or Beneficiary. If the rollover is not a Federal Qualified Rollover Distribution, the Earnings Portion is includible in the Account Owner's income for federal income tax purposes. For Illinois taxpayers, the amount included for federal income tax purposes would also be included for Illinois income tax purposes.

What Is a Federal Qualified Rollover Distribution?

The Account Owner may direct a transfer of money from the Account to an account in another 529 qualified tuition program for the same or another beneficiary. Alternatively, the Account Owner may make a withdrawal from the Account and re-deposit the withdrawn balance within sixty (60) days into an account in another 529 qualified tuition program for the same or another beneficiary. Such a rollover will be treated as a Federal Qualified Rollover Distribution provided that if the beneficiary remains the same, it has been more than twelve (12) months since any previous rollover for that beneficiary. If the beneficiary changes, the transfer will be treated as a Federal Qualified Rollover Distribution only if the new beneficiary is a Member of the Family of the former beneficiary.

In addition, prior to January 1, 2026, a transfer of money from the Account to an ABLE account for the Beneficiary or a Member of the Family of the Beneficiary, is a Federal Qualified Rollover Distribution provided that the transfer when added to all other contributions made to the ABLE account in the taxable year, does not exceed the limitation in Section 529A(b)(2)(B)(i) of the Code. That Section of the Code limits aggregate contributions to an ABLE account during a tax year to the amount of the gift tax annual exclusion (for 2021 the annual exclusion is $15,000 and will increase to $16,000 in 2022).

When Is the Contributions Portion of a Rollover Subject to Income Tax?

Illinois law provides for the recapture of Illinois state tax benefits in the event of an Illinois Nonqualified Withdrawal from the Account. In the event of an Illinois Nonqualified Withdrawal, the adjusted gross income of an Illinois taxpayer who took an Illinois income tax deduction for a Contribution to the Account will be increased by an amount equal to the Contributions Portion of such Illinois Nonqualified Withdrawal that was previously deducted from federal adjusted gross income on the taxpayer's Illinois tax return. Note that if the Illinois tax rate at the time of the Illinois Nonqualified Withdrawal exceeds the tax rate at the time of the original Contribution, the additional tax may exceed the amount of tax saved by the deduction.

A rollover that is not a Federal Qualified Rollover Distribution will be an Illinois Nonqualified Withdrawal. Certain rollovers that are Federal Qualified Rollover Distributions, however, may be Illinois Nonqualified Withdrawals, including rollovers to out-of-state 529 programs and rollovers to out-of-state ABLE accounts.

May I Rollover an Account in an Out-of-State 529 Plan to the Program?

You may open an Account or contribute to an existing Account in the Program by rolling over or transferring funds from another 529 qualified tuition program. Such a rollover transaction will be treated as a Federal Qualified Rollover Distribution provided it has been more than twelve (12) months since any previous rollover for that Beneficiary or if you change the Beneficiary of the Account to a Member of the Family of the former Beneficiary. The program from which you are transferring funds may impose fees or other restrictions on such a transfer, and there may be state income tax consequences of such a transfer, so you should investigate this option thoroughly before requesting a transfer. When you transfer funds from another 529 qualified tuition program, the IRS requires the Program Manager to assume that the transfer consists solely of earnings until it receives a statement from the program from which the funds were distributed identifying the Contributions and Earnings Portions of the distribution.

The Illinois Administrative Code provides that in the case of a rollover from a non-Illinois qualified tuition program, the amount of the rollover that constituted investment in the prior qualified tuition program for federal income tax purposes (but not the Earnings Portion of the rollover) is eligible for the deduction for Illinois individual income tax purposes, subject to the deduction limits discussed above. You should consult your tax or legal advisor about the availability of such deduction.

May I Rollover an Account to an Out-of-State 529 Plan?
The Account Owner may direct a transfer of money from an Account to an account in another 529 qualified tuition program for the same or another beneficiary. Alternatively, the Account Owner may make a withdrawal from the Account and re-deposit the withdrawn balance within sixty (60) days into an account in another 529 qualified tuition program for the same or another beneficiary. If the beneficiary stays the same, the transfer will be treated as a Federal Qualified Rollover Distribution as long as the transfer does not occur within twelve (12) months from the date of a previous rollover to another 529 qualified tuition program for the beneficiary. If the beneficiary changes, the transfer will be treated as a Federal Qualified Rollover Distribution only if the new beneficiary is a Member of the Family of the former beneficiary.

A rollover to an out-of-state 529 qualified tuition program will be an Illinois Nonqualified Withdrawal. Illinois law provides for the recapture of Illinois state tax benefits in the event of an Illinois Nonqualified Withdrawal by increasing the adjusted gross income of an Illinois taxpayer who previously took an Illinois state income tax deduction for Contributions made to the Program. Before rolling over an Account to an out-of-state 529 qualified tuition program, you should consult with your tax or legal advisor.

Are There Tax Consequences to Changing the Account Owner?
A change of Account ownership may also have gift and/or GST tax consequences. This area of the law is uncertain at this time. Accordingly, Account Owners should consult their own tax or legal advisor for guidance when considering a change of Account ownership.

What Are the Tax Benefits for Employer Matching Contributions?
For taxable years ending on or before December 31, 2024, employers that match employees' contributions to the Program, College Illinois! or the Bright Start Direct-Sold College Savings Program, are eligible for an Illinois state tax credit. Employers receive a tax credit equal to 25% of the matching Contributions the employer makes to its employee's Account in the Program, College Illinois!, or the Bright Start Direct-Sold College Savings Program, up to a maximum annual tax credit of $500 per contributing employee. Employers should consult a tax advisor regarding the availability and ramifications of this credit.

May I Recontribute a Refunded Amount to an Account?
In the case of a Beneficiary who receives a refund of any Federal Qualified Higher Education Expenses from an Institution of Higher Education, the amount refunded will not be subject to federal income tax to the extent it is recontributed to a 529 qualified tuition program account for the same Beneficiary, but only to the extent such recontribution is made no later than sixty (60) days after the date of such refund and does not exceed the refunded amount. It is the responsibility of the Account Owner to keep all records of the refunds and subsequent recontributions. Consult a tax or legal advisor to determine your eligibility for this treatment.

What Annual Tax Reporting Will I Receive?
For any year there is a withdrawal from an Account, the Program Manager will send out a Form 1099-Q. This form sets forth the total amount of the distribution and identifies the Earnings Portion and the Contributions Portion of each withdrawal. If the distribution is made to the Account Owner, the Form 1099-Q will be sent to the Account Owner. If the distribution is to the Beneficiary or made directly to the Institution of Higher Education, the Form 1099-Q will be sent to the Beneficiary. You should consult with your tax or legal advisor for the proper tax reporting and treatment of distributions.

How Does Code Section 529 Coordinate with Other Higher Education Programs?
Other Higher Education Tax Credits and Deductions
The tax benefits afforded to qualified tuition programs such as the Pool must be coordinated with other programs designed to provide tax benefits for meeting Federal Qualified Higher Education Expenses in order to avoid the duplication of such benefits. The coordinated programs include, but are not limited to, the Coverdell Education Savings Accounts under Section 530 of the Code, the Tuition and Fees Deduction, and the American opportunity tax credit or lifetime learning credit under Section 25A of the Code. IRS Publication 970 provides important additional information on coordinating these benefits.

Coordination with Coverdell Education Savings Account Distributions
An individual may contribute to, or withdraw money from, both a qualified tuition program account and a Coverdell Education Savings Account in the same year. However, to the extent the total withdrawals from both accounts exceed the amount of adjusted Federal Qualified Higher Education Expenses that qualify for tax-free treatment under Section 529 of the Code, the recipient must allocate his or her Federal Qualified Higher Education Expenses between both such withdrawals in order to determine how much may be treated as tax-free under each program.

Coordination with American Opportunity and Lifetime Learning Credits

An American opportunity tax credit or lifetime learning credit (education credit) can be claimed in the same year the Beneficiary takes a tax-free distribution from a 529 qualified tuition program, as long as the same expenses are not used for more than one benefit. This means that after the Beneficiary reduces Federal Qualified Higher Education Expenses by tax-free educational assistance, he or she must further reduce them by the expenses taken into account in determining the credit.

Coordination with Tuition and Fees Deduction

A tuition and fees deduction can be claimed in the same year the Beneficiary takes a tax-free distribution from a 529 qualified tuition program, as long as the same expenses are not used for both benefits.

Should I Document Federal Qualified Higher Education Expenses?

You should retain documentation of all of the Beneficiary's Federal Qualified Higher Education Expenses for your records. The Account Owner or Beneficiary is responsible for determining whether a distribution from an Account is a Federal Qualified Withdrawal, a Federal Nonqualified Withdrawal and/or an Illinois Nonqualified Withdrawal and for paying any applicable taxes or penalties.

What Should I Consider before Investing?

1. **Depending on the laws of the home state of the Account Owner or Beneficiary, favorable state tax treatment or other benefits such as financial aid, scholarship funds, and protection from creditors, offered by such home state for investing in 529 qualified tuition programs may be available only for investments in the home state's 529 qualified tuition program;**
2. **Any state-based benefit offered with respect to a particular 529 qualified tuition program should be one of many appropriately weighted factors to be considered in making an investment decision; and**
3. **You should consult with your tax or legal advisor to learn more about how state-based benefits (including any limitations) would apply to your specific circumstances. You may also wish to contact the 529 qualified tuition program in that state to learn more about the features, benefits and limitations of that state's 529 qualified tuition program.**

DISTRIBUTIONS FROM AN ACCOUNT

How Do I Request a Distribution From an Account?

Distribution requests may be made online, by completing a withdrawal request form, or by telephone. If the withdrawal request is in good order, the Program typically will process the withdrawal and initiate payment within three (3) business days. During periods of market volatility and at year-end, however, withdrawal requests may take up to five (5) business days to process. When requesting a withdrawal please allow 7 – 10 days for the proceeds to reach you.

Contributions made by check, recurring contribution, or electronic funds transfer will not be available for withdrawal for seven (7) business days. If you make a change to your mailing address or to your banking information, or if you add a new bank account, no withdrawals can be made for fifteen (15) days following the change, unless you have provided a medallion signature guarantee.

Although the Program Manager will report the Earnings Portion of a withdrawal to the IRS, it is solely the responsibility of the person receiving the withdrawal to calculate and report any resulting tax liability.

An Account Owner may establish telephone and internet transaction privileges for an Account through the Program's web site (BrightDirections.com) or by calling 866.722.7283. The Program Manager employs procedures it considers to be reasonable to confirm that instructions communicated by telephone or internet are genuine, including requiring certain personally identifiable information prior to acting on telephone or internet instructions. None of the Program Manager, the Program, the Trust, or the Treasurer will be liable for following telephone or internet instructions that the Program Manager reasonably believed to be genuine.

What Constitutes a Federal Qualified Withdrawal?

Federal Qualified Withdrawals from your Account are generally free from federal and Illinois state income tax, but a Federal Qualified Withdrawal that is also an Illinois Nonqualified Withdrawal may trigger recapture of any Illinois income tax deduction claimed for Contributions to the Account. See "Federal and State Tax Considerations."

Federal Qualified Higher Education Expenses, as defined in Section 529 of the Code, includes:

- tuition, fees, books, supplies, and equipment required for enrollment of, or attendance by, a Beneficiary at an Institution of Higher Education;
- certain room and board expenses incurred by students who are enrolled at least half-time at an Institution of Higher Education. The expense for room and board qualifies only to the extent that it isn't more than the greater of the following two amounts:
    a. The allowance for room and board, as determined by the Institution of Higher Education, that was included in the cost of attendance (for federal financial aid purposes) for a particular academic period and living arrangement of the student; or
    b. The actual amount charged if the student is residing in housing owned or operated by the Institution of Higher Education. You may need to contact the Institution of Higher Education for qualified room and board costs;
- expenses for special needs services in the case of a Beneficiary with special needs that are incurred in connection with such enrollment or attendance;
- expenses for the purchase of computer or certain peripheral equipment, computer software, or Internet access and related services, if such equipment, software, or services are to be used primarily by the Beneficiary during any of the years the Beneficiary is enrolled at an Institution of Higher Education. This does not include expenses for computer software for sports, games, or hobbies unless the software is predominately educational in nature;

- expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private, or religious school. The amount of cash distributions for such expenses from all 529 qualified tuition programs with respect to a Beneficiary shall, in the aggregate, not exceed $10,000 during the taxable year;
- tuition, fees, books, supplies, and equipment required for participation of the Beneficiary in an Apprenticeship Program;
- payments on Qualified Education Loans of the Beneficiary or a sibling of the Beneficiary provided that the total amounts of distributions from all 529 qualified tuition programs to such individual after December 31, 2018 for loan repayment do not exceed $10,000.

What Federal Qualified Higher Education Expenses are Not Illinois Qualified Expenses?

Illinois Qualified Expenses do not include expenses for tuition in connection with the Beneficiary's enrollment or attendance at an elementary or secondary public, private or religious school. If a withdrawal is made for such purpose it may be a Federal Qualified Withdrawal and not be included in income for federal and Illinois purposes, but if an Illinois income tax deduction was previously claimed for Contributions to the Account all or part of that deduction may be added back to income for Illinois income tax purposes.

Where Can a Federal Qualified Withdrawal be Distributed?

A Federal Qualified Withdrawal may be distributed as follows:

1. To the Account Owner;
2. To the Account Owner's bank account;
3. To the Beneficiary;
4. Directly to the Institution of Higher Education; or
5. To a Sibling of a Beneficiary to the extent it will be used to repay a Qualified Education Loan, subject to the limits of Section 529.

When taking withdrawals you should consult with your tax or legal advisor.

Should I Document Federal Qualified Higher Education Expenses?

You should retain documentation of all of the Beneficiary's Federal Qualified Higher Education Expenses for your records. The Account Owner or Beneficiary is responsible for determining whether a distribution from an Account is a Federal Qualified Withdrawal, a Federal Nonqualified Withdrawal, or an Illinois Nonqualified Withdrawal and for paying any applicable taxes or penalties.

Can I Recontribute Refunded Amounts?

In the case of a Beneficiary who receives a refund of any Federal Qualified Higher Education Expenses from an eligible educational institution, the amount refunded will not be subject to federal income tax to the extent it is recontributed to a 529 plan account for the same Beneficiary, but only to the extent such recontribution is made no later than sixty (60) days after the date of such refund and does not exceed the refunded amount. It is the responsibility of the Account Owner to keep all records of the refunds and subsequent recontributions. You should consult your legal and tax advisor to determine your eligibility for this treatment.

When Must Withdrawals Begin?

There is no Beneficiary age or other deadline by which distributions from your Account must begin. It is important to match payment of expenses and the corresponding withdrawal in the same calendar year for tax purposes.

Can I Make Withdrawals for Other Purposes?

You may withdraw money from your Account at any time. However, to the extent that the withdrawal is a Federal Nonqualified Withdrawal, the Earnings Portion of such Federal Nonqualified Withdrawal will be includible in your income for federal income tax purposes, and the part so includible will generally also be subject to a 10% federal penalty tax. Certain exceptions to the imposition of the penalty tax apply. In addition, to the extent that the withdrawal is an Illinois Nonqualified Withdrawal, there may be recapture of any Illinois state income tax deductions previously claimed for Contributions to the Account. See "Federal and State Tax Considerations."

The Account Owner or Beneficiary is responsible for determining whether a distribution from an Account is a Federal or Illinois Qualified or Nonqualified Withdrawal and for paying any applicable taxes or penalties.

May I Roll Over My Account?

You may direct a transfer of money from your Account to an account in another 529 qualified tuition program for the same or another beneficiary. Alternatively, you may make a withdrawal from your Account and re-deposit the withdrawn balance within sixty (60) days into an account in another 529 qualified tuition program for the same or another beneficiary. If the beneficiary stays the same, the transfer will be treated as an income tax-free Federal Qualified Rollover Distribution as long as the transfer does not occur within twelve (12) months from the date of a previous rollover to another 529 qualified tuition program for the beneficiary. If you change beneficiaries, the transfer will be treated as a Federal Qualified Rollover Distribution only if the new beneficiary is a Member of the Family of the former Beneficiary.

A rollover to an out-of-state qualified tuition program will be treated as an Illinois Nonqualified Withdrawal. See "Federal and State Tax Considerations." Before rolling over your Account to an out-of-state 529 qualified tuition program, you should consult with your legal and tax advisors.

What Happens to an Account If the Beneficiary Does Not Attend College?

If the Beneficiary of an Account does not incur Federal Qualified Higher Education Expenses, you may withdraw the Account balance or change the Beneficiary of the Account. To the extent that you make a Federal Nonqualified Withdrawal from the Account, the Earnings Portion of such Federal Nonqualified Withdrawal will be includible in your income for federal income tax purposes and will be subject to a 10% federal penalty tax. In addition, Illinois law provides for the recapture of Illinois state tax benefits in the event an Account Owner takes an Illinois Nonqualified Withdrawal from an Account, other than on account of the death or disability of the Beneficiary. A change of the Beneficiary of the Account will not result in any income tax consequences so long as the new Beneficiary is a Member of the Family of the former Beneficiary. For more information, see "Federal and State Tax Considerations."

How Do I Close an Account?
To withdraw all of the funds and close your Account, complete and submit the Withdrawal Request Form. The Program does not charge any surrender or other withdrawal fees. However, if you have made a Contribution by check, EFT, or AIP, you may not be able to withdraw funds in your Account until the check through which you made your Contributions clears and the Program has collected the funds.

OTHER IMPORTANT WITHDRAWAL CONSIDERATIONS

The tax benefits afforded to 529 Plans must be coordinated with other programs designed to provide tax benefits for meeting Federal Qualified Higher Education Expenses in order to avoid the duplication of such benefits. See "Federal and State Tax Considerations." You should consult with a tax or legal advisor with respect to the various education benefits.

LIMITATIONS AND PENALTIES

Are There Limits on Investment Changes?
Under federal law, the Program must prohibit contributors and the Beneficiary from directing the investment of any Contributions (or earnings thereon) more than two times in a calendar year. As a result, an Account Owner can change the Portfolio or Portfolios in which Contributions and any earnings on such Contributions are invested twice per calendar year, or upon a change of Beneficiary.

If an Account Owner has multiple Accounts in the Program for the same Beneficiary, or multiple Accounts in the Program and other Illinois Section 529 Programs, the Account Owner may change the Portfolios in all such Accounts without tax consequences, as long as the changes to all of the Accounts are made at the same time and no more frequently than twice per calendar year or upon a change of Beneficiary.

Can I Transfer My Account to Other Illinois Section 529 Programs?
Accounts in the Pool are also offered and sold through the Bright Start Direct-Sold College Savings Program. You may transfer money from the Bright Start Direct-Sold College Savings Program to your Bright Directions Advisor-Guided 529 College Savings Program Account or from your Account to the Bright Start Direct-Sold College Savings Program without the imposition of any penalties. However, any such transfer constitutes a change in the investment option in which your Account is invested and therefore may occur only twice per calendar year, or upon a change of Beneficiary.

Are There Limitations on Transfers Out of the Program?
The Program does not charge a surrender fee, a contingent deferred sales charge, or any other fee to transfer out of the Program. You may roll over your Account to another 529 qualified tuition program without potentially adverse federal income tax consequences only if the rollover does not occur within twelve (12) months from the date of a previous rollover for the Beneficiary, or upon a change of Beneficiary. Such a rollover, however, may be an Illinois Nonqualified Withdrawal. See "Federal and State Tax Considerations."

Are There Penalties on Withdrawals From the Program?
The Program does not charge a withdrawal fee. If an Account Owner withdraws funds as a Federal Nonqualified Withdrawal, the Earnings Portion of the withdrawal will be includible in their federal gross income and subject to a 10% federal penalty tax.

Illinois law provides for the recapture of Illinois state tax benefits in the event an Account Owner takes an Illinois Nonqualified Withdrawal from an Account. See "Federal and State Tax Considerations". You should consult with your tax advisor in such circumstances.

OTHER INFORMATION

How Will Investment in the Program Affect My Beneficiary's Chances of Receiving Financial Aid?
The eligibility of the Beneficiary for financial aid may depend upon the circumstances of the Beneficiary's family at the time the Beneficiary enrolls in an Institution of Higher Education, as well as on the policies of the governmental agencies, school, or private organizations to which the Beneficiary and/or the Beneficiary's family applies for financial assistance. These policies vary at different institutions and can change over time. Therefore, no person or entity can say with certainty how the federal aid programs, or the school to which the Beneficiary applies, will treat your Account.

Are Contributions Part of an Account Owner's Bankruptcy Estate?
The Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 protects many Section 529 accounts in federal bankruptcy proceedings. Generally, your Account will be protected if the Beneficiary is your child, stepchild, grandchild, or stepgrandchild (including a child, stepchild, grandchild, or stepgrandchild through adoption or foster care) subject to the following limits:

- Contributions made to all Section 529 accounts for the same designated beneficiary at least 720 days before a federal bankruptcy filing are completely protected;
- Contributions made to all Section 529 accounts for the same designated beneficiary more than 365 days, but less than 720 days before a federal bankruptcy filing are protected up to $6,825; and
- Contributions made to all Section 529 accounts for the same designated beneficiary less than 365 days before a federal bankruptcy filing are not protected against creditor claims in federal bankruptcy proceedings.

Your own state law may offer additional creditor protections. You should consult your legal advisor regarding the effect of any bankruptcy filing on your Account.

Does Illinois Law Protect Accounts From Creditors?
Under certain circumstances, money held in an Account in the Program is exempt from the claims of the creditors of an Account Owner, contributor, or Beneficiary.

Illinois law protects your Account from all claims of creditors of the Beneficiary, the Account Owner, or the contributor, subject to the following limits:

- Contributions made with an actual intent to hinder, delay, or defraud a creditor are not protected;
- Contributions made during the 365-day period prior to filing a bankruptcy petition are protected, for each Beneficiary, only up to the amount of the annual federal gift tax exclusion (for 2021 the annual exclusion is $15,000 and will increase to $16,000 in 2022); and
- Contributions made during the period beginning 730 days and ending 366 days prior to filing a bankruptcy petition are protected, for each Beneficiary, only up to the amount of the annual federal gift tax exclusion (for 2021 the annual exclusion is $15,000 and will increase to $16,000 in 2022).

Thus, assuming that no contributions were made with an actual intent to hinder, delay, or defraud a creditor, all amounts contributed more than 730 days prior to filing the bankruptcy petition are protected, and amounts contributed within 730 days of filing the bankruptcy petition are currently protected up to either $15,000 or $30,000 in 2021 (increasing to $16,000 or $32,000 effective January 1, 2022), per Beneficiary, depending upon the timing of the contributions.

None of the Program, the Treasurer, the Trustee, the Trust, the Distributor, or the Program Manager make any representations or warranties regarding protection from creditors. You should consult your legal advisor regarding this law and your circumstances.

What Kind of Statements Will I Receive?
The Program Manager will maintain separate records for your Account and will provide quarterly statements to you and your advisor showing:

- Contributions made to the Account;
- Change in Account value for the period;
- Withdrawals made from the Account;
- The total value of the Account at the end of that time period; and
- Information concerning the Maximum Account Balance.

Carefully review all confirmations and account statements to verify the accuracy of the transactions. Any discrepancies must be reported to the Program within sixty (60) days of the date of the confirmation or statement. If you fail to notify us of any error, you will be considered to have approved the transaction.

To reduce the amount of duplicate mail that is sent to a household, the Program Manager will for mailing purposes combine Account statements that have the same Account Owner and mailing address. The Program Manager will send one copy of the Program Disclosure Statement and other Program communications to Account Owners at each respective household address. The Program periodically matches and updates addresses of record against the U.S. Postal Service's change of address database to minimize undeliverable items.

You can view quarterly statements online at BrightDirections.com. You will need to create an online user name, password, and credentials.

Information including prospectuses and other disclosures of all fees and expenses associated with the mutual funds, separately managed accounts, exchange-traded funds and other investments made by the Program is available at BrightDirections.com.

Is the Program Audited?
Each year an independent public accountant selected by the Program Manager will audit the Program. The auditors will examine financial statements for the Program and provide other audit, tax, and related services. The Treasurer and the Illinois Auditor General may also conduct audits of the Program and the Pool. The Program Manager has engaged Hayes & Associates, L.L.C., Omaha, Nebraska, to perform the annual audit of the Program's financial statements.

Where Can I Obtain Additional Information?
To answer your questions or request an Enrollment Form, please call your broker or other financial advisor, the Program Manager, or the Distributor. You can contact the Program Manager by calling 866.722.7283 or by writing to: Bright Directions Advisor-Guided 529 College Savings Program, P.O. Box 82623, Lincoln, NE 68501-9823.

In order to comply with Rule 15c2-12(b)(5) promulgated in the Securities Exchange Act of 1934, as amended, (herein referred to as the "Rule"), the Treasurer, on behalf of the Program, has entered into a continuing disclosure agreement for the benefit of the Account Owners. Under the continuing disclosure agreement, the Treasurer, on the Program's behalf as permitted by law, will in compliance with the Rule provide the Program's annual audited financial statement when available in conformity with the Rule and will provide notices of the occurrence of certain material events under the Rule and the continuing disclosure agreement, when applicable to the Program. The Program's audited financial statements for the fiscal year ended June 30, 2021 have been posted with the Municipal Securities Rulemaking Board.

CERTAIN RISKS TO CONSIDER

Opening an Account involves certain risks. Among other things discussed in this Program Disclosure Statement, you should carefully consider the following risks before completing an Enrollment Form. You also should read this Program Disclosure Statement, including the Exhibits, carefully before making a decision to open an Account.

INVESTMENT RISKS

The Trust is an Investment Vehicle
Accounts in the Program are subject to certain risks. In addition, certain Portfolios carry more and/or different risks than others. You should weigh these risks with the understanding that they could arise at any time during the life of your Account. For a discussion of the investment risks related to each Portfolio and its Underlying Investments, please see "Exhibit B - Investment Portfolios and Underlying Investments" and "Exhibit C - Underlying Exchange Traded Fund Information".

The Value of Your Account May Decline

As is the case with virtually all investment programs, there can be no assurance that the value of your Account will grow at any particular rate or even that the Account will not decline in value. The value of the securities in which the Portfolios invest will change due to a number of factors, most of which will not be in the control of the Treasurer or the Program Manager. If the value of these securities declines, you may lose some or all of the principal balance in your Account. Neither the Program, the Treasurer, the Trust, the Trustee, the State of Illinois, or its officials/employees, the Program Manager or any of its affiliates, nor the Distributor or any of its affiliates guarantees any minimum rate of return on your Account or that you will not lose some or all of the principal amount invested.

Your Account is not Insured or Guaranteed

Balances in your Account are not guaranteed or insured by the State of Illinois or any instrumentality of the State of Illinois, including the Treasurer, the Program Manager or any of its affiliates, the Distributor or any of its affiliates, the FDIC (except as provided elsewhere in this Program Disclosure Statement solely with respect to the FDIC-insured bank deposit account Underlying Investment), or any other individual or entity.

Market Uncertainties

Due to market uncertainties, the overall market value of your Account is likely to be highly volatile and could be subject to wide fluctuations in response to factors such as regulatory or legislative changes, worldwide political uncertainties, and general economic conditions, including inflation and unemployment rates. All of these factors are beyond the control of the Program, the Treasurer, and the Program Manager. These factors may cause the value of your Account to decrease (realized or unrealized losses) regardless of the performance or any systematic investing.

Inflation

Increases in the cost of living or the cost of education may reduce or eliminate the purchasing power of your Account.

Not a Direct Investment in Mutual Funds and Underlying Investment Risks

Although money contributed to Accounts will be invested in Portfolios that hold mutual funds (among other types of investments), none of the Trust, the Program, or any of the Program's Portfolios is itself a mutual fund, and an investment in the Program is not an investment in shares of any mutual fund. When you invest money in a Portfolio, you will receive Portfolio units. Your money will be used to purchase shares of Underlying Investments. However, the settlement date for the Portfolio's purchase of shares of an Underlying Investment typically will be one to three business days after the trade date for your purchase of Portfolio units. Depending on the amount of cash flow into or out of the Portfolio and whether the Underlying Investment is going up or down in value, this timing difference will likely cause the Portfolio's performance either to trail or exceed the Underlying Investment's performance. An investment in the Program is an investment in municipal fund securities that are issued and offered by the Trust. These securities are not registered with the U.S. Securities and Exchange Commission ("SEC") or any state, nor are the Trust, the Trustee, the Program, the Treasurer, or the Portfolios registered as investment companies with the SEC.

The Portfolios invest in Underlying Investments so the Portfolio's investment performance and risks are directly related to the performance and risks of the Underlying Investments. The Accounts will indirectly bear the expenses charged by the Underlying Investments.

Each Portfolio Has Risks

Each of the Portfolios is subject to certain risks that may affect Portfolio performance. Set forth below is a list of major risks applicable to the Portfolios. See "Exhibit B - Investment Portfolios and Underlying Investments", "Exhibit C - Underlying Exchange Traded Fund Information" and the respective prospectuses of the underlying mutual funds and exchange-traded funds for a description of the risks associated with the Underlying Investments in which the Portfolios invest.

Since each Portfolio is invested in mutual funds, separate accounts, or exchange-traded funds you will want to obtain each underlying fund's prospectus and summary prospectus which includes investment objectives, risks, fees, expenses, and other information that you should read and consider carefully before investing. Prospectuses are available for free on the Internet at each respective underlying mutual fund's website.

- **Market risk.** Securities prices change every business day, based on investor reactions to economic, political, market, industry, and corporate developments. At times, these price changes may be rapid and dramatic. Some factors may affect the market as a whole, while others affect particular industries, firms, or sizes or types of securities.
- **Interest rate risk.** A rise in market interest rates typically causes bond prices to decline. Bonds with longer maturities and lower credit quality than other fixed income securities tend to be more sensitive to changes in interest rates. Bonds that can be paid off before maturity, such as mortgage-backed securities, tend to be more volatile than other types of debt securities. Short and long-term interest rates do not necessarily move the same amount or in the same direction. Money market investments are also affected by interest rates, particularly short-term rates: when short-term interest rates fall, money market yields usually fall as well.
- **Foreign investment risk.** Foreign stocks and bonds tend to be more volatile, and may be less liquid, than their U.S. counterparts. The reasons for such volatility can include greater political and social instability, lower market liquidity, higher costs, less stringent investor

protections, and inferior information on issuer finances. In addition, the dollar value of most foreign currencies changes daily. All of these risks tend to be higher in emerging markets than in developed markets.

- **Asset-Backed Securities risk.** A Portfolio's performance could suffer to the extent the underlying funds in which it invests are exposed to asset-backed securities. Asset-backed securities are subject to early amortization due to amortization or payout events that cause the security to payoff prematurely. Under those circumstances, an underlying fund may not be able to reinvest the proceeds of the payoff at a yield that is as high as that which the asset-backed security paid. In addition, asset-backed securities are subject to fluctuations in interest rates that may affect their yield or the prepayment rates on the underlying assets.
- **Derivatives risk.** There are certain investment risks in using derivatives such as futures contracts, options on futures, interest rate swaps and structured notes, as a hedging technique. If an Underlying Investment fund incorrectly forecasts interest rates in using derivatives, the Underlying Investment fund and any Portfolio invested in it could lose money. Price movements of a futures contract, option or structured notes may not be identical to price movements of portfolio securities or a securities index, resulting in the risk that, when an Underlying Investment fund buys a futures contract or option as a hedge, the hedge may not be completely effective. The use of these management techniques also involves the risk of loss if the advisor to an Underlying Investment fund is incorrect in its expectation of fluctuations in securities prices, interest rates or currency prices. Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Underlying Investment, and may be subject to counterparty risk to a greater degree than more traditional investments. Please see the underlying mutual fund prospectus for complete details.
- **Concentration risk.** To the extent that a Portfolio is exposed to securities of a single country, region, industry, structure, or size, its performance may be unduly affected by factors common to the type of securities involved.
- **Issuer risk.** Changes in an issuer's business prospects or financial condition, including those resulting from concerns over accounting or corporate governance practices, could significantly affect a Portfolio's performance if the Portfolio has sufficient exposure to those securities.
- **Credit risk.** The value of a bond or money market security could fall if its credit backing deteriorates or if the issuer encounters financial difficulties. In more extreme cases, default or the threat of default could cause a security to lose most or all of its value. Generally, credit risks are greater with respect to high-yield bonds than they are with respect to investment-grade bonds.

Individual Fund Portfolios and Individual Fund ETF Portfolios Not as Diversified as Age-Based and Target Portfolios

The Individual Fund Portfolios and Individual Fund ETF Portfolios are designed to invest in a single mutual fund, separately managed account, or exchange-traded fund. Individual Fund Portfolios and Individual Fund ETF Portfolios, by design, are not as diverse as the Age-Based and Target Portfolios which are invested in a number of different Underlying Investments. Since each Individual Fund Portfolio and Individual Fund ETF Portfolio is invested in one Underlying Investment, the performance of the Individual Fund Portfolio and Individual Fund ETF Portfolio is dependent on the performance of the Underlying Investment. Consequently, the performance of each of the Individual Fund Portfolios and Individual Fund ETF Portfolios may be more volatile than the Age-Based and Target Portfolios.

ETF Risk

The Individual Fund ETF Portfolios will be exposed to the risks inherent in certain ETF investments, such as passive strategy/index risk, index tracking risk, trading issues, fluctuation of net asset value and share premiums and discounts.

Suitability of Program for Account Owner

An investment in the Program will not be an appropriate investment for all investors. Some Portfolios entail more risk than other Portfolios and may not be suitable for all Account Owners, or for the entire balance of the Account. This is particularly true for Individual Fund Portfolios and Individual Fund ETF Portfolios which are invested in a single Underlying Investment. No Individual Fund Portfolio or Individual Fund ETF Portfolio should be considered a complete investment program, but should be a part of an Account Owner's overall investment strategy designed in light of an Account Owner's particular needs and circumstances, as well as an Account Owner's determination (after consulting with his or her advisors and consultants) of the Account Owner's own risk tolerance, including the ability to withstand losses.

You should evaluate the Program, the investment option you select, and the Portfolios in the context of your overall financial situation, investment goals, tax status, other resources and needs (such as liquidity) and other investments, including other college savings strategies.

While there is no guarantee that the Program is or will be an appropriate investment for anyone, in particular, if you consider yourself an especially aggressive or conservative investor, you may want to save for higher education by making investments in addition to, or other than, through the Program to seek to achieve the investment result that is appropriate for you. Because neither the Program, the Trust, the Trustee, the Treasurer, the State of Illinois, the Distributor, nor the Program Manager are providing you any recommendations on any investments in the Program, you are urged to consult a financial advisor if you are unsure whether or how much to invest in the Program or which Portfolios are suitable for you.

PROGRAM RISKS

Laws Governing 529 Qualified Tuition Programs May Change

There is a risk that federal and state laws and regulations governing 529 qualified tuition programs could change in the future.

The proposed Federal Treasury regulations that have been issued under Section 529 of the Code provide guidance and requirements for the establishment and operation of the Pool but do not provide guidance on all aspects of the Pool. Final regulations or other administrative guidance or court decisions might be issued that could adversely impact the federal tax consequences or requirements with respect to the Pool or Contributions to or withdrawals from your Account. In addition, Section 529 or other federal law could be amended in a manner that materially changes the federal tax treatment of Contributions to and withdrawals from your Account.

You should understand that changes in the law governing the federal and/or state tax consequences described in this Program Disclosure Statement might necessitate material changes to the Pool for the anticipated tax consequences to apply.

Furthermore, the Pool has been established pursuant to Illinois law, the guidelines and procedures adopted by the Illinois State Treasurer, and applicable securities laws. Changes to any of those laws or regulations may also affect the operation and tax treatment of the Pool, as described in this Program Disclosure Statement.

Limitation on Investment Selection

The Account Owner may only change the investment selection for an Account twice per calendar year, or upon a change in Beneficiary. If an Account Owner has multiple Accounts in the Program for the same Beneficiary, or multiple Accounts in the Program and other Illinois Section 529 Programs, the Account Owner may change the Portfolios in all such Accounts without tax consequences, as long as the changes to all of the Accounts are made at the same time and no more frequently than twice per calendar year or upon a change of Beneficiary.

Limitations on Contributions to Accounts

The Program has established a limit on the aggregate balance that can be held in any Account(s) established on behalf of a particular Beneficiary. However, even if the aggregate value of all Accounts established for a Beneficiary under the Program equals the Maximum Account Balance limit, such Account balance may not be sufficient to fund all of the Federal Qualified Higher Education Expenses of such Beneficiary.

Potential Changes in Program Manager

The initial term of the Program Management Agreement ends in July 2024. The Program Management Agreement is subject to a three-year extension if the Program Manager meets certain performance standards. The Treasurer has the right to terminate the Program Management Agreement earlier under certain circumstances, including the material breach of the Program Management Agreement.

If the term of the Program Management Agreement expires, or the Program Management Agreement is terminated under other circumstances, the Program Manager may continue to provide services under the Program Management Agreement with respect to Accounts in existence as of the last day of the term. Upon the expiration or termination of the Program Management Agreement, Accounts may be transferred to a successor program manager. In either case, the fee or compensation structure may be higher than the fee originally paid under the Program Management Agreement and, in the case of a successor program manager, such program manager may recommend different investments for the portfolios or achieve performance results that are different than those achieved by the Program Manager.

Illiquidity of Account

Funds in your Account will be subject to the terms and conditions of the Program and the Participation Agreement. These provisions may limit your ability to withdraw funds or to transfer these funds. Under no circumstances may any interest in an Account or the Program be used as security for a loan.

Portfolio Performance May Not Keep Pace with Education Expense Inflation

No assurance can be given that any Portfolio will earn any investment return. In addition, the level of future inflation in Federal Qualified Higher Education Expenses is uncertain and could exceed the rate of investment return earned by any or all of the Portfolios.

Program Contributions Do Not Create Illinois Residency

Contributions to the Program do not create Illinois residency status for you or a Beneficiary for purposes of determining the rate of tuition charged by an Illinois educational institution.

Impact on the Beneficiary's Ability to Receive Financial Aid

The eligibility of the Beneficiary for financial aid may depend upon the circumstances of the Beneficiary's family at the time the Beneficiary enrolls in an Institution of Higher Education, as well as on the policies of the governmental agencies, school, or private organizations to which the Beneficiary and/or the Beneficiary's family applies for financial assistance. Because saving for college will increase the financial resources available to the Beneficiary and the Beneficiary's family, it most likely will have some effect on the Beneficiary's eligibility. These policies vary at different institutions and can change over time. Therefore, no person or entity can say with certainty how the federal aid programs, or the school to which the Beneficiary applies, will treat your Account.

Medicaid and Other Federal and State Benefits

The effect of an Account on eligibility for Medicaid or other state and federal benefits is uncertain. It is possible that an Account will be viewed as a "countable resource" in determining an individual's financial eligibility for Medicaid. Withdrawals from an Account during certain periods also may have the effect of delaying the disbursement of Medicaid payments. You should consult a qualified advisor to determine how an Account may affect eligibility for Medicaid or other state and federal benefits.

No Guarantees With Respect to Institution of Higher Education

Participation in the Program does not guarantee that any Beneficiary: (i) will be accepted as a student by any Institution of Higher Education; (ii) if accepted, will be permitted to continue as a student; (iii) will be treated as a state resident of any state for tuition or financial aid purposes; (iv) will graduate from any Institution of Higher Education; or (v) will achieve any particular treatment under applicable state or federal financial aid programs.

No Recommendation by Program Manager, the State of Illinois or the Trust

Neither the Program Manager nor the State of Illinois nor the Trust, the Trustee, or the Treasurer, is recommending any specific Portfolio for any particular Account Owner. The determinations of whether to invest, how much to invest and in which Portfolios, is solely the decision of the Account Owner. An Account Owner should seek the advice of his or her advisor in choosing to invest in the Program and in selecting any specific Portfolio.

Education Savings Alternatives

A number of other qualified tuition programs and other education savings and investment programs are currently available to prospective Account Owners. These programs may offer benefits, including state tax benefits, other investment options, and investment control (in programs other than qualified tuition programs), to some or all Account Owners or Beneficiaries that are not available under the terms of the Program. For example, an Account Owner's state of residence may offer a qualified tuition program similar to the Program that offers state tax deductions or other benefits not available from participation in the Program. In addition, federal tax law may be changed to create new education savings alternatives with more favorable federal tax consequences than those available through the Program. These programs may also involve fees and expenses that are lower than the fees and expenses under the Program. Accordingly, prospective Account Owners should consider these other investment alternatives, including any qualified tuition program offered by Account Owner's state of residence, before establishing an Account and participating in the Program.

The Investment Portfolios Not Designed for K-12 Tuition

We have not designed the Investment Portfolios we offer through the Program to assist you in reaching your K-12 Tuition savings goals. Specifically, the Age-Based Portfolios are designed for Account Owners seeking to automatically invest in progressively more conservative investments as their Beneficiary approaches college age. The Age-Based Portfolios time horizons and withdrawal periods may not match those needed to meet your K-12 Tuition savings goals, which may be significantly shorter. In addition, if you are saving for K-12 Tuition and wish to invest in the Target Portfolios, please note that we have not structured these Portfolios to automatically invest in progressively more conservative investments as the Beneficiary approaches college age. This means that your assets will remain invested in your selected Target Portfolio until you direct us to move them to a different Portfolio. You should consult a tax advisor and an investment advisor about investing in the Program in light of your personal circumstances.

IRS Regulations Not Final

As of the date of this Program Disclosure Statement, the IRS has not issued final tax regulations regarding Qualified Tuition Programs. In addition, the Program has not sought, nor has it received, a private letter ruling from the IRS regarding the status of the Program under Section 529 of the Code.

Securities Laws

Shares held by the Accounts in the Program are generally considered municipal fund securities. The shares will not be registered as securities with the SEC or any state securities regulator. In addition, the Portfolios will not be registered as investment companies under the Investment Company Act of 1940. Neither the SEC nor any state securities commission has approved or disapproved the shares or passed upon the adequacy of the Program Disclosure Statement.

Tax Considerations

The federal and certain state tax consequences associated with participating in the Program can be complex. Please see Federal and State Tax Considerations beginning on page 49. You should consult a tax advisor regarding the application of tax laws to your particular circumstances.

EXHIBIT A

ACCOUNT PARTICIPATION AGREEMENT

For The Bright Directions Advisor-Guided 529 College Savings Program

Pursuant to the terms and conditions of this Participation Agreement, the Account Owner, by completing and signing an Enrollment Form, hereby requests the Bright Directions Advisor-Guided 529 College Savings Program Trust to open (or in the case of a successor Account Owner, to maintain) an Account for the individual designated on the Enrollment Form as the Beneficiary (hereinafter, "Beneficiary").

<u>SECTION 12 OF THIS AGREEMENT IS AN ARBITRATION PROVISION. YOU SHOULD READ THE ARBITRATION PROVISION CAREFULLY. IT MAY HAVE A SUBSTANTIAL IMPACT ON YOUR RIGHTS.</u>

GENERAL TERMS AND CONDITIONS

Capitalized terms not defined in this Participation Agreement shall have the respective meanings assigned to them in the current Program Disclosure Statement for the Program or in the Illinois Administrative Code, which is available upon request as described in the Program Disclosure Statement or online at http://www.ilga.gov/commission/jcar/admincode/titles.html.

The Account Owner ("you"), the Bright Directions College Savings Program Trust (the "Trust") which holds the assets for the Bright Directions Advisor-Guided 529 College Savings Program, the office of the Illinois State Treasurer ("Treasurer") and Union Bank & Trust Company as the Program Manager ("Program Manager") hereby agree as follows:

Section 1. Accounts and Beneficiaries.

(a) **Opening Account.** The purpose of this Participation Agreement is to establish an Account for the Federal Qualified Higher Education Expenses of the Beneficiary named in the Enrollment Form.

(b) **Separate Accounts.** The Trust will maintain a separate Account for each Beneficiary. Each Account will be governed by a Participation Agreement and the Program's Declaration of Trust which may be obtained from the Program Manager. All assets held in your Account will be held for the exclusive benefit of you and the Beneficiary as provided by applicable law.

(c) **Naming and Changing Beneficiaries.** You will name the Beneficiary for an Account in the Enrollment Form. You can change the Beneficiary at any time, subject to federal and state law. In order to avoid certain adverse tax consequences, a new Beneficiary must be a "Member of the Family" of the replaced Beneficiary, as that term is defined under Section 529 of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of future law (the "Code"). The designation of the new Beneficiary will be effective upon receipt of the appropriate form, properly completed and submitted.

(d) **Choice of Portfolio.** Money invested in an Account will be invested in the Portfolio or Portfolios designated in the Enrollment Form. The Account Owner may change the Portfolio or Portfolios in which money is invested twice every calendar year, or upon a change of the Beneficiary.

If an Account Owner has multiple Accounts in the Program for the same Beneficiary, or multiple Accounts in the Program and other Illinois Section 529 Programs, the Account Owner may change the Portfolios in all such Accounts without tax consequences, so long as the changes to all of the Accounts are made at the same time and no more frequently than twice per calendar year or upon a change of the Beneficiary.

Section 2. Contributions.

(a) **Contributions To Be in Cash.** All Contributions must be in cash. "Cash," for purposes of this Section 2, means only (i) checks, (ii) payroll contributions made by your employer, (iii) electronic funds transfers, from your bank, (iv) an automatic investment plan, (v) Bright Directions GiftED contributions, (vi) wire transfers, (vii) Bright Directions 529 College Savings Visa® Card "Rewards", or (viii) a rollover or transfer from another 529 qualified tuition program, Coverdell Education Savings Account, or a qualified U.S. Savings Bond.

(b) **Minimum Contributions.** There is no minimum contribution amount. A Contribution need not be made every year.

(c) **Additional Contributions.** You may make additional Contributions at any time, subject to the overall limit described in the next paragraph.

(d) **Maximum Contribution Limit.** The Treasurer will set a Maximum Account Balance for the Program. You may not make additional Contributions to any Account for a Beneficiary once the aggregate balance of all Accounts for the Beneficiary, and all accounts in other Illinois Section 529 Programs for the Beneficiary, including the Bright Start Direct-Sold College Savings Program and College Illinois!, equals or exceeds the Maximum Account Balance. The Program will inform you of the Maximum Account Balance for each year.

Section 3. Distribution From Accounts. You may direct the Program Manager to distribute part or all of the money in an Account at any time.

(a) You must complete a withdrawal request form, an online withdrawal form, or follow such other procedures for the withdrawal of money in an Account as the Treasurer may designate. The Treasurer may change the withdrawal request form or modify the procedures for withdrawing money from an Account from time to time.

(b) You acknowledge the Earnings Portion of a Federal Nonqualified Withdrawal, as defined in the Program Disclosure Statement, will be included in your income for federal and state tax purposes, may be subject to a 10% federal penalty tax, and may be subject to recapture of Illinois state tax benefits. You also acknowledge that to the extent that the withdrawal is an Illinois Nonqualified Withdrawal, as defined in the Program Disclosure Statement, there may be recapture of any Illinois state income tax deduction previously claimed for Contributions to the Account.

(c) Notwithstanding any other provision of this Agreement, the Treasurer may terminate an Account upon a determination that you or the Beneficiary has provided false or misleading information to the Trust, the Trustee, the Treasurer, the Program Manager, or an Institution of Higher Education. The Treasurer will pay you the balance remaining in the Account, less any state or federal taxes to be withheld, if applicable.

(d) If you cancel your Participation Agreement for an Account, you will receive the fair market value of the Account on the date the Account is distributed.

Section 4. Your Representations and Acknowledgments.

(a) You acknowledge and agree that the creation of an Account under the Trust subjects your Account and Contributions to sales charges and ongoing fees as described in the Program Disclosure Statement.

(b) You have received and read the Program Disclosure Statement for the Bright Directions Advisor-Guided 529 College Savings Program and have carefully reviewed all the information contained therein, including information provided by or with respect to the Trust and the Program Manager. You have been given an opportunity, within a reasonable time prior to the date of this Agreement, to ask questions and receive answers concerning (i) an investment in the Trust, (ii) the terms and conditions of the Trust and (iii) this Agreement and to obtain such additional information necessary to verify the accuracy of any information furnished. You have had the opportunity to ask questions of a representative of the Bright Directions Advisor-Guided 529 College Savings Program and you and your tax, legal, or investment advisors have received satisfactory answers to any questions asked. You also agree that you have had the opportunity to review and hereby approve and consent to all compensation paid or received by any party connected with the Trust or any of its investments as disclosed in the Program Disclosure Statement.

(c) You acknowledge and agree that the value of your Account will increase or decrease based on the investment performance of the investment Portfolio or Portfolios of the Trust in which the Account is then invested. **YOU UNDERSTAND THAT THE VALUE OF ANY ACCOUNT MAY BE MORE OR LESS THAN THE AMOUNT INVESTED IN THE ACCOUNT.** You agree that all underlying investment decisions will be made by the Treasurer. You understand that you may only direct the investment of Contributions to the Program (or earnings thereon) no more than two times in a calendar year. You also acknowledge and agree that neither the State of Illinois, the Trust, the Trustee, the Treasurer, the Program Manager, the Distributor, nor any other advisor or consultant retained by or on behalf of the Trust makes any guarantee that you will not suffer a loss of the amount invested in any Account.

(d) You understand that so long as Union Bank & Trust Company serves as Program Manager for the Bright Directions Advisor-Guided 529 College Savings Program and is performing services for the Trust, it may follow the directives of the Treasurer. When acting in such capacity, Union Bank & Trust Company will have no liability to you or any other Beneficiary of this Agreement.

(e) You acknowledge and agree that participation in the Bright Directions Advisor-Guided 529 College Savings Program does not guarantee that any Beneficiary: (i) will be accepted as a student by an Institution of Higher Education; (ii) if accepted, will be permitted to continue as a student; (iii) will be treated as a state resident of any state for tuition purposes; (iv) will graduate from any Institution of Higher Education; or (v) will achieve any particular treatment under applicable state or federal financial aid program. You also acknowledge and agree that neither the State of Illinois, the Trust, the Trustee, the Treasurer, the Program Manager, the Distributor, nor any other advisor or consultant retained by or on behalf of the Trust makes any such representation or guarantee.

(f) You acknowledge and agree that no Account will be used as collateral for any loan. Any attempted use of an Account as collateral for a loan will be void.

(g) You acknowledge and agree that the Trust will not loan any assets to you or the Beneficiary.

(h) You agree and acknowledge that the Illinois College Savings Pool (the "Pool") was established pursuant to Section 16.5 of the State Treasurer's Act, ILCS 505/16.5 (the "Act"), that the Trust was established under the Act and is administered by the Treasurer of the State of Illinois, pursuant to state law, and is intended to qualify for certain federal income tax consequences under Section 529 of the Internal Revenue Code. You further acknowledge that such federal and state laws are subject to change, sometimes with retroactive effect, and that neither the State of Illinois, the Trust, the Trustee, the Treasurer, the Program Manager, the Distributor, nor any advisor or consultant retained by the Trust makes any representation that such state or federal laws will not be changed or repealed.

(i) You acknowledge that the Trust is the record owner of the shares of the mutual funds in which each Portfolio is invested and that you will have no right to vote, or direct the voting of, any proxy with respect to such shares.

(j) If the Account Owner is a trust or other entity, then the Account Owner represents and warrants that (i) the trust or other entity is duly organized, validly existing, and in good standing under the laws of its state of organization and has the power and authority to enter into this Participation Agreement, (ii) the execution, delivery, and performance of this Participation Agreement by the Account Owner have been duly authorized by all necessary action on the part of the Account Owner, and (iii) this Participation Agreement constitutes the legal, valid, and binding obligation of the Account Owner, enforceable against the Account Owner in accordance with its terms.

Section 5. Fees and Expenses. The Trust 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 Treasurer shall determine appropriate.

(a) **Program Management Fee.** Each Age-Based, Target, Individual Fund, and Individual Fund ETF Portfolio is subject to a program management fee at an annual rate of 0.14% of the average daily net assets, which is accrued daily and reflected in the NAV of each Age-Based, Target, Individual Fund and Individual Fund ETF Portfolio. The annual program management fee will be decreased or increased under certain circumstances as disclosed in the Program Disclosure Statement.

(b) **State Administrative Fee.** Except as provided in the next sentence, each Age-Based, Target, Individual Fund, and Individual Fund ETF Portfolio is subject to a state administrative fee at an annual rate of 0.03% of the average daily net assets, which is accrued daily and reflected in the NAV of each Age-Based, Target, Individual Fund, and Individual Fund ETF Portfolio. The Money Market 529 Portfolio and Bank Savings 529 Portfolio is subject to a state administrative fee at the annual rate of 0.00%

of the average daily net assets. The Treasurer may, in its sole discretion, modify the state administrative fee. Account owners will be notified of any change in the state administrative fee.

(c) **Investment Management Fees.** You agree and acknowledge that each of the underlying mutual funds, exchange traded funds, separately managed accounts, or other investments held indirectly in your Account will also have investment management fees and other expenses, which have been disclosed to you.

(d) **Change in Fees.** You acknowledge and agree that the charges described above may be increased or decreased as the Treasurer shall determine to be appropriate.

(e) **Sales Loads, Redemption Fees, and Administrative Fees.** An Account is subject to the fees set forth in this paragraph. You may choose from among Fee Structure A, C, E, F, G, or H. 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 3.50% 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 E: If you open your Account through an employer-sponsored option, you may select Fee Structure E. You will not pay a sales load at the time each Contribution is made, but will pay ongoing fees at an annualized rate of 0.25% of the aggregate average fair market value of assets in your Account.

(iv) 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.

(v) Fee Structure G: If you select Fee Structure G, 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 0.25% of the aggregate average fair market value of assets in your Account. Only Account Owners who purchased Bright Start Class G Units prior to July 23, 2007 and whose broker of record remains Citigroup Global Market Inc. or Morgan Stanley Smith Barney LLC are eligible to purchase Class G Units in their existing Class G Units Accounts. If an Account Owner's broker of record changes, such Account Owner is no longer eligible to hold Class G Units in his or her Account.

(vi) Fee Structure H: If you select Fee Structure H, you will not pay a sales load at the time each Contribution is made or an ongoing fee. Only Account Owners who purchased Class H Units prior to July 23, 2007 through brokers other than Citigroup Global Market Inc.'s Smith Barney division are eligible to purchase Class H Units in their existing Class H Units Accounts.

Fees set forth under Fee Structure A, C, E, F, G, or H, if any, are in addition to all other fees charged against the Account. You may choose to make Contributions under more than one fee structure by establishing separate Accounts. The annualized fees applicable to each Account under each of the fee structures are accrued daily and reflected in the NAV of each Portfolio.

For Fee Structure A, C, E, F, G, or H, no Annual Account Servicing Fee is charged for the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio.

Contributions made to the Invesco Government & Agency 529 Portfolio, Bank Savings 529 Portfolio, Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 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 Invesco Government & Agency 529 Portfolio, Bank Savings 529 Portfolio, the Fidelity Short-Term Bond Index 529 Portfolio, or the Baird Short-Term Bond 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 3.00% 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 Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio, and your financial advisor will not receive any commission on Contributions under Fee Structure C, G, or H to the Invesco Government & Agency 529 Portfolio and Bank Savings 529 Portfolio.

Section 6. Necessity of Qualification. The Pool intends to qualify for favorable federal tax treatment under Section 529 of the Code. You agree and acknowledge that qualification under Section 529 of the Code is vital and agree that the Treasurer may amend this Participation Agreement upon a determination that such an amendment is required to maintain such qualification.

Section 7. Audit. The Program Manager shall cause the Trust and its assets to be audited at least annually by a certified public accountant. A copy of the audited financial statements can be obtained by calling the Program Manager at 866.722.7283, going to BrightDirections.com, or by visiting IllinoisTreasurer.gov.

Section 8. Reporting. The Program, through the Program Manager, will provide quarterly reports of Account activity and the value of each Account. Account information can also be obtained via the Program's website at BrightDirections.com.

Section 9. Account Owner's Indemnity. You recognize that each Account will be established based upon your statements, agreements, representations, and warranties set forth in this Participation Agreement and the Enrollment Form. You agree to indemnify and to hold harmless the Trust, the Treasurer, the Program Manager and its affiliates, the Distributor and its affiliates, and any representatives of the Trust from and against any and all loss, damage, liability, or expense, including costs of reasonable attorneys' fees to which they may be put or which they may incur by reason of, or in connection with, any breach by you of your acknowledgments, representations, or warranties or any failure of you to fulfill any covenants or agreements set forth herein. You agree that all statements, representations, and warranties will survive the termination of your Account.

Section 10. Amendment and Termination. Nothing contained in the Trust or this Participation Agreement shall constitute an agreement or representation by the Treasurer or anyone else that the Trust will continue in existence. At any time, the Treasurer may amend the Declaration of Trust, if any, and this Participation Agreement or suspend or terminate the Trust by giving written notice of such action to the Account Owner, so long as, after the action, the assets in your Accounts are still held for the exclusive benefit of you and your Beneficiary.

Section 11. Governing Law. This Agreement shall be governed and interpreted in accordance with the laws of the State of Illinois. Except as set forth in section 12 below, all parties agree that exclusive venue and jurisdiction for any legal proceedings related to this Participation Agreement or the Bright Directions Advisor-Guided 529 College Savings Program shall be in the State of Illinois. Any action by you against the Treasurer or the State of Illinois can only be brought in the Illinois Court of Claims.

Section 12. Arbitration. <u>YOU SHOULD READ THIS ARBITRATION PROVISION CAREFULLY. IT MAY HAVE A SUBSTANTIAL IMPACT ON YOUR RIGHTS.</u>

(a) Agreement to Arbitrate: Unless prohibited by applicable law, any legal dispute between you and us will be resolved by binding arbitration. In arbitration, a dispute is resolved by an arbitrator instead of a judge or jury. Arbitration procedures are simpler and more limited than court procedures.

(b) Coverage and Definitions: As used in this Arbitration Provision, the following terms have the following meanings:

(i) "You," "your" and "yours" refer to the Account Owner and any successor Account Owner, acting on the Account Owner's own behalf or on behalf of the Beneficiary and any successor Beneficiary.

(ii) "We," "us," "our" and "ours" refer to: (A) the Program Manager, the State of Illinois and the Treasurer; (B) any company that owns or controls the Program Manager (a "Parent Company"); and (C) any company that is controlled by a Parent Company or the Program Manager. Also, if either you or we elect to arbitrate any Claim you bring against us, the persons who may benefit by this Arbitration Provision include any other persons or companies you make a Claim against in the same proceeding.

(iii) "Claim" means any legal dispute between you and us that relates to, arises out of or has anything at all to do with: (A) this Participation Agreement, this Arbitration Provision, the Program, the Pool or the Trust; or (B) any related advertising, promotion, disclosure or notice. This includes a dispute about whether this Arbitration Provision or this Participation Agreement is valid or enforceable, about when this Arbitration Provision applies and/or about whether a dispute is arbitrable. It includes disputes about constitutional provisions, statutes, ordinances, and regulations, compliance with contracts and wrongful acts of every type (whether intentional, fraudulent, reckless or negligent). This Arbitration Provision applies to actions, omissions and events prior to, on or after the date of this Participation Agreement. It applies to disputes involving requests for injunctions, other equitable relief and/or declaratory relief. However, notwithstanding any language in this Arbitration Provision to the contrary, the term "Claim" does not include any dispute that is asserted by a party on a class basis; unless and until any such dispute is finally resolved to be inappropriate for class treatment in court, such dispute shall not constitute a "Claim" hereunder, and any such dispute shall be resolved by a court and not by an arbitrator or arbitration administrator.

(iv) "Administrator" means JAMS, 620 Eighth Avenue, 34th Floor, New York, NY 10018, www.jamsadr.org; the American Arbitration Association (the "AAA"), 1633 Broadway, 10th Floor, New York, NY 10019, www.adr.org; or any other company selected by mutual agreement of the parties. If both JAMS and AAA cannot or will not serve and the parties are unable to select an Administrator by mutual consent, the Administrator will be selected by a court. You may select the Administrator if you give us written notice of your selection with your notice that you are electing to arbitrate any Claim or within 20 days after we give you notice that we are electing to arbitrate any Claim (or, if you oppose in court our right to arbitrate a matter, within 20 days after the court determination). If you do not select the Administrator on time, we will select the Administrator.

(c) Important Notice: IF YOU OR WE ELECT TO ARBITRATE A CLAIM, YOU AND WE WILL NOT HAVE THE RIGHT TO PURSUE THAT CLAIM IN COURT OR HAVE A JURY DECIDE THE CLAIM. ALSO, YOUR AND OUR ABILITY TO OBTAIN INFORMATION AND TO APPEAL IS MORE LIMITED IN AN ARBITRATION THAN IN A LAWSUIT. OTHER RIGHTS THAT YOU AND WE WOULD HAVE IN A LAWSUIT IN COURT MAY ALSO NOT BE AVAILABLE IN ARBITRATION.

(d) Prohibition Against Certain Proceedings: (i) NO PARTY MAY PARTICIPATE IN A CLASS-WIDE ARBITRATION, EITHER AS A PLAINTIFF, DEFENDANT OR CLASS MEMBER; (ii) NO PARTY MAY ACT AS A PRIVATE ATTORNEY GENERAL IN ANY ARBITRATION; (iii) CLAIMS BROUGHT BY OR AGAINST YOU MAY NOT BE JOINED OR CONSOLIDATED WITH CLAIMS BROUGHT BY OR AGAINST ANY OTHER PERSON IN ANY ARBITRATION; AND (iv) THE ARBITRATOR SHALL HAVE NO AUTHORITY TO CONDUCT A CLASS-WIDE ARBITRATION, PRIVATE ATTORNEY GENERAL ARBITRATION OR MULTIPLE-PARTY ARBITRATION.

(e) Initiating Arbitration Proceedings: A party asserting a Claim must first comply with Section 12(k), regarding "Notice and Cure." Additionally, a party electing arbitration must give written notice of an intention to initiate or require arbitration. This notice can be given after the beginning of a lawsuit and can be given in the papers filed in the lawsuit. If such notice is given, unless prohibited by applicable law any Claim shall be resolved by arbitration under this Arbitration Provision and, to the extent consistent with this Arbitration Provision, the applicable rules of the Administrator that are in effect at the time the Claim is filed with the Administrator. A party who has asserted a Claim in a lawsuit may still elect arbitration with respect to any Claim that is later asserted in the same lawsuit by any other party (and in such case either party may also elect to arbitrate the original Claim). The arbitrator will be selected in accordance with the Administrator's rules. However, unless both you and we agree otherwise, the arbitrator must be a lawyer with more than 10 years of experience or a retired judge. We promise that we will not elect to arbitrate an individual Claim that you bring in small claims court or an equivalent court. However, we may elect to arbitrate a Claim that is transferred, removed or appealed to any different court.

(f) Arbitration Location and Costs: Any arbitration hearing that you attend will take place in a reasonably convenient location for you. If the amount in controversy is less than $10,000 and you object to the fees charged by the Administrator and/or arbitrator, we will consider in good faith any reasonable written request for us to bear the fees charged by the Administrator and/or arbitrator. Also, we will pay any fees or expenses we are required to pay by law or are required to pay so that a court will enforce this Arbitration Provision. Each party must pay for that party's own attorneys, experts and witnesses, provided that we will pay all such reasonable fees and costs you incur if required by applicable law and/or the Administrator's rules or if you are the prevailing party and we are required to bear such fees and costs so that a court will enforce this Arbitration Provision.

(g) Applicable Law: You and we agree that this Participation Agreement and this Arbitration Provision involve interstate commerce, and this Arbitration Provision is governed by the Federal Arbitration Act ("FAA"), 9 U.S.C. § 1, et seq. The arbitrator must follow, to the extent applicable: (i) the substantive law related to any Claim; (ii) statutes of limitations; and (iii) claims of privilege recognized at law, and shall be authorized to award all remedies available in an individual lawsuit under applicable substantive law, including, without limitation, compensatory, statutory and punitive damages (which shall be governed by the constitutional standards applicable in judicial proceedings), declaratory, injunctive and other equitable relief, and attorneys' fees and costs. Upon the timely request of any party to an arbitration proceeding, the arbitrator must provide a brief written explanation of the basis for the award. The arbitrator will determine the rules of procedure and evidence to apply, consistent with the arbitration rules of the Administrator and this Arbitration Provision. In the event a conflict between this Arbitration Provision, on the one hand, and any other Arbitration Provision between you and us or the rules or policies of the Administrator, on the other hand, this Arbitration Provision shall govern. The arbitrator will not be bound by federal, state or local rules of procedure and evidence or by state or local laws concerning arbitration proceedings.

(h) Getting Information: In addition to the parties' rights to obtain information under the Administrator's rules, any party may submit a written request to the arbitrator seeking more information. A copy of such request must be provided to the other parties. Those parties will then have the right to object in writing within 30 days. The objection must be sent to the arbitrator and the other parties. The arbitrator will decide the issue in his or her sole discretion within 20 days thereafter.

(i) Effect of Arbitration Award: Any court with jurisdiction may enter judgment upon the arbitrator's award. The arbitrator's decision will be final and binding, except for any appeal right under the FAA and except for Claims involving more than $100,000. For these Claims, any party may appeal the award within 30 days to a three-arbitrator panel appointed pursuant to the Administrator's rules. That panel will reconsider from the start any aspect of the initial award that any party asserts was incorrectly decided. The decision of the panel shall be by majority vote and will be final and binding, except for any appeal right under the FAA. Unless applicable law (or Section 12(j), regarding "Corrective Action; Survivability and Severability of Terms") requires otherwise, the costs of an appeal to an arbitration panel will be borne by the appealing party, regardless of the outcome of the appeal. However, we will pay any fees or expenses we are required to pay so that a court will enforce this Arbitration Provision.

(j) Corrective Action; Survivability and Severability of Terms: A party must be given written notice and a reasonable opportunity of at least 30 days to remedy any circumstance that might preclude arbitration of a Claim. This Arbitration Provision shall survive: (i) termination of the Trust; and (ii) the bankruptcy of any party. If any portion of this Arbitration Provision is deemed invalid or unenforceable, the remaining portions shall nevertheless remain in force. This Arbitration Provision can only be modified by written amendment to this Agreement expressly approved by the Program Manager and the Treasurer.

(k) Arbitration Notices. Any notice to us under this Arbitration Provision must be sent to us by registered or certified mail or by a messenger service such as Federal Express, Bright Directions Advisor-Guided 529 College Savings Program, 3560 South 48th Street, Lincoln, Nebraska 68506. Any such notice must be signed by you and must provide your name, address and telephone number. Any notice to you under this Arbitration Provision must be sent to you by registered or certified mail or by a messenger service such as Federal Express, at the most recent address for you we have in our records.

Section 13. Other Matters Relating to Claims by Participant.

(a) Notice and Cure: Prior to initiating litigation or arbitration regarding a Claim, the party asserting the Claim (the "Claimant") shall give the other party or parties written notice of the Claim (a "Claim Notice") and a reasonable opportunity, not less than 30 days, to cure the Claim. Any Claim Notice must explain the nature of the Claim and the relief that is demanded. The Claimant must reasonably cooperate in providing any information about the Claim that the other party or parties reasonably request.

(b) No Recourse. For any obligation or liability arising pursuant to this Participation Agreement, no recourse may be had for such obligation or liability of the Treasurer or any employee or official of the Treasurer or the State of Illinois in his or her personal or individual capacity. You hereby waive all such obligations and liabilities of the Treasurer and any such employee or official.

(c) Sovereign Immunity. You acknowledge that the Treasurer and the State of Illinois reserve all immunities, defenses, rights or actions arising out of their status as a sovereign state or entity, including those under the Eleventh Amendment to the United States Constitution, and that no waiver of any such immunities, defenses, rights, or actions will be implied or otherwise deemed to exist as a result of this Participation Agreement.

EXHIBIT B – INVESTMENT PORTFOLIOS AND UNDERLYING INVESTMENTS

The following table shows the target investment allocations for the Age-Based and Target Portfolios. These target allocations were designed by the Treasurer in consultation with Marquette Associates, the Program Manager and Wilshire. The Program Manager rebalances the Portfolios on an ongoing basis.
The Treasurer may amend or supplement the Investment Policy Statement at any time which may change the Portfolios, the asset allocation within the Portfolios, and the Underlying Investments in which the Portfolios invest, including the Underlying Investments in which the Individual Fund Portfolios invest.

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	Fund 10	Fixed Income Fund
Underlying Mutual Funds											
Invesco Government & Agency Portfolio									4.0%	11.5%	25.0%
Union Bank and Trust Company / Nelnet Bank - FDIC Insured Bank Account									4.0%	11.5%	25.0%
MONEY MARKET / BANK ACCOUNT TOTAL	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**8.0%**	**23.0%**	**50.0%**
iShares 0-5 Year TIPS Bond ETF		3.0%	3.0%	4.0%	4.0%	4.0%	9.0%	11.0%	12.0%	14.0%	15.0%
Baird Short-Term Bond Fund					3.0%	5.5%	7.0%	11.0%	12.5%	11.0%	10.0%
Fidelity Short-Term Bond Index Fund					3.0%	5.5%	7.0%	11.0%	12.5%	11.0%	10.0%
Fidelity U.S. Bond Index Fund		2.5%	6.0%	9.0%	10.0%	11.5%	12.0%	13.5%	12.5%	12.5%	7.5%
PGIM Core Bond Fund		1.5%	3.5%	5.5%	6.0%	7.0%	7.0%	8.0%	7.5%	7.5%	4.5%
American Beacon Garcia Hamilton Quality Bond Fund		1.0%	2.5%	3.5%	4.0%	4.5%	5.0%	5.5%	5.0%	5.0%	3.0%
BlackRock High Yield Bond Fund		1.0%	2.0%	3.0%	3.5%	4.0%	4.0%	3.0%	3.0%	2.0%	
Credit Suisse Floating Rate High Income Fund			1.0%	2.0%	2.5%	3.0%	3.0%	2.0%	2.0%	1.0%	
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	7.0%	6.0%	5.0%	5.0%	4.0%	4.0%	3.0%	2.0%	2.0%	1.0%	
REAL ESTATE TOTAL	**7.0%**	**6.0%**	**5.0%**	**5.0%**	**4.0%**	**4.0%**	**3.0%**	**2.0%**	**2.0%**	**1.0%**	**0.0%**
DFA U.S. Large Cap Value Portfolio	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	2.5%	
Northern Stock Index Strategy	23.0%	21.0%	19.0%	17.0%	14.0%	12.0%	10.0%	8.0%	5.0%	2.0%	
T. Rowe Price Large-Cap Growth Strategy	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	1.5%	
Ariel Fund	3.0%	2.5%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%		
BlackRock Mid-Cap Growth Equity Fund	3.0%	2.5%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%	1.0%	
Northern Small Cap Value Strategy	2.5%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%			
Harbor Small Cap Growth Fund	2.5%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%			
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%**
Dodge & Cox International Stock Fund	6.0%	5.0%	4.5%	4.0%	3.0%	2.5%	2.0%	1.5%	1.0%		
Northern International Equity Index Fund	12.0%	11.5%	9.0%	7.5%	7.5%	5.5%	4.0%	2.0%	2.0%	2.0%	
Invesco Oppenheimer International Growth Fund	6.0%	5.0%	4.5%	4.0%	3.0%	2.5%	2.0%	1.5%	1.0%		
DFA International Small Company Portfolio	4.0%	3.5%	3.0%	2.5%	2.0%	2.0%	1.5%	1.0%			
BlackRock Emerging Markets Fund	8.0%	7.0%	6.0%	5.0%	4.5%	3.5%	2.5%	2.0%	1.0%		
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%**
TOTAL	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Underlying 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 prior to September 30, 2021, of the underlying investment funds in which the Portfolios invest.

Underlying Mutual Fund	Ticker Symbol	Expense Ratio
Invesco Government & Agency Portfolio	AGPXX	0.15%
iShares 0-5 Year TIPS Bond ETF	STIP	0.05%
Baird Short-Term Bond Fund	BSBIX	0.30%
Fidelity Short-Term Bond Index Fund	FNSOX	0.03%
Fidelity U.S. Bond Index Fund	FXNAX	0.025%
PGIM Core Bond Fund	TPCQX	0.32%
American Beacon Garcia Hamilton Quality Bond Fund	GHQRX	0.41%
BlackRock Inflation Protected Bond Portfolio	BPRIX	0.44%
BlackRock High Yield Bond Portfolio	BRHYX	0.51%
Credit Suisse Floating Rate High Income Fund	CSHIX	0.70%
AB Global Bond Fund	ANAZX	0.50%
T. Rowe Price Balanced Fund	RBAIX	0.46%
DFA Real Estate Securities Portfolio	DFREX	0.18%
Principal Global Real Estate Securities Fund	PGRSX	0.88%
Calvert Equity Fund	CEYIX	0.69%
MFS Value Fund	MEIIX	0.58%
DFA U.S. Large Cap Value Portfolio	DFLVX	0.22%
T. Rowe Price Equity Income Fund	REIPX	0.55%
American Century Value Fund	AVLIX	0.80%
American Century Equity Growth Fund	AMEIX	0.47%
Northern Stock Index Strategy	SMA	0.025%
Sit Dividend Growth Fund	SDVGX	0.70%
American Century Growth Fund	TWGIX	0.75%
T. Rowe Price Large-Cap Growth Strategy	SMA	0.33%
T. Rowe Price Extended Equity Market Index Fund	PEXMX	0.25%
BlackRock Mid-Cap Growth Equity Portfolio	BMGKX	0.70%
Ariel Fund	ARAIX	0.72%
Northern Small Cap Value Strategy	SMA	0.60%
Northern Small Cap Index Fund	NSIDX	0.15%
Delaware Small Cap Core Fund	DCCIX	0.85%
Harbor Small Cap Growth Fund	HASGX	0.89%
Dodge & Cox International Stock Fund	DODFX	0.63%
Northern International Equity Index Fund	NOINX	0.24%
Invesco Oppenheimer International Growth Fund	OIGIX	0.69%
DFA International Small Company Portfolio	DFISX	0.44%
BlackRock Emerging Markets Fund	MKDCX	0.82%

Set forth on the following pages are summary descriptions of the funds, selected by the Treasurer in consultation with the Program Manager and Wilshire, which make up the Target, Age-Based and Individual Fund Portfolios. The descriptions are taken from the most recent prospectuses of the fund dated prior to September 30, 2021 and are intended to summarize their respective investment objectives and policies. The performance set forth was obtained directly from the various mutual fund companies and is believed to be accurate. Past performance is not a guarantee or prediction of future results.

For more complete information regarding any fund, you may request a prospectus from your financial advisor, the Program Manager, or by visiting the website for the respective fund. All investments carry some degree of risk which will affect the value of the fund's investments, investment performance, and price of its shares. It is possible to lose money by investing in the funds. For complete information please see the fund's Prospectus.

All Information regarding the investments and Underlying Investments is obtained from the prospectus, fund company, and other public information of the fund, and neither Union Bank & Trust Company nor the Treasurer guarantee the accuracy of such information.

FDIC-Insured Deposit Account

Investment Objective

The FDIC-insured Deposit Account invests solely in a Union Bank and Trust Company and/or Nelnet Bank omnibus deposit account. It seeks income consistent with preservation of principal. The FDIC-insured Deposit Account is an omnibus savings account pursuant to a fiduciary, custodial and/or agency relationship on behalf of the 529 Plan participants and is insured by the FDIC in the manner and up to the limits described below.

Investments in the FDIC-insured Deposit Account will earn varying rates of interest. The interest rate generally will be equivalent to short-term deposit rates. Interest on the deposit account will be compounded daily based on the actual number of days in a year (typically 365 days, except for 366 days in leap years) and will be credited to the deposit account on a monthly basis. The interest on the savings account is expressed as an annual percentage yield ("APY"). The APY on the deposit account will be reviewed on a periodic basis and may be recalculated as needed at any time. The minimum interest rate is 0.50% as of the date of this Program Disclosure Statement. To see the current Bank Savings 529 Portfolio APY please go to BrightDirections.com or call 866.722.7283.

FDIC Insurance Coverage

Subject to the application of bank and FDIC rules and regulations to each account owner, contributions and earnings in the FDIC-insured Deposit Account will be subject to FDIC insurance. By contrast, no other Underlying Investment is insured by the FDIC (or by any other government agency or branch). Contributions to and earnings on the investments in the FDIC-insured Deposit Account have been structured in order to be insured by the FDIC on a per participant, pass-through basis with respect to each account owner up to the maximum limit established by federal law, which currently is $250,000. The amount of FDIC insurance provided to an Account Owner is based on the total of: (1) the value of an Account Owner's investment in the FDIC-insured Deposit Account Underlying Investment, and (2) the value of all other accounts held by the Account Owner at Union Bank and Trust Company and/or Nelnet Bank (including bank deposits), as determined in accordance with applicable FDIC rules and regulations. You are responsible for monitoring the total amount of your assets on deposit at Union Bank and Trust Company and/or Nelnet Bank, including amounts held directly at Union Bank and Trust Company and/or Nelnet Bank. All such deposits held in the same ownership capacity at Union Bank and Trust Company and/or Nelnet Bank are subject to aggregation and to the current FDIC insurance coverage limitation of $250,000. Each Account Owner should determine whether the amount of FDIC insurance available to the Account Owner is sufficient to cover the total of the Account Owner's investment in the FDIC-insured Deposit Account Underlying Investment plus the Account Owner's other deposits at Union Bank and Trust Company and/or Nelnet Bank. Deposits held in different ownership capacities, as provided in FDIC rules, are insured separately. None of the Bright Directions Advisor-Guided 529 College Savings Program, the Program Manager, the State of Illinois, the Illinois State Treasurer, or any of their respective affiliates are responsible for determining the amount of FDIC insurance provided to an Account Owner. For more information, please visit www.fdic.gov.

The FDIC-insured Deposit Account Underlying Investment does not provide a guarantee of any level of performance or return or offer any additional guarantees. Like all Portfolios, neither the contributions into the FDIC-insured Deposit Account Underlying Investment, nor any investment return earned on the contributions are guaranteed by the State of Illinois, the Illinois State Treasurer, the Program Manager, Union Bank and Trust Company and/or Nelnet Bank or any of their respective authorized agents or affiliates or any other federal or state entity or person.

Investment Risks

The following is a summary of investment risks associated with the FDIC-insured Deposit Account.

FDIC Insurance Risk: Although your interest in the assets of the FDIC-insured Deposit Account on deposit at Union Bank and Trust Company and/or Nelnet Bank, together with any other deposits you may have at Union Bank and Trust Company and/or Nelnet Bank, are eligible for FDIC insurance, subject to applicable federal deposit insurance limits, the units of the Portfolios (including the Bank Savings 529 Portfolio), themselves are not insured or guaranteed by the FDIC or any other government agency or branch. *You are responsible for monitoring the total amount of your assets on deposit (including amounts in other accounts held in the same right and legal capacity) in order to determine the extent of FDIC deposit insurance coverage available to you on those deposits, including your Bank Savings 529 Portfolio deposits.*

Interest Rate Risk: The interest rate paid by Union Bank and Trust Company and/or Nelnet Bank is based on a number of factors, including general economic and business conditions. The rate of interest will vary over time and can change daily without notice to you. The interest rate paid on the FDIC-insured Deposit Account and Bank Savings 529 Portfolio may not be sufficient to meet your investment objectives and may be more or less than the investment returns available in other Individual Fund Portfolios.

Ownership Risk: You own units of the Portfolio. You do not have an ownership interest or any other rights as an owner or shareholder of the FDIC-insured Deposit Account Underlying Investment in which the Bank Savings 529 Portfolio invests. You cannot access or withdraw your money from the Bank Savings 529 Portfolio by contacting Union Bank and Trust Company and/or Nelnet Bank directly. You must contact the Program Manager to perform any such transactions in your Account. The assets in the FDIC-insured Deposit Account Underlying Investment on deposit at Union Bank and Trust Company and/or Nelnet Bank are subject to legal process such as a levy or garnishment delivered to the Program Manager to the same extent as if those assets were invested in any other investment option.

Regulatory Risk: The status of the FDIC regulations applicable to 529 college savings plans are subject to change at any time.

It is not possible to predict the impact any such change in the regulations would have on the FDIC-insured Deposit Account Underlying Investment or Bank Savings 529 Portfolio.

Fees & Expenses	
Total Annual Fund Operating Expenses	0.00%

Invesco Government & Agency Portfolio

Investment Objective(s)

The fund's investment objective is to provide current income consistent with preservation of capital and liquidity.

Principal Investment Strategies of the Fund

The fund invests at least 99.5% of its total assets in cash, government securities, and repurchase agreements collateralized by cash or government securities. In addition, at least 80% of the fund's net assets (plus any borrowings for investment purposes) will be invested, under normal circumstances, in direct obligations of the U.S. Treasury and other securities issued or guaranteed as to principal and interest by the U.S. Government or its agencies and instrumentalities, as well as repurchase agreements secured by those obligations. Direct obligations of the U.S. Treasury generally include bills, notes and bonds. In contrast to the fund's 99.5% policy, the fund's 80% policy does not include cash or repurchase agreements collateralized by cash. Government security generally means any security issued or guaranteed as to principal or interest by the U.S. Government or certain of its agencies or instrumentalities; or any certificate of deposit for any of the foregoing. The fund considers repurchase agreements with the Federal Reserve Bank of New York to be U.S. Government securities for purposes of the fund's investment policies.

The fund will limit investments to those securities that are eligible securities as defined by applicable regulations at the time of purchase.

The fund is a government money market fund, as defined by Rule 2a-7, under the Investment Company Act of 1940, as amended (Rule 2a-7) that seeks to maintain a stable price of $1.00 per share by using the amortized cost method to value portfolio securities and rounding the share value to the nearest cent. The fund invests in conformity with U.S. Securities and Exchange Commission (SEC) rules and regulation requirements for money market funds for the quality, maturity, diversification and liquidity of investments. The fund invests only in U.S. dollar denominated securities maturing within 397 calendar days of the date of purchase, with certain exceptions permitted by applicable regulations. The fund maintains a dollar-weighted average portfolio maturity of no more than 60 calendar days, and a dollar-weighted average portfolio maturity as determined without exceptions regarding certain interest rate adjustments under Rule 2a-7 of no more than 120 calendar days. Each investment must be determined to present minimal credit risks by the adviser pursuant to guidelines approved by the board, and must be an eligible security.

In selecting securities for the fund's portfolio, the portfolio managers focus on securities that offer safety, liquidity, and a competitive yield. The adviser conducts a credit analysis of each potential issuer prior to the purchase of its securities.

The portfolio managers normally hold portfolio securities to maturity, but may sell a security when they deem it advisable, such as when market or credit factors materially change.

Principal Risks of Investing in the Fund

As with any mutual fund investment, loss of money is a risk of investing. An investment in the fund is not a deposit in a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The risks associated with an investment in the fund can increase during times of significant market volatility. The principal risks of investing in the fund are:

Money Market Fund Risk. Although the fund seeks to preserve the value of your investment at $1.00 per share, you may lose money by investing in the fund. The share price of money market funds can fall below the $1.00 share price. The fund's sponsor has no legal obligation to provide financial support to the fund, and you should not rely on or expect that the sponsor will enter into support agreements or take other actions to provide financial support to the fund or maintain the fund's $1.00 share price at any time. The credit quality of the fund's holdings can change rapidly in certain markets, and the default of a single holding could have an adverse impact on the fund's share price. The fund's share price can also be negatively affected during periods of high redemption pressures, illiquid markets, and/or significant market volatility. While the board of trustees may implement procedures to impose a fee upon the sale of your shares or temporarily suspend your ability to sell shares in the future if the fund's liquidity falls below required minimums because of market conditions or other factors, the board has not elected to do so at this time. Should the board elect to do so, such change would only become effective after shareholders were provided with specific advance notice of the change in the fund's policy and provided with the opportunity to redeem their shares in accordance with Rule 2a-7 before the policy change became effective.

Debt Securities Risk. The prices of debt securities held by the fund will be affected by changes in interest rates, the creditworthiness of the issuer and other factors. An increase in prevailing interest rates typically causes the value of existing debt securities to fall and often has a greater impact on longer-duration debt securities and higher quality debt securities. Falling interest rates will cause the fund to reinvest the proceeds of debt securities that have been repaid by the issuer at lower interest rates. Falling interest rates may also reduce the fund's distributable income because interest payments on floating rate debt instruments held by the fund will decline. The fund could lose money on investments in debt securities if the issuer or borrower fails to meet its obligations to make interest payments and/or to repay principal in a timely manner. Changes in an issuer's financial strength, the market's perception of such strength or in the credit rating of the issuer or the security may affect the value of debt securities. The adviser's credit analysis may fail to anticipate such changes, which could result in buying a debt security at an inopportune time or failing to sell a debt security in advance of a price decline or other credit event.

U.S. Government Obligations Risk. Obligations of U.S. Government agencies and authorities receive varying levels of support and may not be backed by the full faith and credit of the U.S. Government, which could affect the fund's ability to recover should they default. No assurance can be given that the U.S. Government will provide financial support to its agencies and authorities if it is not obligated by law to do so.

Market Risk. The market values of the fund's investments, and therefore the value of the fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. The value of the fund's investments may go up or down due to general market conditions which are not specifically related to the particular issuer, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, regional or global instability, natural or environmental disasters, widespread disease or other public health issues, war, acts of terrorism or adverse investor sentiment generally. During a general downturn in the financial markets, multiple asset classes may decline in value. When markets perform well, there can be no assurance that specific investments held by the fund will rise in value.

Repurchase Agreement Risk. If the seller of a repurchase agreement defaults or otherwise does not fulfill its obligations, the fund may incur delays and losses arising from selling the underlying securities, enforcing its rights, or declining collateral value.

Yield Risk. The fund's yield will vary as the short-term securities in its portfolio mature or are sold and the proceeds are reinvested in other securities. When interest rates are very low, the fund's expenses could absorb all or a portion of the fund's income and yield. Additionally, inflation may outpace and diminish investment returns over time. Recent and potential future changes in monetary policy made by central banks and/or their governments may affect interest rates.

Management Risk. The fund is actively managed and depends heavily on the adviser's judgment about markets, interest rates or the attractiveness, relative values, liquidity, or potential appreciation of particular investments made for the fund's portfolio. The fund could experience losses if these judgments prove to be incorrect. Additionally, legislative, regulatory, or tax developments may adversely affect management of the fund and, therefore, the ability of the fund to achieve its investment objective.

Fees & Expenses
(Based on the prospectus dated December 18, 2020)

Total Annual Fund Operating Expenses 0.15%
After Fee Waivers and/or Expense Reimbursements

iShares 0-5 Year TIPS Bond ETF

Investment Objective

The iShares 0-5 Year TIPS Bond ETF (the "fund") seeks to track the investment results of an index composed of inflation-protected U.S. Treasury bonds with remaining maturities of less than five years.

Principal Investment Strategies

The fund seeks to track the investment results of the Bloomberg Barclays U.S. Treasury Inflation-Protected Securities (TIPS) 0-5 Years Index (series-L) (the "underlying index"), which measures the performance of the inflation-protected public obligations of the U.S. Treasury, commonly known as "TIPS," that have a remaining maturity of less than five years. TIPS are securities issued by the U.S. Treasury that are designed to provide inflation protection to investors. TIPS are income-generating instruments whose interest and principal payments are adjusted for inflation—a sustained increase in prices that erodes the purchasing power of money. The inflation adjustment, which is typically applied monthly to the principal of the bond, follows a designated inflation index, the non-seasonally adjusted Consumer Price Index for All Urban Consumers ("CPI"), and TIPS' principal payments are adjusted according to changes in the CPI. A fixed coupon rate is applied to the inflation-adjusted principal so that as inflation rises, both the principal value and the interest payments increase. This can provide investors with a hedge against inflation, as it helps preserve the purchasing power of an investment. Because of this inflation adjustment feature, inflation-protected bonds typically have lower yields than conventional fixed-rate bonds.

The underlying index includes all TIPS that have less than five years remaining to maturity, are rated investment-grade (as determined by Bloomberg Index Services Limited (the "index provider" or "Bloomberg")) and have $300 million or more of outstanding face value. In addition, the securities in the underlying index must be denominated in U.S. dollars and have a notional coupon that is fixed-rate or zero. The underlying index is market capitalization-weighted and the securities in the underlying index are updated on the last business day of each month.

BFA uses a "passive" or indexing approach to try to achieve the fund's investment objective. Unlike many investment companies, the fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the fund will substantially outperform the underlying index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by aiming to keep portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the fund. "Representative sampling" is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of an applicable underlying index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market value and industry weightings), fundamental characteristics (such as return variability, duration, maturity, credit ratings and yield) and liquidity measures similar to those of an applicable underlying index. The fund may or may not hold all of the securities in the underlying index.

The fund generally will invest at least 90% of its assets in the component securities of the underlying index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates ("BlackRock cash funds"), as well as in securities not included in the underlying index, but which BFA believes will help the fund track the underlying index.

From time to time when conditions warrant, however, the fund may invest at least 80% of its assets in the component securities of the underlying index and may invest up to 20% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of BlackRock cash funds, as well as in securities not included in the underlying index, but which BFA believes will help the fund track the underlying index. The fund seeks to track the investment results of the underlying index before fees and expenses of the fund.

The fund may lend securities representing up to one-third of the value of the fund's total assets (including the value of any collateral received).

The underlying index is sponsored by Bloomberg, which is independent of the fund and BFA. The index provider determines the composition and relative weightings of the securities in the underlying index and publishes information regarding the market value of the underlying index.

Summary of Principal Risks

As with any investment, you could lose all or part of your investment in the fund, and the fund's performance could trail that of other investments. The fund is subject to certain risks, including the principal risks noted below, any of which may adversely affect the fund's net asset value per share ("NAV"), trading price, yield, total return and ability to meet its investment objective. The order of the below risk factors does not indicate the significance of any particular risk factor.

Asset Class Risk. Securities and other assets in the underlying index or in the fund's portfolio may underperform in comparison to the general financial markets, a particular financial market or other asset classes.

Authorized Participant Concentration Risk. Only an "authorized participant" (as defined in the creations and redemptions section of this prospectus (the "prospectus")) may engage in creation or redemption transactions directly with the fund, and none of those authorized participants is obligated to engage in creation and/or redemption transactions. The fund has a limited number of institutions that may act as authorized participants on an agency basis (i.e., on behalf of other market participants). To the extent that authorized participants exit the business or are unable to proceed with creation or redemption orders with respect to the fund and no other authorized participant is able to step forward to create or redeem, fund shares may be more likely to trade at a premium or discount to NAV and possibly face trading halts or delisting.

Concentration Risk. The fund may be susceptible to an increased risk of loss, including losses due to adverse events that affect the fund's investments more than the market as a whole, to the extent that the fund's investments are concentrated in the securities and/or other assets of a particular issuer or issuers, country, group of countries, region, market, industry, group of industries, sector, market segment or asset class.

Cybersecurity Risk. Failures or breaches of the electronic systems of the fund, the fund's adviser, distributor, the index provider and other service providers, market makers, authorized participants or the issuers of securities in which the fund invests have the ability to cause disruptions, negatively impact the fund's business operations and/or potentially result in financial losses to the fund and its shareholders. While the fund has established business continuity plans and risk management systems seeking to address system breaches or failures, there are inherent limitations in such plans and systems. Furthermore, the fund cannot control the cybersecurity plans and systems of the fund's index provider and other service providers, market makers, authorized participants or issuers of securities in which the fund invests.

Income Risk. The fund's income may decline due to a decline in inflation, deflation or changes in inflation expectations.

Index-Related Risk. There is no guarantee that the fund's investment results will have a high degree of correlation to those of the underlying index or that the fund will achieve its investment objective. Market disruptions and regulatory restrictions could have an adverse effect on the fund's ability to adjust its exposure to the required levels in order to track the underlying index. Errors in index data, index computations or the construction of the underlying index in accordance with its methodology may occur from time to time and may not be identified and corrected by the index provider for a period of time or at all, which may have an adverse impact on the fund and its shareholders. Unusual market conditions may cause the index provider to postpone a scheduled rebalance, which could cause the underlying index to vary from its normal or expected composition.

Infectious Illness Risk. An outbreak of an infectious respiratory illness, COVID-19, caused by a novel coronavirus has resulted in travel restrictions, disruption of healthcare systems, prolonged quarantines, cancellations, supply chain disruptions, lower consumer demand, layoffs, ratings downgrades, defaults and other significant economic impacts. Certain markets have experienced temporary closures, extreme volatility, severe losses, reduced liquidity and increased trading costs. These events will have an impact on the fund and its investments and could impact the fund's ability to purchase or sell securities or cause elevated tracking error and increased premiums or discounts to the fund's NAV. Other infectious illness outbreaks in the future may result in similar impacts.

Inflation-Indexed Bonds Risk. The principal value of an investment in the fund is not protected or otherwise guaranteed by virtue of the fund's investments in inflation-indexed bonds.

Interest Rate Risk. During periods of very low or negative interest rates, the fund may be unable to maintain positive returns or pay dividends to fund shareholders. Very low or negative interest rates may magnify interest rate risk. Changing interest rates, including rates that fall below zero, may have unpredictable effects on markets, result in heightened market volatility and detract from the fund's performance to the extent the fund is exposed to such interest rates. Additionally, under certain market conditions in which interest rates are low and the market prices for portfolio securities have increased, the fund may have a very low, or even negative yield. A low or negative yield would cause the fund to lose money in certain conditions and over certain time periods. An increase in interest rates will generally cause the value of securities held by the fund to decline, may lead to heightened volatility in the fixed-income markets and may adversely affect the liquidity of certain fixed-income investments, including those held by the fund. The historically low interest rate environment heightens the risks associated with rising interest rates.

Management Risk. As the fund will not fully replicate the underlying index, it is subject to the risk that BFA's investment strategy may not produce the intended results.

Market Risk. The fund could lose money over short periods due to short-term market movements and over longer periods during more prolonged market downturns. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could have a significant impact on the fund and its investments and could result in increased premiums or discounts to the fund's NAV.

Market Trading Risk. The fund faces numerous market trading risks, including the potential lack of an active market for fund shares, losses from trading in secondary markets, periods of high volatility and disruptions in the creation/redemption process. ANY OF THESE FACTORS, AMONG OTHERS, MAY LEAD TO THE FUND'S SHARES TRADING AT A PREMIUM OR DISCOUNT TO NAV.

Operational Risk. The fund is exposed to operational risks arising from a number of factors, including, but not limited to, human error, processing and communication errors, errors of the fund's service providers, counterparties or other third-parties, failed or inadequate processes and technology or systems failures. The fund and BFA seek to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address significant operational risks.

Passive Investment Risk. The fund is not actively managed, and BFA generally does not attempt to take defensive positions under any market conditions, including declining markets.

Risk of Investing in the U.S. Certain changes in the U.S. economy, such as when the U.S. economy weakens or when its financial markets decline, may have an adverse effect on the securities to which the fund has exposure.

Securities Lending Risk. The fund may engage in securities lending. Securities lending involves the risk that the fund may lose money because the borrower of the loaned securities fails to return the securities in a timely manner or at all. The fund could also lose money in the event of a decline in the value of collateral provided for loaned securities or a decline in the value of any investments made with cash collateral. These events could also trigger adverse tax consequences for the fund.

Tracking Error Risk. The fund may be subject to tracking error, which is the divergence of the fund's performance from that of the underlying index. Tracking error may occur because of differences between the securities and other instruments held in the fund's portfolio and those included in the underlying index, pricing differences, transaction costs incurred by the fund, the fund's holding of uninvested cash, differences in timing of the accrual of or the valuation of distributions, the requirements to maintain pass-through tax treatment, portfolio transactions carried out to minimize the distribution of capital gains to shareholders, acceptance of custom baskets, changes to the underlying index or the costs to the fund of complying with various new or existing regulatory requirements. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because the fund incurs fees and expenses, while the underlying index does not.

U.S. Treasury Obligations Risk. U.S. Treasury obligations may differ from other securities in their interest rates, maturities, times of issuance and other characteristics and may provide relatively lower returns than those of other securities. Similar to other issuers, changes to the financial condition or credit rating of the U.S. government may cause the value of the fund's U.S. Treasury obligations to decline.

Fees & Expenses
(Based on the prospectus dated March 1, 2021)

Total Annual Fund Operating Expenses 0.05%
After Fee Waivers and/or Expense Reimbursements

Fidelity Short-Term Bond Index Fund

INVESTMENT OBJECTIVE

The fund seeks to obtain a high level of current income consistent with preservation of capital.

PRINCIPAL INVESTMENT STRATEGIES

• Normally investing at least 80% of assets in securities included in the Bloomberg Barclays U.S. 1-5 Year Government/Credit Bond Index, a market value-weighted index of fixed-rate investment-grade debt securities with maturities from one to five years from the U.S. Treasury, U.S. government-related, and U.S. corporate indexes.

• Normally maintaining a dollar-weighted average maturity that generally is expected to be three years or less, consistent with that of the index.

• Using statistical sampling techniques based on duration, maturity, interest rate sensitivity, security structure, and credit quality to attempt to replicate the returns of the Bloomberg Barclays U.S. 1-5 Year Government/Credit Bond Index using a smaller number of securities.

• Engaging in transactions that have a leveraging effect on the fund, including investments in derivatives - such as swaps (interest rate, total return, and credit default), options, and futures contracts - and forward-settling securities, to adjust the fund's risk exposure.

• Investing in domestic and foreign issuers.

PRINCIPAL INVESTMENT RISKS

• ***Interest Rate Changes.*** Interest rate increases can cause the price of a debt security to decrease.

• ***Foreign Exposure.*** Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, or economic developments and can perform differently from the U.S. market.

• ***Prepayment.*** The ability of an issuer of a debt security to repay principal prior to a security's maturity can cause greater price volatility if interest rates change.

• ***Issuer-Specific Changes.*** The value of an individual security or particular type of security can be more volatile than, and can perform differently from, the market as a whole. A decline in the credit quality of an issuer or a provider of credit support or a maturity-shortening structure for a security can cause the price of a security to decrease.

• ***Correlation to Index.*** The performance of the fund and its underlying index may vary somewhat due to factors such as fees and expenses of the fund, transaction costs, sample selection, regulatory restrictions, and timing differences associated with additions to and deletions from the index. Errors in the construction or calculation of the index may occur from time to time and may not be identified and corrected for some period of time, which may have an adverse impact on the fund and its shareholders.

• ***Passive Management Risk.*** The fund is managed with a passive investment strategy, attempting to track the performance of an unmanaged index of securities, regardless of the current or projected performance of the fund's index or of the actual securities included in the index. This differs from an actively managed fund, which typically seeks to outperform a benchmark index. As a result, the fund's performance could be lower than actively managed funds that may shift their portfolio assets to take advantage of market opportunities or lessen the impact of a market decline or a decline in the value of one or more issuers.

• ***Leverage Risk.*** Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Unlike individual debt securities, which typically pay principal at maturity, the value of an investment in the fund will fluctuate. You could lose money by investing in the fund.

Fees & Expenses
(Based on the prospectus dated October 30, 2020)

Total Annual Fund Operating Expenses 0.03%
After Fee Waivers and/or Expense Reimbursements

Baird Short-Term Bond Fund

Investment Objective

The investment objective of the Baird Short-Term Bond Fund (the "fund") is to seek an annual rate of total return, before fund expenses, greater than the annual rate of total return of the Bloomberg Barclays 1-3 Year U.S. Government/Credit Bond Index.

Principal Investment Strategies

The fund normally invests at least 80% of its net assets in the following types of U.S. dollar-denominated debt obligations:

• Obligations of U.S. government and other public-sector entities

• Asset-backed and mortgage-backed obligations of U.S. and foreign issuers

• Corporate debt of U.S. and foreign issuers

The fund only invests in investment-grade debt obligations, rated at the time of purchase by at least one major rating agency or, if unrated, determined by Robert W. Baird & Co. Incorporated (the "advisor") to be investment grade. After purchase, a debt obligation may cease to be rated or may have its rating reduced below the minimum rating required by the fund for purchase. In such cases, the advisor will consider whether to continue to hold the debt obligation. The fund may hold debt obligations with a "D" or similar credit rating indicating at least a partial payment default.

The advisor attempts to keep the duration of the fund's portfolio substantially equal to that of its benchmark, the Bloomberg Barclays 1-3 Year U.S. Government/Credit Bond Index. The duration of the fund's benchmark as of March 31, 2021 was 1.94 years. The dollar-weighted average portfolio effective maturity of the fund will normally be more than one year but less than three years during normal market conditions. The fund may invest in debt obligations of all maturities. The advisor attempts to diversify the fund's portfolio by holding debt obligations of many different issuers and choosing issuers in a variety of sectors.

In determining which debt obligations to buy for the fund, the advisor attempts to achieve returns that exceed the fund's benchmark primarily in three ways:

• *Yield curve positioning:* The advisor selects debt obligations with maturities and yields that it believes have the greatest potential for achieving the fund's objective, while attempting to match the average duration of the debt obligations in the fund with the average duration of the debt obligations in the fund's benchmark.

• *Sector allocation:* The advisor invests in debt obligations in those sectors which it believes represent the greatest potential for achieving the fund's objective.

• *Security selection:* The advisor determines which issuers it believes offer the best relative value within each sector and then decides which available debt obligations of that issuer to purchase.

The fund may invest in foreign debt obligations and money market instruments. The advisor generally will sell a debt obligation when, on a relative basis and in the advisor's opinion, it will no longer help the fund attain its objective.

Principal Risks

Please be aware that you may lose money by investing in the fund. The following is a summary description of certain risks of investing in the fund.

Management Risks

The advisor may err in its choices of debt obligations or portfolio mixes. Such errors could result in a negative return to the fund and a loss to you.

Bond Market Risks

A bond's market value may be affected significantly by changes in interest rates – generally, when interest rates rise, the bond's market value declines and when interest rates decline, its market value rises ("interest rate risk"). Interest rate risk should be low for the fund because it invests primarily in short term bonds, whose prices are less sensitive to interest rate changes than are the prices of long term bonds. Generally, a bond with a longer maturity will entail greater interest rate risk but have a higher yield. Conversely, a bond with a shorter maturity will entail less interest rate risk but have a lower yield ("maturity risk"). A bond's value may also be affected by changes in its credit quality rating or the issuer's financial condition ("credit quality risk"). Bonds are also generally subject to credit risk that an issuer will not make timely payments of principal and interest.

Credit Quality Risks

Debt obligations receiving the lowest investment grade rating may have speculative characteristics and, compared to higher grade debt obligations, may have a weakened capacity to make principal and interest payments due to changes in economic conditions or other adverse circumstances. Ratings are essentially opinions of the credit quality of an issuer and may prove to be inaccurate.

Mortgage-and Asset-Backed Debt Obligations Risks

Mortgage and asset backed debt obligations are subject to interest rate risk. Modest movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain types of these debt obligations. When interest rates fall, mortgage and asset backed debt obligations may be subject to prepayment risk, which is the risk that the borrower will prepay some or the entire principal owed to the investor. When interest rates rise, certain types of mortgage and asset backed debt obligations are subject to extension risk. Mortgage-and asset-backed debt obligations can also be subject to the risk of default on the underlying residential or commercial mortgage(s) or other assets.

Extension Risk

Extension risk is the risk that debt obligations, including mortgage and asset backed debt obligations, will be paid off by the borrower more slowly than anticipated, increasing the average life of such debt obligations and the sensitivity of the prices of such debt obligations to future interest rate changes.

Call Risks

If the securities in which the fund invests are redeemed by the issuer before maturity (or "called"), the fund may have to reinvest the proceeds in securities that pay a lower interest rate, which may decrease the fund's yield. This will most likely happen when interest rates are declining.

Government Obligations Risks

No assurance can be given that the U.S. government will provide financial support to U.S. government-sponsored agencies or instrumentalities where it is not specifically obligated to do so by law, such as the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac"). To the extent a fund holds securities of such an issuer and that issuer defaults, the fund might not be able to recover its investment from the U.S. government.

Liquidity Risks

Certain debt obligations may be difficult or impossible to sell at the time and price that the advisor would like to sell. The advisor may have to lower the price, sell other debt obligations or forego an investment opportunity, any of which may have a negative effect on the management or performance of the fund.

Municipal Obligations Risks

Municipal obligations are subject to risks based on many factors, including economic and regulatory developments, changes or proposed changes in the federal and state tax structure, deregulation, court rulings, and other factors. The value of municipal obligations may be affected more by supply and demand factors or the creditworthiness of the issuer than by market interest rates. Repayment of municipal obligations depends on the ability of the issuer or project backing such obligations to generate taxes or revenues. There is a risk that interest may be taxable on a municipal obligation that is otherwise expected to produce tax-exempt interest. The repayment of principal and interest on some of the municipal obligations in which the fund may invest may be guaranteed or insured by a monoline insurance company. If a company insuring municipal obligations in which the fund invests experiences financial difficulties, the credit rating and price of the security may deteriorate.

Foreign Securities Risks

Foreign investments, even those that are U.S. dollar denominated, may involve additional risks, including political and economic instability, differences in financial reporting standards, less regulated securities markets, and withholding of foreign taxes.

Valuation Risks

The prices provided by the fund's pricing services or independent dealers or the fair value determinations made by the valuation committee of the advisor may be different from the prices used by other mutual funds or from the prices at which debt obligations are actually bought and sold. The prices of certain debt obligations provided by pricing services may be subject to frequent and significant change, and will vary depending on the information that is available.

Sector Risks

From time to time, based on market or economic conditions, the fund may have significant positions in specific sectors of the market. Potential negative market or economic developments affecting one or more of these sectors could have a greater impact on the fund than on a fund with fewer holdings in that sector.

Recent Market Events

U.S. and international markets have experienced significant periods of volatility in recent months and years due to a number of economic, political, social and global macro factors including the impact of the coronavirus (COVID-19) global pandemic, which has resulted in a global health crisis, business interruptions, growth concerns in the U.S. and overseas, layoffs, rising unemployment claims, changed travel and social behaviors, reduced consumer spending, and fiscal, monetary and other government policy responses. The impact of the COVID-19 pandemic may last for an extended period of time.

Cybersecurity Risk

With the increased use of technologies such as the Internet to conduct business, the fund is susceptible to operational, information security, and related risks. Cyber incidents affecting the fund or its service providers may cause disruptions and impact business operations, potentially resulting in financial losses, interference with the fund's ability to calculate its net asset value ("NAV"), impediments to trading, the inability of shareholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

Fees & Expenses
(Based on the prospectus dated May 1, 2021)

Total Annual Fund Operating Expenses 0.30%
After Fee Waivers and/or Expense Reimbursements

Fidelity U.S. Bond Index Fund

Investment Objective

The fund seeks to provide investment results that correspond to the aggregate price and interest performance of the debt securities in the Bloomberg Barclays U.S. Aggregate Bond Index.

Principal Investment Strategies

• Normally investing at least 80% of the fund's assets in bonds included in the Bloomberg Barclays U.S. Aggregate Bond Index.

• Using statistical sampling techniques based on duration, maturity, interest rate sensitivity, security structure, and credit quality to attempt to replicate the returns of the Bloomberg Barclays U.S. Aggregate Bond Index using a smaller number of securities.

• Engaging in transactions that have a leveraging effect on the fund, including investments in derivatives - such as swaps (interest rate, total return, and credit default), options, and futures contracts - and forward-settling securities, to adjust the fund's risk exposure.

• Investing in Fidelity's central funds (specialized investment vehicles used by Fidelity® funds to invest in particular security types or investment disciplines) consistent with the asset classes discussed above.

Principal Investment Risks

• **Interest Rate Changes.** Interest rate increases can cause the price of a debt security to decrease.

• **Foreign Exposure.** Entities located in foreign countries can be affected by adverse political, regulatory, market, or economic developments in those countries.

• **Prepayment.** The ability of an issuer of a debt security to repay principal prior to a security's maturity can cause greater price volatility if interest rates change.

• **Issuer-Specific Changes.** The value of an individual security or particular type of security can be more volatile than, and can perform differently from, the market as a whole. A decline in the credit quality of an issuer or a provider of credit support or a maturity-shortening structure for a security can cause the price of a security to decrease.

• **Correlation to Index.** The performance of the fund and its underlying index may vary somewhat due to factors such as fees and expenses of the fund, transaction costs, sample selection, regulatory restrictions, and timing differences associated with additions to and deletions from the index. Errors in the construction or calculation of the index may occur from time to time and may not be identified and corrected for some period of time, which may have an adverse impact on the fund and its shareholders.

• **Passive Management Risk.** The fund is managed with a passive investment strategy, attempting to track the performance of an unmanaged index of securities, regardless of the current or projected performance of the fund's index or of the actual securities included in the index. This differs from an actively managed fund, which typically seeks to outperform a benchmark index. As a result, the fund's performance could be lower than actively managed funds that may shift their portfolio assets to take advantage of market opportunities or lessen the impact of a market decline or a decline in the value of one or more issuers.

• **Leverage Risk.** Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Unlike individual debt securities, which typically pay principal at maturity, the value of an investment in the fund will fluctuate. You could lose money by investing in the fund.

Fees & Expenses
(Based on the prospectus dated October 30, 2020)

Total Annual Fund Operating Expenses 0.025%
After Fee Waivers and/or Expense Reimbursements

PGIM Core Bond Fund

Investment Objective

The investment objective of the fund is **total return**.

Principal Investment Strategies

The fund invests, under normal circumstances, at least 80% of the fund's investable assets in bonds. For purposes of this policy, bonds include all fixed income securities, including but not limited to debt obligations issued by the US government and its agencies, corporate debt securities, mortgage-related securities and asset-backed securities. The term "investable assets" refers to the fund's net assets plus any borrowings for investment purposes. The fund's investable assets will be less than its total assets to the extent that it has borrowed money for non-investment purposes, such as to meet anticipated redemptions. The fund invests only in securities that are denominated in US dollars, although the securities may be issued by a foreign corporation or a US affiliate of a foreign corporation, or by a foreign government or its agencies and instrumentalities.

The fund invests in securities that are rated investment grade at the time of purchase. Investment grade securities are considered to be those instruments that are rated BBB- or higher by S&P Global Ratings, or Baa3 or higher by Moody's Investors Service, Inc, or the equivalent by another nationally recognized statistical rating organization (NRSRO), or if unrated, are considered by the fund's subadviser to be of comparable quality. In the event that a security receives different ratings from different NRSROs, the fund will treat the security as being rated in the highest rating category received from an NRSRO.

The fund may invest in debt obligations issued or guaranteed by the US Government and US Government-related entities. Some (but not all) of the US Government securities and mortgage-related securities in which the fund will invest are backed by the full faith and credit of the US Government, which means that payment of interest and principal is guaranteed, but yield and market value are not. These include obligations of the Government National Mortgage Association (GNMA or "Ginnie Mae"), the Farmers Home Administration and the Export-Import Bank. Securities issued by other government entities, like obligations of the Federal National Mortgage Association (FNMA or "Fannie Mae"), the Student Loan Marketing Association (SLMA or "Sallie Mae"), the Federal Home Loan Mortgage Corporation (FHLMC or "Freddie Mac"), the Federal Home Loan Bank, the Tennessee Valley Authority and the United States Postal Service are not backed by the full faith and credit of the US Government. However, these issuers have the right to borrow from the US Treasury to meet their obligations. In contrast, the debt securities of other issuers, like the Farm Credit System, depend entirely upon their own resources to repay their debt obligations.

The fund engages in active trading—that is, frequent trading of its securities—in order to take advantage of new investment opportunities or yield differentials.

In managing the fund's assets, the subadviser uses a combination of top-down economic analysis and bottom-up research in conjunction with proprietary quantitative models and risk management systems. In the top-down economic analysis, the subadviser develops views on economic, policy and market trends. In its bottom-up research, the subadviser develops an internal rating and outlook on issuers. The rating and outlook is determined based on a thorough review of the financial health and trends of the issuer. The subadviser may also consider investment factors such as expected total return, yield, spread and potential for price appreciation as well as credit quality, maturity and risk. The fund may invest in a security based upon the expected total return rather than the yield of such security.

Principal Risks

All investments have risks to some degree. The value of your investment in the fund, as well as the amount of return you receive on your investment, may fluctuate significantly from day to day and over time.

You may lose part or all of your investment in the fund or your investment may not perform as well as other similar investments.

An investment in the fund is not guaranteed to achieve its investment objective; is not a deposit with a bank; and is not insured, endorsed or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The following is a summary description of principal risks of investing in the fund.

The order of the below risk factors does not indicate the significance of any particular risk factor.

Active Trading Risk. The fund actively and frequently trades its portfolio securities. High portfolio turnover results in higher transaction costs, which can affect the fund's performance and have adverse tax consequences. In addition, high portfolio turnover may also mean that a proportionately greater amount of distributions to shareholders will be taxed as ordinary income rather than long-term capital gains compared to investment companies with lower portfolio turnover.

Bond Obligations Risk. As with credit risk, market risk and interest rate risk, the fund's holdings, share price, yield and total return may fluctuate in response to bond market movements. The value of bonds may decline for issuer-related reasons, including management performance, financial leverage and reduced demand for the issuer's goods and services. Certain types of fixed income obligations also may be subject to "**call and redemption risk**," which is the risk that the issuer may call a bond held by the fund for redemption before it matures and the fund may lose income.

Credit Risk. This is the risk that the issuer, the guarantor or the insurer of a fixed income security, or the counterparty to a contract, may be unable or unwilling to make timely principal and interest payments, or to otherwise honor its obligations. Additionally, fixed income securities could lose value due to a loss of confidence in the ability of the issuer, guarantor, insurer or counterparty to pay back debt. The longer the maturity and the lower the credit quality of a bond, the more sensitive it is to credit risk.

Economic and Market Events Risk. Events in the U.S. and global financial markets, including actions taken by the U.S. Federal Reserve or foreign central banks to stimulate or stabilize economic growth or the functioning of the securities markets, may at times result in unusually high market volatility, which could negatively impact performance. Relatively reduced liquidity in credit and fixed income markets could adversely affect issuers worldwide.

Foreign Securities Risk. Investments in securities of non-U.S. issuers (including those denominated in U.S. dollars) generally involve more risk than investing in securities of U.S. issuers. Foreign political, economic and legal systems, especially those in developing and emerging market countries, may be less stable and more volatile than in the U.S. Foreign legal systems generally have fewer regulatory requirements than the U.S. legal system. In general, less information is publicly available about non-U.S. companies than about U.S. companies. Non-U.S. companies generally are not subject to the same accounting, auditing, and financial reporting standards as are U.S. companies. Additionally, the changing value of foreign currencies and changes in exchange rates could also affect the value of the assets the fund holds and the fund's performance. Certain foreign countries may impose restrictions on the ability of issuers of foreign securities to make payment of principal and interest or dividends to investors located outside the country, due to blockage of foreign currency exchanges or otherwise. Investments in emerging markets are subject to greater volatility and price declines.

In addition, the fund's investments in non-U.S. securities may be subject to the risks of nationalization or expropriation of assets, imposition of currency exchange controls or restrictions on the repatriation of non-U.S. currency, confiscatory taxation and adverse diplomatic developments. Special U.S. tax considerations may apply.

Increase in Expenses Risk. Your actual cost of investing in the fund may be higher than the expenses shown in the expense table for a variety of reasons. For example, expense ratios may be higher than those shown if average net assets decrease. Net assets are more likely to decrease and fund expense ratios are more likely to increase when markets are volatile. Active and frequent trading of fund securities can increase expenses.

Interest Rate Risk. The value of your investment may go down when interest rates rise. A rise in rates tends to have a greater impact on the prices of longer term or duration debt securities. For example, a fixed income security with a duration of three years is expected to decrease in value by approximately 3% if interest rates increase by 1%. This is referred to as "**duration risk**." When interest rates fall, the issuers of debt obligations may prepay principal more quickly than expected, and the fund may be required to reinvest the proceeds at a lower interest rate. This is referred to as "**prepayment risk**." When interest rates rise, debt obligations may be repaid more slowly than expected, and the value of the fund's holdings may fall sharply. This is referred to as "**extension risk**." The fund may lose money if short-term or long-term interest rates rise sharply or in a manner not anticipated by the subadviser.

Large Shareholder and Large Scale Redemption Risk. Certain individuals, accounts, funds (including funds affiliated with the manager) or institutions, including the manager and its affiliates, may from time to time own or control a substantial amount of the fund's shares. There is no requirement that these entities maintain their investment in the fund. There is a risk that such large shareholders or that the fund's shareholders generally may redeem all or a substantial portion of their investments in the fund in a short period of time, which could have a significant negative impact on the fund's NAV, liquidity, and brokerage costs. Large redemptions could also result in tax consequences to shareholders and impact the fund's ability to implement its investment strategy. The fund's ability to pursue its investment objective after one or more large scale redemptions may be impaired and, as a result, the fund may invest a larger portion of its assets in cash or cash equivalents.

LIBOR Risk. Many financial instruments use or may use a floating rate based on the London Interbank Offered Rate, or "LIBOR," which is the offered rate for short-term Eurodollar deposits between major international banks. Over the course of the last several years, global regulators have indicated an intent to phase out the use of LIBOR and similar interbank offering rates (IBOR). There still remains uncertainty regarding the nature of any replacement rates for LIBOR and the other IBORs as well as around fallback approaches for instruments extending beyond the any phase-out of these reference rates. The lack of consensus around replacement rates and the uncertainty of the phase out of LIBOR and other IBORs may result in increased volatility in corporate or governmental debt, bank loans, derivatives and other instruments invested in by the fund as well as loan facilities used by the fund.

The potential effect of a transition away from LIBOR on the fund or the financial instruments in which the fund invests cannot yet be determined. The elimination of LIBOR or changes to other reference rates or any other changes or reforms to the determination or supervision of reference rates could have an adverse impact on the market for, or value of, any securities or payments linked to those reference rates, which may adversely affect the fund's performance and/or net asset value. Certain proposed replacement rates to LIBOR, such as the Secured Overnight Financing Rate ("SOFR"), are materially different from LIBOR, and changes in the applicable spread for instruments previously linked to LIBOR will need to be made in order for instruments to pay similar rates. Uncertainty and risk also remain regarding the willingness and ability of issuers and lenders to include revised provisions in new and existing contracts or instruments. Consequently, the transition away from LIBOR to other reference rates may lead to reduced coupons on debt held by the fund, higher rates required to be paid by the fund on bank lines of credit due to increases in spreads, increased volatility and illiquidity in markets that are tied to LIBOR, fluctuations in values of LIBOR-related investments or investments in issuers that utilize LIBOR, increased difficulty in borrowing or refinancing and diminished effectiveness of hedging strategies, adversely affecting the fund's performance. Furthermore, the risks associated with the expected discontinuation of LIBOR and transition may be exacerbated if the work necessary to effect an orderly transition to an alternative reference rate is not completed in a timely manner. Because the usefulness of LIBOR and the other IBORs as benchmarks could deteriorate during the transition period, these effects could begin to be experienced by the end of 2021 and beyond until the anticipated discontinuance date in 2023 for the majority of the LIBOR rates.

Management Risk. The value of your investment may decrease if judgments by the subadviser about the attractiveness, value or market trends affecting a particular security, industry or sector or about market movements are incorrect.

Market Disruption and Geopolitical Risks. International wars or conflicts and geopolitical developments in foreign countries, along with instability in regions such as Asia, Eastern Europe, and the Middle East, possible terrorist attacks in the United States or around the world, public health epidemics such as the outbreak of infectious diseases like the outbreak of COVID-19 globally in 2020 or the 2014–2016 outbreak in West Africa of the Ebola virus, and other similar events could adversely affect the U.S. and foreign financial markets, including increases in market volatility, reduced liquidity in the securities markets and government intervention, and may cause further long-term economic uncertainties in the United States and worldwide generally. The coronavirus pandemic and the related governmental and public responses have had and may continue to have an impact on the fund's investments and net asset value and have led and may continue to lead to increased market volatility and the potential for illiquidity in certain classes of securities and sectors of the market. Preventative or protective actions that governments may take in respect of pandemic or epidemic diseases may result in periods of business disruption, business closures, inability to obtain raw materials, supplies and component parts, and reduced or disrupted operations for the issuers in which the fund invests. Government intervention in markets may impact interest rates, market volatility and security pricing. The occurrence, reoccurrence and pendency of such diseases could adversely affect the economies (including through changes in business activity and increased unemployment) and financial markets either in specific countries or worldwide.

Market Risk. Securities markets may be volatile and the market prices of the fund's securities may decline. Securities fluctuate in price based on changes in an issuer's financial condition and overall market and economic conditions. If the market prices of the securities owned by the fund fall, the value of your investment in the fund will decline.

Mortgage-Backed and Asset-Backed Securities Risk. Mortgage-backed and asset-backed securities tend to increase in value less than other debt securities when interest rates decline, but are subject to similar risk of decline in market value during periods of rising interest rates. The values of mortgage-backed and asset-backed securities become more volatile as interest rates rise. In a period of declining interest rates, the fund may be required to reinvest more frequent prepayments on mortgage-backed and asset-backed securities in lower-yielding investments.

U.S. Government and Agency Securities Risk. U.S. Government and agency securities are subject to market risk, interest rate risk and credit risk. Not all U.S. Government securities are insured or guaranteed by the full faith and credit of the U.S. Government; some are only insured or guaranteed by the issuing agency, which must rely on its own resources to repay the debt. The maximum potential liability of the issuers of some U.S. Government securities held by the fund may greatly exceed their current resources, including their legal right to support from the U.S. Treasury. No assurance can be given that the U.S. government would provide financial support to any such issuers if it is not obligated to do so by law. It is possible that these issuers will not have the funds to meet their payment obligations in the future. In addition, the value of U.S. Government securities may be affected by changes in the credit rating of the U.S. Government.

Fees & Expenses
(Based on the prospectus dated September 29, 2021)

Total Annual Fund Operating Expenses 0.32%
After Fee Waivers and/or Expense Reimbursements

American Beacon Garcia Hamilton Quality Bond Fund

Investment Objective

The fund's investment objective is high current income consistent with preservation of capital.

Principal Investment Strategies

Under normal circumstances, the fund invests at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in investment grade bonds. For purposes of the 80% policy, investment grade bonds include other investment grade debt securities. The fund considers investment grade debt securities to be debt securities that are rated A- or better by S&P Global Ratings ("S&P"), Moody's Investors Service, Inc. ("Moody's") or Fitch Ratings Inc. ("Fitch").

The types of investment grade debt securities that the fund invests in primarily include obligations of the U.S. Government, its agencies and instrumentalities, including U.S. Government-sponsored enterprises (some of which are not backed by the full faith and credit of the U.S. Government), corporate bonds, debentures, and mortgage-backed securities. These types of obligations may have fixed-rate or floating-rate coupons (or variable rate coupons) and are commonly referred to as fixed income securities or bonds. If an investment held by the fund is downgraded below investment grade, the sub-advisor may sell the security or request the manager's permission to continue to hold the security. In selecting investment grade debt securities within the corporate sector, the sub-advisor first focuses on the largest U.S. issuers and companies rated A- or better by at least two of the three rating agencies. The sub-advisor then eliminates foreign companies, yankee bonds and alcohol, tobacco, gambling, and defense companies and evaluates the remaining issues based on the sustainability of their operations and their consideration for environmental, social, and governance ("ESG") principles as an integrated part of the sub-advisor's evaluation and investment process.

Under normal circumstances, the fund seeks to maintain a weighted-average duration of zero to seven years. Duration is an indicator of a bond's price sensitivity to a change in interest rates. For example, a duration of seven years means that a security's price would be expected to decrease by approximately 7% with a 1% increase in interest rates. The fund may invest in securities of any maturity, but typically invests in securities with maximum maturities of up to 30 years.

The sub-advisor follows a fixed income investment strategy that focuses on high current income, given its outlook for interest rates, and the preservation of capital. In selecting securities for the fund, the sub-advisor employs a top-down approach, which includes a broad fundamental analysis of the current fixed income markets, including duration, the yield curve, and the performance of market sectors. Through this analysis, the sub-advisor creates defined parameters for the selection of investments for the fund's portfolio and implements a proprietary investment process comprised of qualitative and quantitative components. The fund may have significant exposure to the financials sector. However, as the sector composition of the fund's portfolio changes over time, the fund's exposure to the financials sector may be lower at a future date, and the fund's exposure to other market sectors may be higher.

Principal Risks

There is no assurance that the fund will achieve its investment objective and you could lose part or all of your investment in the fund. The fund is not a complete investment program and may not be appropriate for all investors. Investors should carefully consider their own investment goals and risk tolerance before investing in the fund. The principal risks of investing in the fund listed below are presented in alphabetical order and not in order of importance or potential exposure. Among other matters, this presentation is intended to facilitate your ability to find particular risks and compare them with the risks of other funds. Each risk summarized below is considered a "principal risk" of investing in the fund, regardless of the order in which it appears.

Callable Securities Risk
The fund may invest in fixed-income securities with call features. A call feature allows the issuer of the security to redeem or call the security prior to its stated maturity date. In periods of falling interest rates, issuers may be more likely to call in securities that are paying higher coupon rates than prevailing interest rates. In the event of a call, the fund would lose the income that would have been earned to maturity on that security, and the proceeds received by the fund may be invested in securities paying lower coupon rates and may not benefit from any increase in value that might otherwise result from declining interest rates.

Credit Risk
The fund is subject to the risk that the issuer or guarantor of a debt security may fail, or become less able, to make timely payment of interest or principal, or otherwise honor its obligations or default completely. Changes in the actual or perceived creditworthiness of an issuer, or a downgrade or default affecting any of the fund's securities, could affect the fund's performance.

Cybersecurity and Operational Risk
Operational risks arising from, among other problems, human errors, systems and technology disruptions or failures, or cybersecurity incidents may negatively impact the fund and its service providers as well as the ability of shareholders to transact with the fund. Cybersecurity incidents may allow an unauthorized party to gain access to fund assets, shareholder data, or proprietary information, or cause the fund or its service providers, as well as securities trading venues and their service providers, to suffer data corruption or lose operational functionality. It is not possible for the fund or its service providers to identify all of the operational risks that may affect the fund or to develop processes and controls to completely eliminate or mitigate their occurrence or effects. Most issuers in which the fund invests are heavily dependent on computers for data storage and operations, and require ready access to the internet to conduct their business. Thus, cybersecurity incidents could also affect issuers of securities in which the fund invests, leading to significant loss of value.

Debentures Risk
Debentures are unsecured debt securities. The holder of a debenture is protected only by the general creditworthiness of the issuer. The fund may invest in both corporate and government debentures.

Interest Rate Risk
Generally, the value of investments with interest rate risk, such as fixed income securities, will move in the opposite direction to movements in interest rates. The prices of fixed income securities are also affected by their durations. Fixed income securities with longer durations generally have greater sensitivity to changes in interest rates. For example, if a bond has a duration of seven years, a 1% increase in interest rates could be expected to result in a 7% decrease in the value of the bond. An increase in interest rates can impact markets broadly as well. As of the date of this prospectus, interest rates are historically low. Extremely low or negative interest rates may become more prevalent among U.S. and foreign issuers. To the extent the fund holds an investment with a negative interest rate to maturity, the fund may generate a negative return on that investment. Conversely, in the future, interest rates may rise, perhaps significantly and/or rapidly, potentially resulting in substantial losses to the fund.

Investment Risk
An investment in the fund is not a deposit with a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. When you sell your shares of the fund, they could be worth less than what you paid for them. Therefore, you may lose money by investing in the fund.

Issuer Risk
The value of, and/or the return generated by, a security may decline for a number of reasons that directly relate to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services, as well as the historical and prospective earnings of the issuer and the value of its assets.

LIBOR Risk
Certain of the instruments identified in the fund's principal investment strategies have variable or floating coupon rates that are based on the ICE LIBOR ("LIBOR"), Euro Interbank Offered Rate and other similar types of reference rates (each, a "reference rate"). These reference rates are generally intended to represent the rate at which contributing banks may obtain short-term borrowings from each other within certain financial markets. Arrangements are underway to phase out the use of LIBOR. These arrangements and any additional regulatory or market changes may have an adverse impact on the fund or its investments, including increased volatility or illiquidity in markets for instruments that rely on LIBOR. There remains uncertainty regarding the nature of any replacement rate and the impact of the transition from LIBOR on the fund and the financial markets generally. The transition process, or the failure of an industry to transition, could lead to increased volatility and illiquidity in markets for instruments that currently rely on LIBOR to determine interest rates and a reduction in the values of some LIBOR-based investments, all of which would impact the fund. At this time, it is not possible to completely identify or predict the effect of any transition, establishment of alternative reference rates or other reforms to reference rates that may be enacted in the UK or elsewhere. In addition, any substitute reference rate and any pricing adjustments imposed by a regulator or by counterparties or otherwise may adversely affect the fund's performance and/or NAV.

Liquidity Risk
The fund is susceptible to the risk that certain investments held by the fund may have limited marketability, be subject to restrictions on sale, be difficult or impossible to purchase or sell at favorable times or prices, or become less liquid in response to market developments or adverse credit events that may affect issuers or guarantors of a security. An inability to sell a portfolio position can adversely affect the fund's value or prevent the fund from being able to take advantage of other investment opportunities. Market prices for such instruments may be volatile. The fund could lose money if it is unable to dispose of an investment at a time that is most beneficial to the fund. The fund may be required to dispose of investments at unfavorable times or prices to satisfy obligations, which may result in losses or may be costly to the fund. For example, liquidity risk may be magnified in rising interest rate environments due to higher than normal redemption rates. Unexpected redemptions may force the fund to sell certain investments at unfavorable prices to meet redemption requests or other cash needs. Judgment plays a greater role in pricing illiquid investments than in investments with more active markets.

Market Risk
The fund is subject to the risk that the securities markets will move down, sometimes rapidly and unpredictably, based on overall economic conditions and other factors, which may negatively affect the fund's performance. Equity securities generally have greater price volatility than fixed income securities, although under certain market conditions fixed income securities may

have comparable or greater price volatility. During a general downturn in the securities markets, multiple assets may decline in value simultaneously. Prices in many financial markets have increased significantly over the last decade, but there have also been periods of adverse market and financial developments and cyclical change during that timeframe, which have resulted in unusually high levels of volatility in domestic and foreign financial markets that has caused losses for investors and may occur again in the future. The value of a security may decline due to adverse issuer-specific conditions, general market conditions unrelated to a particular issuer, or factors that affect a particular industry or industries. Changes in the financial condition of a single issuer or market segment also can impact the market as a whole. Geopolitical and other events, including war, terrorism, economic uncertainty, trade disputes, pandemics, public health crises, natural disasters and related events have led, and in the future may continue to lead, to instability in world economies and markets generally and reduced liquidity in equity, credit and fixed-income markets, which may disrupt economies and markets and adversely affect the value of your investment. Changes in value may be temporary or may last for extended periods. Policy changes by the U.S. government and/or Federal Reserve and political events within the U.S. and abroad, including changes in the U.S. presidential administration and Congress, may affect investor and consumer confidence and may adversely impact financial markets and the broader economy, perhaps suddenly and to a significant degree. Markets and market participants are increasingly reliant upon both publicly available and proprietary information data systems. Data imprecision, software or other technology malfunctions, programming inaccuracies, unauthorized use or access, and similar circumstances may impair the performance of these systems and may have an adverse impact upon a single issuer, a group of issuers, or the market at large. The financial markets generally move in cycles, with periods of rising prices followed by periods of declining prices. The value of your investment may reflect these fluctuations.

• **Recent Market Events.** An outbreak of infectious respiratory illness caused by a novel coronavirus, known as COVID-19, was first detected in December 2019 and has subsequently spread globally. The transmission of COVID-19 and efforts to contain its spread have resulted, and may continue to result, in significant disruptions to business operations, widespread business closures and layoffs, travel restrictions and closed borders, prolonged quarantines and stay-at-home orders, disruption of and delays in healthcare service preparation and delivery, service and event changes, and lower consumer demand, as well as general concern and uncertainty that has negatively affected the global economy. The impact of the COVID-19 pandemic may last for an extended period of time and may result in a sustained economic downturn or recession. The U.S. Federal Reserve and the U.S. federal government have taken numerous measures to address the economic impact of the COVID-19 pandemic and stimulate the U.S. economy. The ultimate effects of these and other efforts that may be taken may not be known for some time.

The Federal Reserve has spent hundreds of billions of dollars to keep credit flowing through short-term money markets and has signaled that it plans to maintain its interventions at an elevated level. Amid these ongoing efforts, concerns about the markets' dependence on the Federal Reserve's provision of liquidity have grown. The U.S. government has reduced the federal corporate income tax rate, and future legislative, regulatory and policy changes may result in more restrictions on international trade, less stringent prudential regulation of certain players in the financial markets, and significant new investments in infrastructure and national defense. High public debt in the U.S. and other countries creates ongoing systemic and market risks and policymaking uncertainty. A rise in protectionist trade policies, slowing global economic growth, risks associated with the United Kingdom's departure from the European Union on December 31, 2020, commonly referred to as "Brexit," and a trade agreement between the United Kingdom and the European Union, the risks associated with ongoing trade negotiations with China, the possibility of changes to some international trade agreements, tensions or open conflict between nations, or political or economic dysfunction within some nations that are major producers of oil could affect the economies of many nations, including the United States, in ways that cannot necessarily be foreseen at the present time.

Economists and others have expressed increasing concern about the potential effects of global climate change on property and security values. Certain issuers, industries and regions may be adversely affected by the impacts of climate change, including on the demand for and the development of goods and services and related production costs, and the impacts of legislation, regulation and international accords related to climate change, as well as any indirect consequences of regulation or business trends driven by climate change.

Mortgage-Backed and Mortgage-Related Securities Risk
Investments in mortgage-backed and mortgage-related securities are influenced by the factors affecting the mortgages underlying the securities or the housing market. Investments in mortgage-backed and mortgage-related securities also are subject to market risks for fixed income securities, which include, but are not limited to, credit risk, interest rate risk, prepayment risk, extension risk, callable securities risk, and valuation risk. A decline in the credit quality of the issuers of mortgage-backed and mortgage-related securities or instability in the markets for such securities may affect the value and liquidity of such securities, which could result in losses to the fund. These securities are also subject to the risk of default on the underlying mortgages, particularly during periods of market downturn, and an unexpectedly high rate of defaults on the underlying assets will adversely affect the security's value.

Prepayment and Extension Risk
Prepayment risk is the risk that the principal amount of a bond may be repaid prior to the bond's maturity date. Due to a decline in interest rates or excess cash flow, a debt security may be called or otherwise prepaid before maturity. If this occurs, no additional interest will be paid on the investment. The fund may have to invest at a lower rate, may not benefit from an increase in value that may result from declining interest rates, and may lose any premium it paid to acquire the security. Variable and floating rate securities may be less sensitive to prepayment risk. Extension risk is the risk that a decrease in prepayments may, as a result of higher interest rates or other factors, result in the extension of a security's effective maturity, increase the risk of default and delayed payment, heighten interest rate risk and

increase the potential for a decline in its price. In addition, as a consequence of a decrease in prepayments, the amount of principal available to the fund for investment would be reduced.

Redemption Risk

The fund may experience periods of high levels of redemptions that could cause the fund to sell assets at inopportune times or at a loss or depressed value. The sale of assets to meet redemption requests may create net capital gains, which could cause the fund to have to distribute substantial capital gains. Redemption risk is heightened during periods of declining or illiquid markets. During periods of heavy redemptions, the fund may borrow funds through the interfund credit facility or from a bank line of credit, which may increase costs. A rise in interest rates or other market developments may cause investors to move out of fixed income securities on a large scale. Heavy redemptions could hurt the fund's performance.

Sector Risk

When the fund focuses its investments in certain sectors of the economy, its performance may be driven largely by sector performance and could fluctuate more widely than if the fund were invested more evenly across sectors. Individual sectors may be more volatile, and may perform differently, than the broader market. As the fund's portfolio changes over time, the fund's exposure to a particular sector may become higher or lower.

• **Financials Sector Risk.** Financial services companies are subject to extensive governmental regulation, which may limit both the amounts and types of loans and other financial commitments they can make, the interest rates and fees they can charge, the scope of their activities, the prices they can charge and the amount of capital they must maintain. Profitability is largely dependent on the availability and cost of capital funds and can fluctuate significantly when interest rates change or due to increased competition. In addition, deterioration of the credit markets generally may cause an adverse impact in a broad range of markets, including U.S. and international credit and interbank money markets generally, thereby affecting a wide range of financial institutions and markets. Certain events in the financials sector may cause an unusually high degree of volatility in the financial markets, both domestic and foreign, and cause certain financial services companies to incur large losses. Securities of financial services companies may experience a dramatic decline in value when such companies experience substantial declines in the valuations of their assets, take action to raise capital (such as the issuance of debt or equity securities), or cease operations.

Securities Selection Risk

Securities selected by the sub-advisor for the fund may not perform to expectations. It may not be possible to predict or to hedge against a widening in the yield of the securities selected by the sub-advisor. This could result in the fund's underperformance compared to its benchmark index(es), or other funds with similar investment objectives or strategies.

Socially Responsible Investing Risk

The fund's incorporation of environmental, social and/or governance considerations in its investment strategy may cause it to make different investments than funds that have a similar investment style but do not incorporate such considerations in their strategy. The fund may underperform funds that do not incorporate these considerations. The fund may not be able to take advantage of certain investment opportunities due to these considerations, which may adversely affect investment performance.

U.S. Government Securities and Government-Sponsored Enterprises Risk

A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity. The market prices for such securities are not guaranteed and will fluctuate. Securities held by the fund that are issued by government-sponsored enterprises, such as the Federal National Mortgage Association (``Fannie Mae''), Federal Home Loan Mortgage Corporation (``Freddie Mac''), Federal Home Loan Bank (``FHLB''), Federal Farm Credit Bank ("FFCB"), and the Tennessee Valley Authority, are not guaranteed by the U.S. Treasury and are not backed by the full faith and credit of the U.S. government, and no assurance can be given that the U.S. government will provide financial support if these organizations do not have the funds to meet future payment obligations. U.S. government securities and securities of government-sponsored entities are also subject to credit risk, interest rate risk and market risk. The rising U.S. national debt may lead to adverse impacts on the value of U.S. government securities due to potentially higher costs for the U.S. government to obtain new financing.

Variable and Floating Rate Securities Risk

The coupons on variable and floating-rate securities are not fixed and may fluctuate based upon changes in market rates. A variable rate security has a coupon that is adjusted at pre-designated periods in response to changes in the market rate of interest on which the interest rate is based. The coupon on a floating rate security is generally based on an interest rate, such as a money-market index, LIBOR or a Treasury bill rate. Variable and floating rate securities are subject to interest rate risk and credit risk. As short-term interest rates decline, the coupons on variable and floating-rate securities typically decrease. Alternatively, during periods of rising short-term interest rates, the coupons on variable and floating-rate securities typically increase. Changes in the coupons of variable and floating-rate securities may lag behind changes in market rates or may have limits on the maximum increases in the coupon rates. The value of variable and floating-rate securities may decline if their coupons do not rise as much, or as quickly, as interest rates in general. Conversely, variable and floating rate securities will not generally increase in value if interest rates decline. Certain types of variable and floating rate instruments may be subject to greater liquidity risk than other debt securities.

Fees & Expenses

(Based on the prospectus dated February 28, 2021)

Total Annual Fund Operating Expenses 0.41%
After Fee Waivers and/or Expense Reimbursements

BlackRock Inflation Protected Bond Portfolio

Investment Objective

The investment objective of the BlackRock Inflation Protected Bond Portfolio (the "inflation protected bond portfolio" or the "fund") is to seek to maximize real return, consistent with preservation of real capital and prudent investment management.

Principal Investment Strategies of the Fund

Under normal circumstances, the fund invests at least 80% of its assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and U.S. and non-U.S. corporations.

The fund maintains an average portfolio duration that is within ±20% of the duration of the Bloomberg Barclays U.S. Treasury Inflation Protected Securities Index (the benchmark).

The fund may invest up to 20% of its assets in non-investment grade bonds (high yield or junk bonds) or securities of emerging market issuers. The fund may also invest up to 20% of its assets in non-dollar denominated securities of non-U.S. issuers, and may invest without limit in U.S. dollar denominated securities of non-U.S. issuers. The fund may seek to provide exposure to the investment returns of real assets that trade in the commodity markets through investment in commodity-linked derivative instruments and investment vehicles such as exchange-traded funds that exclusively invest in commodities and are designed to provide this exposure without direct investment in physical commodities. The fund may also gain exposure to commodity markets by investing up to 25% of its total assets in the subsidiary, a wholly owned subsidiary of the fund formed in the Cayman Islands, which invests primarily in commodity-related instruments.

The fund also makes investments in residential and commercial mortgage-backed securities and other asset-backed securities.

Non-investment grade bonds acquired by the fund will generally be in the lower rating categories of the major rating agencies (BB or lower by S&P Global Ratings ("S&P") or Ba or lower by Moody's Investors Service, Inc. ("Moody's")) or will be determined by the management team to be of similar quality. Split rated bonds will be considered to have the higher credit rating. Split rated bonds are bonds that receive different ratings from two or more rating agencies.

The fund may buy or sell options or futures, or enter into credit default swaps and interest rate or foreign currency transactions, including swaps (collectively, commonly known as derivatives). The fund may seek to obtain market exposure to the securities in which it primarily invests by entering into a series of purchase and sale contracts or by using other investment techniques (such as reverse repurchase agreements or dollar rolls).

The fund may engage in active and frequent trading of portfolio securities to achieve its primary investment strategies.

Principal Risks of Investing in the Fund

Risk is inherent in all investing. The value of your investment in the fund, as well as the amount of return you receive on your investment, may fluctuate significantly from day to day and over time. You may lose part or all of your investment in the fund or your investment may not perform as well as other similar investments. The following is a summary description of principal risks of investing in the fund. The order of the below risk factors does not indicate the significance of any particular risk factor.

• **Commodities Related Investments Risk** — Exposure to the commodities markets may subject the fund to greater volatility than investments in traditional securities. The value of commodity-linked derivative investments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, embargoes, tariffs and international economic, political and regulatory developments.

• **Debt Securities Risk** — Debt securities, such as bonds, involve interest rate risk, credit risk, extension risk, and prepayment risk, among other things.

Interest Rate Risk — The market value of bonds and other fixed-income securities changes in response to interest rate changes and other factors. Interest rate risk is the risk that prices of bonds and other fixed-income securities will increase as interest rates fall and decrease as interest rates rise.

The fund may be subject to a greater risk of rising interest rates due to the current period of historically low rates. For example, if interest rates increase by 1%, assuming a current portfolio duration of ten years, and all other factors being equal, the value of the fund's investments would be expected to decrease by 10%. The magnitude of these fluctuations in the market price of bonds and other fixed-income securities is generally greater for those securities with longer maturities. Fluctuations in the market price of the fund's investments will not affect interest income derived from instruments already owned by the fund, but will be reflected in the fund's net asset value. The fund may lose money if short-term or long-term interest rates rise sharply in a manner not anticipated by fund management.

To the extent the fund invests in debt securities that may be prepaid at the option of the obligor (such as mortgage-backed securities), the sensitivity of such securities to changes in interest rates may increase (to the detriment of the fund) when interest rates rise. Moreover, because rates on certain floating rate debt securities typically reset only periodically, changes in prevailing interest rates (and particularly sudden and significant changes) can be expected to cause some fluctuations in the net asset value of the fund to the extent that it invests in floating rate debt securities.

These basic principles of bond prices also apply to U.S. Government securities. A security backed by the "full faith and credit" of the U.S. Government is guaranteed only as to its stated interest rate and face value at maturity, not its current market price. Just like other fixed-income securities, government-guaranteed securities will fluctuate in value when interest rates change.

A general rise in interest rates has the potential to cause investors to move out of fixed-income securities on a large scale, which may increase redemptions from funds that hold large amounts of fixed-income securities. Heavy redemptions could cause the fund to sell assets at inopportune times or at a loss or depressed value and could hurt the fund's performance.

Credit Risk — Credit risk refers to the possibility that the issuer of a debt security (i.e., the borrower) will not be able to make payments of interest and principal when due. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect the value of the fund's investment in that issuer. The degree of credit risk depends on both the financial condition of the issuer and the terms of the obligation.

Extension Risk — When interest rates rise, certain obligations will be paid off by the obligor more slowly than anticipated, causing the value of these obligations to fall.

Prepayment Risk — When interest rates fall, certain obligations will be paid off by the obligor more quickly than originally anticipated, and the fund may have to invest the proceeds in securities with lower yields.

• **Deflation Risk** — Deflation risk is the possibility that prices throughout the economy decline over time — the opposite of inflation. If inflation is negative, the principal and income of an inflation-protected bond will decline and could result in losses for the fund.

• **Derivatives Risk** — The fund's use of derivatives may increase its costs, reduce the fund's returns and/or increase volatility. Derivatives involve significant risks, including:

Volatility Risk — Volatility is defined as the characteristic of a security, an index or a market to fluctuate significantly in price within a short time period. A risk of the fund's use of derivatives is that the fluctuations in their values may not correlate with the overall securities markets.

Counterparty Risk — Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation.

Market and Illiquidity Risk — The possible lack of a liquid secondary market for derivatives and the resulting inability of the fund to sell or otherwise close a derivatives position could expose the fund to losses and could make derivatives more difficult for the fund to value accurately.

Valuation Risk — Valuation may be more difficult in times of market turmoil since many investors and market makers may be reluctant to purchase complex instruments or quote prices for them.

Hedging Risk — Hedges are sometimes subject to imperfect matching between the derivative and the underlying security, and there can be no assurance that the fund's hedging transactions will be effective. The use of hedging may result in certain adverse tax consequences.

Tax Risk — Certain aspects of the tax treatment of derivative instruments, including swap agreements and commodity-linked derivative instruments, are currently unclear and may be affected by changes in legislation, regulations or other legally binding authority. Such treatment may be less favorable than that given to a direct investment in an underlying asset and may adversely affect the timing, character and amount of income the fund realizes from its investments.

Regulatory Risk — Derivative contracts, including, without limitation, swaps, currency forwards and non-deliverable forwards, are subject to regulation under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") in the United States and under comparable regimes in Europe, Asia and other non-U.S. jurisdictions. Under the Dodd-Frank Act, certain derivatives are subject to margin requirements and swap dealers are required to collect margin from the fund with respect to such derivatives. Specifically, regulations are now in effect that require swap dealers to post and collect variation margin (comprised of specified liquid instruments and subject to a required haircut) in connection with trading of over-the-counter ("OTC") swaps with the fund. Shares of investment companies (other than certain money market funds) may not be posted as collateral under these regulations. Requirements for posting of initial margin in connection with OTC swaps will be phased-in through at least 2021. In addition, regulations adopted by global prudential regulators that are now in effect require certain bank-regulated counterparties and certain of their affiliates to include in certain financial contracts, including many derivatives contracts, terms that delay or restrict the rights of counterparties, such as the fund, to terminate such contracts, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. The implementation of these requirements with respect to derivatives, as well as regulations under the Dodd-Frank Act regarding clearing, mandatory trading and margining of other derivatives may increase the costs and risks to the fund of trading in these instruments and, as a result, may affect returns to investors in the fund.

On October 28, 2020, the SEC adopted new regulations governing the use of derivatives by registered investment companies ("Rule 18f-4"). The fund will be required to implement and comply with Rule 18f-4 by August 19, 2022. Once implemented, Rule 18f-4 will impose limits on the amount of derivatives a fund can enter into, eliminate the asset segregation framework currently used by funds to comply with Section 18 of the Investment Company Act of 1940, as amended (the "Investment Company Act"), treat derivatives as senior securities and require funds whose use of derivatives is more than a limited specified exposure amount to establish and maintain a comprehensive derivatives risk management program and appoint a derivatives risk manager.

• **Dollar Rolls Risk** — Dollar rolls involve the risk that the market value of the securities that the fund is committed to buy may decline below the price of the securities the fund has sold. These transactions may involve leverage.

• **Emerging Markets Risk** — Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. Investments in emerging markets may be considered speculative. Emerging markets are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to U.S. investors. In addition, many emerging securities markets have far lower trading volumes and less liquidity than developed markets.

• **Foreign Securities Risk** — Foreign investments often involve special risks not present in U.S. investments that can increase the chances that the fund will lose money. These risks include:

o The fund generally holds its foreign securities and cash in foreign banks and securities depositories, which may be recently organized or new to the foreign custody business and may be subject to only limited or no regulatory oversight.

o Changes in foreign currency exchange rates can affect the value of the fund's portfolio.

o The economies of certain foreign markets may not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position.

o The governments of certain countries, or the U.S. Government with respect to certain countries, may prohibit or impose substantial restrictions through capital controls and/or sanctions on foreign investments in the capital markets or certain industries in those countries, which may prohibit or restrict the ability to own or transfer currency, securities, derivatives or other assets.

o Many foreign governments do not supervise and regulate stock exchanges, brokers and the sale of securities to the same extent as does the United States and may not have laws to protect investors that are comparable to U.S. securities laws.

o Settlement and clearance procedures in certain foreign markets may result in delays in payment for or delivery of securities not typically associated with settlement and clearance of U.S. investments.

o The fund's claims to recover foreign withholding taxes may not be successful, and if the likelihood of recovery of foreign withholding taxes materially decreases, due to, for example, a change in tax regulation or approach in the foreign country, accruals in the fund's net asset value for such refunds may be written down partially or in full, which will adversely affect the fund's net asset value.

• **High Portfolio Turnover Risk** — The fund may engage in active and frequent trading of its portfolio securities. High portfolio turnover (more than 100%) may result in increased transaction costs to the fund, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of the securities and on reinvestment in other securities. The sale of fund portfolio securities may result in the realization and/or distribution to shareholders of higher capital gains or losses as compared to a fund with less active trading policies. These effects of higher than normal portfolio turnover may adversely affect fund performance.

• **Illiquid Investments Risk** — The fund may invest up to an aggregate amount of 15% of its net assets in illiquid investments. An illiquid investment is any investment that the fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. The subsidiary will also limit its investment in illiquid investments to 15% of its net assets. In applying the illiquid investments restriction to the fund, the fund's investment in the subsidiary is considered to be liquid. The fund's illiquid investments may reduce the returns of the fund because it may be difficult to sell the illiquid investments at an advantageous time or price. An investment may be illiquid due to, among other things, the reduced number and capacity of traditional market participants to make a market in fixed-income securities or the lack of an active trading market. To the extent that the fund's principal investment strategies involve derivatives or securities with substantial market and/or credit risk, the fund will tend to have the greatest exposure to the risks associated with illiquid investments. Liquid investments may become illiquid after purchase by the fund, particularly during periods of market turmoil. Illiquid investments may be harder to value, especially in changing markets, and if the fund is forced to sell these investments to meet redemption requests or for other cash needs, the fund may suffer a loss. This may be magnified in a rising interest rate environment or other circumstances where investor redemptions from fixed-income mutual funds may be higher than normal. In addition, when there is illiquidity in the market for certain securities, the fund, due to limitations on illiquid investments, may be subject to purchase and sale restrictions.

• **Indexed and Inverse Securities Risk** — Indexed and inverse securities provide a potential return based on a particular index of value or interest rates. The fund's return on these securities will be subject to risk with respect to the value of the particular index. These securities are subject to leverage risk and correlation risk. Certain indexed and inverse securities have greater sensitivity to changes in interest rates or index levels than other securities, and the fund's investment in such instruments may decline significantly in value if interest rates or index levels move in a way fund management does not anticipate.

• **Inflation-Indexed Bonds Risk** — The principal value of an investment is not protected or otherwise guaranteed by virtue of the fund's investments in inflation-indexed bonds. Inflation-indexed bonds are fixed-income securities whose principal value is periodically adjusted according to the rate of inflation. If the index measuring inflation falls, the principal value of inflation-indexed bonds will be adjusted downward, and consequently the interest payable on these securities (calculated with respect to a smaller principal amount) will be reduced.

Repayment of the original bond principal upon maturity (as adjusted for inflation) is guaranteed in the case of U.S. Treasury inflation-indexed bonds. For bonds that do not provide a similar guarantee, the adjusted principal value of the bond repaid at maturity may be less than the original principal value.

The value of inflation-indexed bonds is expected to change in response to changes in real interest rates. Real interest rates are tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increase at a faster rate than inflation, real interest rates may rise, leading to a decrease in value of inflation-indexed bonds. Short-term increases in inflation may lead to a decline in value. Any increase in the principal amount of an inflation-indexed bond will be considered taxable ordinary income, even though investors do not receive their principal until maturity.

Periodic adjustments for inflation to the principal amount of an inflation-indexed bond may give rise to original issue discount, which will be includable in the fund's gross income. Due to original issue discount, the fund may be required to make annual distributions to shareholders that exceed the cash received, which may cause the fund to liquidate certain investments when it is not advantageous to do so. Also, if the principal value of an inflation-indexed bond is adjusted downward due to deflation, amounts previously distributed in the taxable year may be characterized in some circumstances as a return of capital.

• **Leverage Risk** — Some transactions may give rise to a form of economic leverage. These transactions may include, among others, derivatives, and may expose the fund to greater risk and increase its costs. The use of leverage may cause the fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet any required asset segregation requirements. Increases and decreases in the value of the fund's portfolio will be magnified when the fund uses leverage.

• **Market Risk and Selection Risk** — Market risk is the risk that one or more markets in which the fund invests will go down in value, including the possibility that the markets will go down sharply and unpredictably. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues like pandemics or epidemics, recessions, or other events could have a significant impact on the fund and its investments. Selection risk is the risk that the securities selected by fund management will underperform the markets, the relevant indices or the securities selected by other funds with similar investment objectives and investment strategies. This means you may lose money.

A recent outbreak of an infectious coronavirus has developed into a global pandemic that has resulted in numerous disruptions in the market and has had significant economic impact leaving general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general ways that cannot necessarily be foreseen at the present time.

• **Mortgage- and Asset-Backed Securities Risks** — Mortgage- and asset-backed securities represent interests in "pools" of mortgages or other assets, including consumer loans or receivables held in trust. Mortgage- and asset-backed securities are subject to credit, interest rate, prepayment and extension risks. These securities also are subject to risk of default on the underlying mortgage or asset, particularly during periods of economic downturn. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

• **Non-Investment Grade Securities Risk** — Although non-investment grade securities generally pay higher rates of interest than investment grade securities, non-investment grade securities are high risk investments that are considered speculative and may cause income and principal losses for the fund.

• **Repurchase Agreements and Purchase and Sale Contracts Risk** — If the other party to a repurchase agreement or purchase and sale contract defaults on its obligation under the agreement, the fund may suffer delays and incur costs or lose money in exercising its rights under the agreement. If the seller fails to repurchase the security in either situation and the market value of the security declines, the fund may lose money.

• **Reverse Repurchase Agreements Risk** — Reverse repurchase agreements involve the sale of securities held by the fund with an agreement to repurchase the securities at an agreed-upon price, date and interest payment. Reverse repurchase agreements involve the risk that the other party may fail to return the securities in a timely manner or at all. The fund could lose money if it is unable to recover the securities and the value of the collateral held by the fund, including the value of the investments made with cash collateral, is less than the value of the securities. These events could also trigger adverse tax consequences for the fund. In addition, reverse repurchase agreements involve the risk that the interest income earned in the investment of the proceeds will be less than the interest expense.

• **Subsidiary Risk** — By investing in the subsidiary, the fund is indirectly exposed to the risks associated with the subsidiary's investments. The commodity-related instruments held by the subsidiary are generally similar to those that are permitted to be held by the fund and are subject to the same risks that apply to similar investments if held directly by the fund (see "commodities related investments risk" above). There can be no assurance that the investment objective of the subsidiary will be achieved. The subsidiary is not registered under the Investment Company Act and, unless otherwise noted in this prospectus, is not subject to all the investor protections of the Investment Company Act. However, the fund wholly owns and controls the subsidiary, and the fund and the subsidiary are both managed by BlackRock, making it unlikely that the subsidiary will take action contrary to the interests of the fund and its shareholders. The board has oversight responsibility for the investment activities of the fund, including its investment in the subsidiary, and the fund's role as sole shareholder of the subsidiary. The subsidiary is subject to the same investment restrictions and limitations, and follows the same compliance policies and procedures, as the fund, except that the subsidiary may invest without limitation in commodity-related instruments. Changes in the laws of the United States and/or the Cayman Islands could result in the inability of the fund and/or the subsidiary to operate as described in this prospectus and the Statement of Additional Information ("SAI") and could adversely affect the fund.

• **U.S. Government Issuer Risk** — Treasury obligations may differ in their interest rates, maturities, times of issuance and other characteristics. Obligations of U.S. Government agencies and authorities are supported by varying degrees of credit but generally are not backed by the full faith and credit of the U.S. Government. No assurance can be given that the U.S. Government will provide financial support to its agencies and authorities if it is not obligated by law to do so.

Fees & Expenses
(Based on the prospectus dated April 30, 2021)

Total Annual Fund Operating Expenses 0.44%
After Fee Waivers and/or Expense Reimbursements

BlackRock High Yield Bond Portfolio

Investment Objective

The investment objective of the BlackRock High Yield Bond Portfolio (the "high yield fund" or the "fund") is to seek to maximize total return, consistent with income generation and prudent investment management.

Principal Investment Strategies of the Fund

The high yield fund invests primarily in non-investment grade bonds with maturities of ten years or less. The high yield fund normally invests at least 80% of its assets in high yield bonds. The high yield securities (commonly called "junk bonds") acquired by the high yield fund will generally be in the lower rating categories of the major rating agencies (BB or lower by S&P Global Ratings or Fitch Ratings, Inc. or Ba or lower by Moody's Investor Services) or will be determined by the high yield fund management team to be of similar quality. Split rated bonds and other fixed-income securities (securities that receive different ratings from two or more rating agencies) are valued as follows: if three agencies rate a security, the security will be considered to have the median credit rating; if two of the three agencies rate a security, the security will be considered to have the lower credit rating. The fund may invest up to 30% of its assets in nondollar denominated bonds of issuers located outside of the United States. The high yield fund's investment in nondollar denominated bonds may be on a currency hedged or unhedged basis. The fund may also invest in convertible and preferred securities. Convertible debt securities will be counted toward the fund's 80% policy to the extent they have characteristics similar to the securities included within that policy.

To add additional diversification, the management team can invest in a wide range of securities including corporate bonds, mezzanine investments, collateralized bond obligations, bank loans and mortgage-backed and asset-backed securities. The high yield fund can also invest, to the extent consistent with its investment objective, in non-U.S. and emerging market securities and currencies. The high yield fund may invest in securities of any rating, and may invest up to 10% of its assets (measured at the time of investment) in distressed securities that are in default or the issuers of which are in bankruptcy.

The high yield fund may buy or sell options or futures on a security or an index of securities, or enter into credit default swaps and interest rate or foreign currency transactions, including swaps (collectively, commonly known as derivatives). The fund may use derivative instruments to hedge its investments or to seek to enhance returns. The high yield fund may seek to obtain market exposure to the securities in which it primarily invests by entering into a series of purchase and sale contracts or by using other investment techniques (such as reverse repurchase agreements or dollar rolls).

The high yield fund may engage in active and frequent trading of portfolio securities to achieve its principal investment strategies.

Principal Risks of Investing in the Fund

Risk is inherent in all investing. The value of your investment in the fund, as well as the amount of return you receive on your investment, may fluctuate significantly from day to day and over time. You may lose part or all of your investment in the fund or your investment may not perform as well as other similar investments. The following is a summary description of principal risks of investing in the fund. The order of the below risk factors does not indicate the significance of any particular risk factor.

• **Bank Loan Risk** — The market for bank loans may not be highly liquid and the fund may have difficulty selling them. These investments expose the fund to the credit risk of both the financial institution and the underlying borrower.

• **Collateralized Bond Obligation Risk** — The pool of high yield securities underlying collateralized bond obligations is typically separated into groupings called tranches representing different degrees of credit quality. The higher quality tranches have greater degrees of protection and pay lower interest rates. The lower tranches, with greater risk, pay higher interest rates.

• **Convertible Securities Risk** — The market value of a convertible security performs like that of a regular debt security; that is, if market interest rates rise, the value of a convertible security usually falls. In addition, convertible securities are subject to the risk that the issuer will not be able to pay interest or dividends when due, and their market value may change based on changes in the issuer's credit rating or the market's perception of the issuer's creditworthiness. Since it derives a portion of its value from the common stock into which it may be converted, a convertible security is also subject to the same types of market and issuer risks that apply to the underlying common stock.

• **Debt Securities Risk** — Debt securities, such as bonds, involve interest rate risk, credit risk, extension risk, and prepayment risk, among other things.

Interest Rate Risk — The market value of bonds and other fixed-income securities changes in response to interest rate changes and other factors. Interest rate risk is the risk that prices of bonds and other fixed-income securities will increase as interest rates fall and decrease as interest rates rise.

The fund may be subject to a greater risk of rising interest rates due to the current period of historically low rates. For example, if interest rates increase by 1%, assuming a current portfolio duration of ten years, and all other factors being equal, the value of the fund's investments would be expected to decrease by 10%. The magnitude of these fluctuations in the market price of bonds and other fixed-income securities is generally greater for those securities with longer maturities. Fluctuations in the market price of the fund's investments will not affect interest income derived from instruments already owned by the fund, but will be reflected in the fund's net asset value. The fund may lose money if short-term or long-term interest rates rise sharply in a manner not anticipated by fund management.

To the extent the fund invests in debt securities that may be prepaid at the option of the obligor (such as mortgage-backed securities), the sensitivity of such securities to changes in interest rates may increase (to the detriment of the fund) when interest rates rise. Moreover, because rates on certain floating rate debt securities typically reset only periodically, changes in prevailing interest rates (and particularly sudden and significant changes) can be expected to cause some fluctuations in the net asset value of the fund to the extent that it invests in floating rate debt securities.

These basic principles of bond prices also apply to U.S. Government securities. A security backed by the "full faith and credit" of the U.S. Government is guaranteed only as to its stated interest rate and face value at maturity, not its current market price. Just like other fixed-income securities, government-guaranteed securities will fluctuate in value when interest rates change.

A general rise in interest rates has the potential to cause investors to move out of fixed-income securities on a large scale, which may increase redemptions from funds that hold large amounts of fixed-income securities. Heavy redemptions could cause the fund to sell assets at inopportune times or at a loss or depressed value and could hurt the fund's performance.

Credit Risk — Credit risk refers to the possibility that the issuer of a debt security (i.e., the borrower) will not be able to make payments of interest and principal when due. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect the value of the fund's investment in that issuer. The degree of credit risk depends on both the financial condition of the issuer and the terms of the obligation.

Extension Risk — When interest rates rise, certain obligations will be paid off by the obligor more slowly than anticipated, causing the value of these obligations to fall.

Prepayment Risk — When interest rates fall, certain obligations will be paid off by the obligor more quickly than originally anticipated, and the fund may have to invest the proceeds in securities with lower yields.

• **Derivatives Risk** — The fund's use of derivatives may increase its costs, reduce the fund's returns and/or increase volatility. Derivatives involve significant risks, including:

Volatility Risk — Volatility is defined as the characteristic of a security, an index or a market to fluctuate significantly in price within a short time period. A risk of the fund's use of derivatives is that the fluctuations in their values may not correlate with the overall securities markets.

Counterparty Risk — Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation.

Market and Illiquidity Risk — The possible lack of a liquid secondary market for derivatives and the resulting inability of the fund to sell or otherwise close a derivatives position could expose the fund to losses and could make derivatives more difficult for the fund to value accurately.

Valuation Risk — Valuation may be more difficult in times of market turmoil since many investors and market makers may be reluctant to purchase complex instruments or quote prices for them.

Hedging Risk — Hedges are sometimes subject to imperfect matching between the derivative and the underlying security, and there can be no assurance that the fund's hedging transactions will be effective. The use of hedging may result in certain adverse tax consequences.

Tax Risk — Certain aspects of the tax treatment of derivative instruments, including swap agreements and commodity-linked derivative instruments, are currently unclear and may be affected by changes in legislation, regulations or other legally binding authority. Such treatment may be less favorable than that given to a direct investment in an underlying asset and may adversely affect the timing, character and amount of income the fund realizes from its investments.

Regulatory Risk — Derivative contracts, including, without limitation, swaps, currency forwards and non-deliverable forwards, are subject to regulation under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") in the United States and under comparable regimes in Europe, Asia and other non-U.S. jurisdictions. Under the Dodd-Frank Act, certain derivatives are subject to margin requirements and swap dealers are required to collect margin from the fund with respect to such derivatives. Specifically, regulations are now in effect that require swap dealers to post and collect variation margin (comprised of specified liquid instruments and subject to a required haircut) in connection with trading of over-the-counter ("OTC") swaps with the fund. Shares of investment companies (other than certain money market funds) may not be posted as collateral under these regulations. Requirements for posting of initial margin in connection with OTC swaps will be phased-in through at least 2021. In addition, regulations adopted by global prudential regulators that are now in effect require certain bank-regulated counterparties and certain of their affiliates to include in certain financial contracts, including many derivatives contracts, terms that delay or restrict the rights of counterparties, such as the fund, to terminate such contracts, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. The implementation of these requirements with respect to derivatives, as well as regulations under the Dodd-Frank Act regarding clearing, mandatory trading and margining of other derivatives, may increase the costs and risks to the fund of trading in these instruments and, as a result, may affect returns to investors in the fund.

On October 28, 2020, the Securities and Exchange Commission (the "SEC") adopted new regulations governing the use of derivatives by registered investment companies ("Rule 18f-4"). The fund will be required to implement and comply with Rule 18f-4 by August 19, 2022. Once implemented, Rule 18f-4 will impose limits on the amount of derivatives a fund can enter into, eliminate the asset segregation framework currently used by funds to comply with Section 18 of the Investment Company Act of 1940, as amended (the "Investment Company Act"), treat derivatives as senior securities so that a failure to comply with the limits would result in a statutory violation and require funds whose use of derivatives is more than a limited specified exposure amount to establish and maintain a comprehensive derivatives risk management program and appoint a derivatives risk manager.

• **Distressed Securities Risk** — Distressed securities are speculative and involve substantial risks in addition to the risks of investing in junk bonds. The fund will generally not receive interest payments on the distressed securities and may incur costs to protect its investment. In addition, distressed securities involve the substantial risk that principal will not be repaid. These securities may present a substantial risk of default or may be in default at the time of investment. The fund may incur additional expenses to the extent it is required to seek recovery upon a default in the payment of principal of or interest on its portfolio holdings. In any reorganization or liquidation proceeding relating to a portfolio company, the fund may lose its entire investment or may be required to accept cash or securities with a value less than its original investment. Distressed securities and any securities received in an exchange for such securities may be subject to restrictions on resale.

• **Dollar Rolls Risk** — Dollar rolls involve the risk that the market value of the securities that the fund is committed to buy may decline below the price of the securities the fund has sold. These transactions may involve leverage.

• **Emerging Markets Risk** — Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. Investments in emerging markets may be considered speculative. Emerging markets are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to U.S. investors. In addition, many emerging securities markets have far lower trading volumes and less liquidity than developed markets.

• **Foreign Securities Risk** — Foreign investments often involve special risks not present in U.S. investments that can increase the chances that the fund will lose money. These risks include:

o The fund generally holds its foreign securities and cash in foreign banks and securities depositories, which may be recently organized or new to the foreign custody business and may be subject to only limited or no regulatory oversight.

o Changes in foreign currency exchange rates can affect the value of the fund's portfolio.

o The economies of certain foreign markets may not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position.

o The governments of certain countries may prohibit or impose substantial restrictions on foreign investments in their capital markets or in certain industries.

o Many foreign governments do not supervise and regulate stock exchanges, brokers and the sale of securities to the same extent as does the United States and may not have laws to protect investors that are comparable to U.S. securities laws.

o Settlement and clearance procedures in certain foreign markets may result in delays in payment for or delivery of securities not typically associated with settlement and clearance of U.S. investments.

o The fund's claims to recover foreign withholding taxes may not be successful, and if the likelihood of recovery of foreign withholding taxes materially decreases, due to, for example, a change in tax regulation or approach in the foreign country, accruals in the fund's net asset value for such refunds may be written down partially or in full, which will adversely affect the fund's net asset value.

o The European financial markets have recently experienced volatility and adverse trends due to concerns about economic downturns in, or rising government debt levels of, several European countries. These events may spread to other countries in Europe. These events may affect the value and liquidity of certain of the fund's investments.

• **High Portfolio Turnover Risk** — The fund may engage in active and frequent trading of its portfolio securities. High portfolio turnover (more than 100%) may result in increased transaction costs to the fund, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of the securities and on reinvestment in other securities. The sale of fund portfolio securities may result in the realization and/or distribution to shareholders of higher capital gains or losses as compared to a fund with less active trading policies. These effects of higher than normal portfolio turnover may adversely affect fund performance. In addition, investment in mortgage dollar rolls and participation in TBA transactions may significantly increase the fund's portfolio turnover rate. A TBA transaction is a method of trading mortgage-backed securities where the buyer and seller agree upon general trade parameters such as agency, settlement date, par amount, and price at the time the contract is entered into but the mortgage-backed securities are delivered in the future, generally 30 days later.

• **Illiquid Investments Risk** — The fund may invest up to an aggregate amount of 15% of its net assets in illiquid investments. An illiquid investment is any investment that the fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the investment. The fund's illiquid investments may reduce the returns of the fund because it may be difficult to sell the illiquid investments at an advantageous time or price. An investment may be illiquid due to, among other things, the reduced number and capacity of traditional market participants to make a market in fixed-income securities or the lack of an active trading market. To the extent that the fund's principal investment strategies involve derivatives or securities with substantial market and/or credit risk, the fund will tend to have the greatest exposure to the risks associated with illiquid investments. Liquid investments may become illiquid after purchase by the fund, particularly during periods of market turmoil. Illiquid investments may be harder to value, especially in changing markets, and if the fund is forced to sell these investments to meet redemption requests or for other cash needs, the fund may suffer a loss. This may be magnified in a rising interest rate environment or other circumstances where investor redemptions from fixed-income mutual funds may be higher than normal In addition, when there is illiquidity in the market for certain securities, the fund, due to limitations on illiquid investments, may be subject to purchase and sale restrictions.

• **Junk Bonds Risk** — Although junk bonds generally pay higher rates of interest than investment grade bonds, junk bonds are high risk investments that are considered speculative and may cause income and principal losses for the fund.

• **Leverage Risk** — Some transactions may give rise to a form of economic leverage. These transactions may include, among others, derivatives, and may expose the fund to greater risk and increase its costs. The use of leverage may cause the fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet any required asset segregation requirements. Increases and decreases in the value of the fund's portfolio will be magnified when the fund uses leverage.

• **Market Risk and Selection Risk** — Market risk is the risk that one or more markets in which the fund invests will go down in value, including the possibility that the markets will go down sharply and unpredictably. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues like pandemics or epidemics, recessions, or other events could have a significant impact on the fund and its investments. Selection risk is the risk that the securities selected by fund management will underperform the markets, the relevant indices or the securities selected by other funds with similar investment objectives and investment strategies. This means you may lose money.

A recent outbreak of an infectious coronavirus has developed into a global pandemic that has resulted in numerous disruptions in the market and has had significant economic impact leaving general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general ways that cannot necessarily be foreseen at the present time.

• **Mezzanine Securities Risk** — Mezzanine securities carry the risk that the issuer will not be able to meet its obligations and that the equity securities purchased with the mezzanine investments may lose value.

• **Mortgage- and Asset-Backed Securities Risks** — Mortgage- and asset-backed securities represent interests in "pools" of mortgages or other assets, including consumer loans or receivables held in trust. Mortgage- and asset-backed securities are subject to credit, interest rate, prepayment and extension risks. These securities also are subject to risk of default on the underlying mortgage or asset, particularly during periods of economic downturn. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

• **Preferred Securities Risk** — Preferred securities may pay fixed or adjustable rates of return. Preferred securities are subject to issuer-specific and market risks applicable generally to equity securities. In addition, a company's preferred securities generally pay dividends only after the company makes required payments to holders of its bonds and other debt. For this reason, the value of preferred securities will usually react more strongly than bonds and other debt to actual or perceived changes in the company's financial condition or prospects. Preferred securities of smaller companies may be more vulnerable to adverse developments than preferred securities of larger companies.

• **Repurchase Agreements and Purchase and Sale Contracts Risk** — If the other party to a repurchase agreement or purchase and sale contract defaults on its obligation under the agreement, the fund may suffer delays and incur costs or lose money in exercising its rights under the agreement. If the seller fails to repurchase the security in either situation and the market value of the security declines, the fund may lose money.

• **Reverse Repurchase Agreements Risk** — Reverse repurchase agreements involve the sale of securities held by the fund with an agreement to repurchase the securities at an agreed-upon price, date and interest payment. Reverse repurchase agreements involve the risk that the other party may fail to return the securities in a timely manner or at all. The fund could lose money if it is unable to recover the securities and the value of the collateral held by the fund, including the value of the investments made with cash collateral, is less than the value of the securities. These events could also trigger adverse tax consequences for the fund. In addition, reverse repurchase agreements involve the risk that the interest income earned in the investment of the proceeds will be less than the interest expense.

Fees & Expenses
(Based on the prospectus dated January 28, 2021)

Total Annual Fund Operating Expenses 0.51%
After Fee Waivers and/or Expense Reimbursements

Credit Suisse Floating Rate High Income Fund

Investment Objective

The fund seeks high current income and, secondarily, capital appreciation.

Principal Investment Strategies

Under normal market conditions, the fund invests at least 80% of its net assets, plus any borrowings for investment purposes, in high yield, fixed income securities (commonly referred to as "junk bonds"). The high yield, fixed income securities in which the fund will invest for purposes of this 80% policy will consist entirely of senior secured floating rate loans ("senior loans") issued by non-investment grade companies. Senior loans typically are secured by specific collateral of the issuer and hold the most senior position in the issuer's capital structure. The interest rate on senior loans is adjusted periodically to a recognized base rate, typically the London Interbank Offered Rate (LIBOR). While these characteristics may reduce interest rate risk and mitigate losses in the event of borrower default, the senior loans in which the fund invests have below investment grade credit ratings and thereby are considered speculative because of the significant credit risk of their issuers. The fund may invest up to 30% of its assets in securities of non-U.S. issuers. The fund seeks to moderate risk by investing in a diversified portfolio of issuers across a variety of industry sectors. Investments are selected for the fund based on an analysis of individual issuers and the general business conditions affecting them. The fund generally will not invest in instruments rated at the time of investment in the lowest rating categories (Ca or below by Moody's Investors Service ("Moody's") and CC or below by S&P Global Ratings, a division of S&P Global Inc. ("S&P")) but may continue to hold securities which are subsequently downgraded.

Principal Risks of Investing in the Fund

A WORD ABOUT RISK

All investments involve some level of risk. Simply defined, risk is the possibility that you will lose money or not make money.

Principal risk factors for the fund are discussed below. Before you invest, please make sure you understand the risks that apply to the fund. As with any mutual fund, you could lose money over any period of time.

Investments in the fund are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

BELOW INVESTMENT GRADE SECURITIES RISK

Below investment grade securities (commonly referred to as "junk bonds") are regarded as being predominantly speculative as to the issuer's ability to make payments of principal and interest. Investment in such securities involves substantial risk. Issuers of below investment grade securities may be highly leveraged and may not have available to them more traditional methods of financing. Therefore, the risks associated with acquiring the securities of such issuers generally are greater than is the case with higher-rated securities.

CONFLICT OF INTEREST RISK

Affiliates of Credit Suisse may participate in the primary and secondary market for loans. Because of limitations imposed by applicable law, the presence of Credit Suisse's affiliates in the loans market may restrict the fund's ability to acquire some loans or affect the timing or price of such acquisitions.

CREDIT RISK

The issuer of a security, the borrower of a loan or the counterparty to a contract may default or otherwise become unable to honor a financial obligation. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness also may affect the value of the fund's investment in that issuer. Non-investment grade securities carry a higher risk of default and should be considered speculative.

FOREIGN SECURITIES RISK

Investing outside the U.S. carries additional risks that include:

• **Currency Risk** Fluctuations in exchange rates between the U.S. dollar and foreign currencies may negatively affect an investment. Adverse changes in exchange rates may erode or reverse any gains produced by foreign-currency denominated investments and may widen any losses. The fund may, but is not required to, seek to reduce currency risk by hedging part or all of its exposure to various foreign currencies.

• **Information Risk** Key information about an issuer, security or market may be inaccurate or unavailable.

• **Political Risk** Foreign governments may expropriate assets, impose capital or currency controls, impose punitive taxes, or nationalize a company or industry. Any of these actions could have a severe effect on security prices and impair the fund's ability to bring its capital or income back to the United States. Other political risks include economic policy changes, social and political instability, military action and war.

ILLIQUIDITY RISK

Due to restrictions on transfers in loan agreements and the nature of the private syndication of senior loans including, for example, the lack of publicly available information, some senior loans are not as easily purchased or sold as publicly traded securities. No active trading market may exist for certain senior loans and other fixed income instruments and some senior loans may be subject to restrictions on resale. Secondary markets may be subject to irregular trading activity and wide bid/ask spreads. This may impair the ability of the fund to sell or realize the full value of its senior loans or other fixed income instruments in the event of a need to liquidate such assets.

Transactions in senior loans may settle on a delayed basis, resulting in the proceeds from the sale of senior loans not being readily available to make additional investments or to meet the fund's redemption obligations. To the extent the extended settlement process gives rise to short-term liquidity needs, the fund may hold cash, sell investments or temporarily borrow from banks or other lenders.

INTEREST RATE RISK

Changes in interest rates may cause a decline in the market value of an investment. With loans, bonds and other fixed income securities, a rise in interest rates typically causes a fall in values, while a fall in interest rates typically causes a rise in values. The fund may be subject to a greater risk of rising interest rates due to the recent period of historically low rates and the effect of potential government fiscal policy initiatives and resulting market reaction to those initiatives. Generally, the longer the maturity or duration of a debt instrument, the greater the impact of a change in interest on the instrument's value. In periods of market volatility, the market values of fixed income securities may be more sensitive to changes in interest rates. The impact of interest rate changes on floating rate instruments is typically mitigated by the periodic interest rate adjustments of the instruments.

LIBOR RISK

Many financial instruments may be tied to the London Interbank Offered Rate, or "LIBOR," to determine payment obligations, financing terms, hedging strategies, or investment value. LIBOR is the offered rate for short-term Eurodollar deposits between major international banks. On July 27, 2017, the head of the UK Financial Conduct Authority announced a desire to phase out the use of LIBOR by the end of 2021. Regulators and industry working groups have suggested alternative reference rates, but global consensus is lacking and the process for amending existing contracts or instruments to transition away from LIBOR remains unclear. There also remains uncertainty and risk regarding the willingness and ability of issuers to include enhanced provisions in new and existing contracts or instruments. As such, the transition away from LIBOR may lead to increased volatility and illiquidity in markets that are tied to LIBOR, reduced values of LIBOR-related investments, and reduced effectiveness of hedging strategies, adversely affecting the fund's performance or net asset value. In addition, the alternative reference rate may be an ineffective substitute resulting in prolonged adverse market conditions for the fund.

MARKET RISK

The market value of an instrument may fluctuate, sometimes rapidly and unpredictably. These fluctuations, which are often referred to as "volatility," may cause an instrument to be worth less than it was worth at an earlier time. Market risk may affect a single issuer, industry, commodity, sector of the economy, or the market as a whole. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could have a significant impact on the fund and its investments. Market risk is common to most investments – including stocks, bonds and commodities – and the mutual funds that invest in them. The performance of "value" stocks and "growth" stocks may rise or decline under varying market conditions – for example, value stocks may perform well under circumstances in which growth stocks in general have fallen.

Bonds and other fixed income securities generally involve less market risk than stocks and commodities. However, the risk of bonds can vary significantly depending upon factors such as the issuer's creditworthiness and a bond's maturity. The bonds of some companies may be riskier than the stocks of others.

PREPAYMENT RISK

In a declining interest rate environment, prepayment of loans and other fixed income instruments with high stated interest rates may increase. In such circumstances, the fund may have to reinvest the prepayment proceeds at lower yields.

SENIOR LOANS RISKS

Senior loans are subject to the risk that a court could subordinate a senior loan, which typically holds the most senior position in the issuer's capital structure, to presently existing or future indebtedness or take other action detrimental to the holders of senior loans. Senior loans are also subject to heightened prepayment risk, as they usually have mandatory and optional prepayment provisions. Senior loans are subject to the risk that the value of the collateral, if any, securing a loan may decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate.

VALUATION RISK

The lack of an active trading market may make it difficult to obtain an accurate price for an instrument held by the fund.

Fees & Expenses

(Based on the prospectus dated February 28, 2021)

Total Annual Fund Operating Expenses 0.70%
After Fee Waivers and/or Expense Reimbursements

AB Global Bond Fund

Investment Objective:

The fund's investment objective is to generate current income consistent with preservation of capital.

Principal Investment Strategies

The fund invests, under normal circumstances, at least 80% of its net assets in fixed-income securities. Under normal market conditions, the fund invests significantly in fixed-income securities of non-U.S. companies. In addition, the fund invests, under normal circumstances, in the fixed-income securities of companies located in at least three countries. The fund may invest in a broad range of fixed-income securities in both developed and emerging markets. The fund may invest across all fixed-income sectors, including U.S. and non-U.S. Government and corporate debt securities. The fund's investments may be denominated in local currency or U.S. Dollar-denominated. The fund may invest in debt securities with a range of maturities from short- to long-term. The fund may use borrowings or other leverage for investment purposes.

The adviser selects securities for purchase or sale based on its assessment of the securities' risk and return characteristics as well as the securities' impact on the overall risk and return characteristics of the fund. In making this assessment, the adviser takes into account various factors, including the credit quality and sensitivity to interest rates of the securities under consideration and of the fund's other holdings.

The adviser actively manages the fund's assets in relation to market conditions and general economic conditions and adjusts the fund's investments in an effort to best enable the fund to achieve its investment objective. Thus, the percentage of the fund's assets invested in a particular country or denominated in a particular currency will vary in accordance with the adviser's assessment of the relative yield and appreciation potential of such securities and the relationship of the country's currency to the U.S. Dollar.

Under normal circumstances, the fund invests at least 75% of its net assets in fixed-income securities rated investment grade at the time of investment and may invest up to 25% of its net assets in below investment grade fixed-income securities (commonly known as "junk bonds").

The fund may invest in mortgage-related and other asset-backed securities, loan participations and assignments, inflation-indexed securities, structured securities, variable, floating, and inverse floating-rate instruments and preferred stock, and may use other investment techniques. The fund intends, among other things, to enter into transactions such as reverse repurchase agreements and dollar rolls. The fund may invest, without limit, in derivatives, such as options, futures contracts, forwards, or swaps.

Principal Risks

Market Risk: The value of the fund's assets will fluctuate as the stock or bond market fluctuates. The value of its investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events, including public health crises (including the occurrence of a contagious disease or illness), that affect large portions of the market.

• **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of existing investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations. Very low or negative interest rates would likely magnify the risks associated with changes in interest rates. During periods of very low or negative rates, the fund's returns would likely be adversely affected.

• **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security and accrued interest. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.

• **Below Investment Grade Securities Risk:** Investments in fixed-income securities with lower ratings (commonly known as "junk bonds") are subject to a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments and negative perceptions of the junk bond market generally and may be more difficult to trade than other types of securities.

• **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise.

• **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the fund's assets can decline as can the value of the fund's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

• **Foreign (Non-U.S.) Risk:** Investments in securities of non-U.S. issuers may involve more risk than those of U.S. issuers. These securities may fluctuate more widely in price and may be more difficult to trade due to adverse market, economic, political, regulatory or other factors.

• **Emerging Market Risk:** Investments in emerging market countries may have more risk because the markets are less developed and less liquid as well as being subject to increased economic, political, regulatory or other uncertainties.

• **Currency Risk:** Fluctuations in currency exchange rates may negatively affect the value of the fund's investments or reduce its returns.

• **Mortgage-Related and/or Other Asset-Backed Securities Risk:** Investments in mortgage-related and other asset-backed securities are subject to certain additional risks. The value of these securities may be particularly sensitive to changes in interest rates. These risks include "extension risk", which is the risk that, in periods of rising interest rates, issuers may delay the payment of principal, and "prepayment risk", which is the risk that in periods of falling interest rates, issuers may pay principal sooner than expected, exposing the fund to a lower rate of return upon reinvestment of principal. Mortgage-backed securities offered by non-governmental issuers and other asset-backed securities may be subject to other risks, such as higher rates of default in the mortgages or assets backing the securities or risks associated with the nature and servicing of mortgages or assets backing the securities.

• **Leverage Risk:** To the extent the fund uses leveraging techniques, its net asset value, or NAV, may be more volatile because leverage tends to exaggerate the effect of changes in interest rates and any increase or decrease in the value of the fund's investments.

• **Derivatives Risk:** Derivatives may be difficult to price or unwind and leveraged so that small changes may produce disproportionate losses for the fund. Derivatives, especially over-the-counter derivatives, are also subject to counterparty risk.

• **Illiquid Investments Risk:** Illiquid investments risk exists when certain investments are or become difficult to purchase or sell. Difficulty in selling such investments may result in sales at disadvantageous prices affecting the value of your investment in the fund. Causes of illiquid investments risk may include low trading volumes, large positions and heavy redemptions of fund shares. Illiquid investments risk may be higher in a rising interest rate environment, when the value and liquidity of fixed-income securities generally decline.

• **Active Trading Risk:** The fund expects to engage in active and frequent trading of its portfolio securities and its portfolio turnover rate may greatly exceed 100%. A higher rate of portfolio turnover increases transaction costs, which may negatively affect the fund's return. In addition, a high rate of portfolio turnover may result in substantial short-term gains, which may have adverse tax consequences for fund shareholders.

• **Management Risk:** The fund is subject to management risk because it is an actively-managed investment fund. The adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results. Some of these techniques may incorporate, or rely upon, quantitative models, but there is no guarantee that these models will generate accurate forecasts, reduce risk or otherwise perform as expected.

As with all investments, you may lose money by investing in the fund.

Fees & Expenses
(Based on the prospectus dated January 29, 2021)

Total Annual Fund Operating Expenses 0.50%
After Fee Waivers and/or Expense Reimbursements

T. Rowe Price Balanced Fund

Investment Objective(s)

The fund seeks to provide capital growth, current income, and preservation of capital through a portfolio of stocks and fixed income securities.

Principal Investment Strategies

The fund normally invests approximately 65% of its total assets in common stocks and 35% in fixed income securities. The fund invests at least 25% of its total assets in fixed income senior securities and may invest up to 35% of its total assets in foreign securities.

When deciding upon overall allocations between stocks and fixed income securities, the portfolio manager may favor fixed income securities if the economy is expected to slow sufficiently to hurt corporate profit growth. When strong economic growth is expected, the portfolio manager may favor stocks. The fund will invest in bonds, including foreign issues, which are primarily investment grade (i.e., assigned one of the four highest credit ratings by established credit rating agencies) and are chosen from across the entire government, corporate, and asset- and mortgage-backed securities markets. Maturities generally reflect the portfolio manager's outlook for interest rates.

When selecting particular stocks, the portfolio manager will examine relative values and prospects among growth- and value-oriented stocks, domestic and international stocks, small to large-cap stocks, and stocks of companies involved in activities related to commodities and other real assets. Domestic stocks are drawn from the overall U.S. market and international stocks are selected primarily from large companies in developed countries, although stocks in emerging markets may also be purchased. This process draws heavily upon T. Rowe Price's proprietary stock research expertise. While the fund maintains a well-diversified portfolio, its portfolio manager may at a particular time shift stock selection toward markets or market sectors that appear to offer attractive value and appreciation potential.

A similar security selection process applies to bonds. When deciding whether to adjust duration, credit risk exposure, or allocations among the various sectors (for example, high yield "junk" bonds, mortgage- and asset-backed securities, international bonds, and emerging markets bonds), T. Rowe Price weighs such factors as the outlook for inflation and the economy, corporate earnings, expected interest rate movements and currency valuations, and the yield advantage that lower-rated bonds may offer over investment-grade bonds.

Principal Risks

As with any fund, there is no guarantee that the fund will achieve its objective(s). The fund's share price fluctuates, which means you could lose money by investing in the fund. The principal risks of investing in this fund, which may be even greater during periods of market disruption or volatility, are summarized as follows:

Stock investing Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising and falling prices. The value of stocks held by the fund may decline due to general weakness or volatility in the stock markets in which the fund invests or because of factors that affect a particular company or industry.

Fixed income markets Economic and other market developments can adversely affect the fixed income securities markets. At times, participants in these markets may develop concerns about the ability of certain issuers of debt instruments to make timely principal and interest payments, or they may develop concerns about the ability of financial institutions that make markets in certain debt instruments to facilitate an orderly market. Those concerns could cause increased volatility and reduced liquidity in particular securities or in the overall fixed income markets and the related derivatives markets. A lack of liquidity or other adverse credit market conditions may hamper the fund's ability to sell the debt instruments in which it invests or to find and purchase suitable debt instruments.

Interest rates The prices of, and the income generated by, debt instruments held by the fund may be affected by changes in interest rates. A rise in interest rates typically causes the price of a fixed rate debt instrument to fall and its yield to rise. Conversely, a decline in interest rates typically causes the price of a fixed rate debt instrument to rise and the yield to fall. Generally, funds with longer weighted average maturities and durations carry greater interest rate risk. Changes in monetary policy made by central banks and/or governments such as the discontinuation and replacement of benchmark rates are likely to affect the level of interest rates.

Prepayments and extensions Underlying funds that invest in mortgage-backed securities, other asset-backed securities, or any debt instrument with an embedded call option are subject to prepayment risks because the principal on the security may be prepaid at any time, which could reduce the security's yield and market value. The rate of prepayments tends to increase as interest rates fall, which could cause the average maturity of the underlying fund's portfolio to shorten. Extension risk may result from a rise in interest rates, which tends to make mortgage-backed securities, asset-backed securities, and other callable debt instruments more volatile.

Credit quality An issuer of a debt instrument could suffer an adverse change in financial condition that results in a payment default (failure to make scheduled interest or principal payments), rating downgrade, or inability to meet a financial obligation. Securities that are rated below investment grade carry greater risk of default and should be considered speculative.

Market conditions The value of the fund's investments may decrease, sometimes rapidly or unexpectedly, due to factors affecting an issuer held by the fund, particular industries, or the overall securities markets. A variety of factors can increase the volatility of the fund's holdings and markets generally, including political or regulatory developments, recessions, inflation, rapid interest rate changes, war or acts of terrorism, natural disasters, and outbreaks of infectious illnesses or other widespread public health issues such as the coronavirus pandemic and related governmental and public responses. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others. Government intervention in markets may impact interest rates, market volatility, and security pricing. These adverse developments may cause broad declines in market value due to short-term market movements or for significantly longer periods during more prolonged market downturns.

International investing Investing in the securities of non-U.S. issuers involves special risks not typically associated with investing in U.S. issuers. Non-U.S. securities tend to be more volatile and have lower overall liquidity than investments in U.S. securities and may lose value because of adverse local, political, social, or economic developments overseas, or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, investments outside the U.S. are subject to settlement practices and regulatory and financial reporting standards that differ from those of the U.S. The risks of investing outside the U.S. are heightened for any investments in emerging markets, which are susceptible to greater volatility than investments in developed markets.

Emerging markets Investments in emerging market countries are subject to greater risk and overall volatility than investments in the U.S. and other developed markets. Emerging market countries tend to have economic structures that are less diverse and mature, less developed legal and regulatory regimes, and political systems that are less stable, than those of developed countries. In addition to the risks associated with investing outside the U.S., emerging markets are more susceptible to governmental interference, political and economic uncertainty, local taxes and restrictions on the fund's investments, less efficient trading markets with lower overall liquidity, and more volatile currency exchange rates.

Liquidity The fund may not be able to meet requests to redeem shares issued by the fund without significant dilution of the remaining shareholders' interests in the fund. In addition, the fund may not be able to sell a holding in a timely manner at a desired price. Reduced liquidity in the bond markets can result from a number of events, such as limited trading activity, reductions in bond inventory, and rapid or unexpected changes in interest rates. Markets with lower overall liquidity could lead to greater price volatility and limit the fund's ability to sell a holding at a suitable price.

Sector exposure At times, the fund may have a significant portion of its assets invested in securities of issuers conducting business in a broadly related group of industries within the same economic sector. Issuers in the same economic sector may be similarly affected by economic or market events, making the fund more vulnerable to unfavorable developments in that economic sector than funds that invest more broadly.

Investments in the technology sector are susceptible to intense competition, government regulation, changing consumer preferences, and dependency on patent protection.

Active management The fund's overall investment program and holdings selected by the fund's investment adviser may underperform the broad markets, relevant indices, or other funds with similar objectives and investment strategies.

Cybersecurity breaches The fund could be harmed by intentional cyberattacks and other cybersecurity breaches, including unauthorized access to the fund's assets, customer data and confidential shareholder information, or other proprietary information. In addition, a cybersecurity breach could cause one of the fund's service providers or financial intermediaries to suffer unauthorized data access, data corruption, or loss of operational functionality.

Fees & Expenses
(Based on the prospectus dated May 1, 2021)
Total Annual Fund Operating Expenses.................. 0.46%
After Fee Reductions and/or Expense Reimbursements

DFA Real Estate Securities Portfolio

Investment Objective
The investment objective of the DFA Real Estate Securities Portfolio is to achieve long-term capital appreciation.

Principal Investment Strategies
The DFA Real Estate Securities Portfolio, using a market capitalization weighted approach, purchases readily marketable equity securities of companies whose principal activities include ownership, management, development, construction, or sale of residential, commercial or industrial real estate. The portfolio will principally invest in equity securities of companies in certain real estate investment trusts ("REITs") and companies engaged in residential construction and firms, except partnerships, whose principal business is to develop commercial property. 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. real estate company, the greater its representation in the portfolio. The advisor may adjust the representation in the portfolio of an eligible company, or exclude a company, after considering such factors as free float, momentum, trading strategies, liquidity, size, relative price, profitability, and other factors that the advisor determines to be appropriate. An equity issuer is considered to have a low relative price (i.e., a value stock) primarily because it has a low price in relation to its book value. In assessing relative price, the advisor may consider additional factors such as price to cash flow or price to earnings ratios. In assessing profitability, the advisor considers different ratios, such as that of earnings or profits from operations relative to book value or assets. The criteria the advisor uses for assessing relative price and profitability are subject to change from time to time.

As a non-fundamental policy, under normal circumstances, at least 80% of the DFA Real Estate Securities Portfolio's net assets will be invested in securities of companies in the real estate industry. The portfolio generally considers a company to be principally engaged in the real estate industry if the company (i) derives at least 50% of its revenue or profits from the ownership, management, development, construction, or sale of residential, commercial, industrial, or other real estate; (ii) has at least 50% of the value of its assets invested in residential, commercial, industrial, or other real estate; or (iii) is organized as a REIT or REIT-like entity. REITs and REIT-like entities are types of real estate companies that pool investors' funds for investment primarily in income producing real estate or real estate related loans or interests. The portfolio will make equity investments in securities listed on a securities exchange in the United States that is deemed appropriate by the advisor.

The DFA Real Estate Securities Portfolio may purchase or sell futures contracts and options on futures contracts for U.S. equity securities and indices, to increase or decrease equity market exposure based on actual or expected cash inflows to or outflows from the portfolio.

The DFA Real Estate Securities Portfolio may lend its portfolio securities to generate additional income.

Principal Risks
Because the value of your investment in the DFA Real Estate Securities Portfolio will fluctuate, there is the risk that you will lose money. An investment in the portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. 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.

Risks of Concentrating in the Real Estate Industry: The portfolio is concentrated in the real estate industry. The exclusive focus by portfolio on the real estate industry will cause the portfolio to be exposed to the general risks of direct real estate ownership. The value of securities in the real estate industry can be affected by changes in real estate values and rental income, property taxes, and tax and regulatory requirements. Also, the value of securities in the real estate industry may decline with changes in interest rates. Investing in REITs and REIT-like entities involves certain unique risks in addition to those risks associated with investing in the real estate industry in general. REITs and REIT-like entities are dependent upon management skill, may not be diversified, and are subject to heavy cash flow dependency and self-liquidation. REITs and REIT-like entities also are subject to the possibility of failing to qualify for tax free pass-through of income. Also, because REITs and REIT-like entities typically are invested in a limited number of projects or in a particular market segment, these entities are more susceptible to adverse developments affecting a single project or market segment than more broadly diversified investments. The performance of portfolio may be materially different from the broad equity market.

Derivatives Risk: Derivatives are instruments, such as futures contracts, and options thereon, 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 portfolio uses derivatives, the 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, as well as 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 portfolio may lose money and there may be a delay in recovering the loaned securities. The portfolio 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.

Operational Risk: Operational risks include human error, changes in personnel, system changes, faults in communication, and failures in systems, technology, or processes. Various operational events or circumstances are outside the advisor's control, including instances at third parties. The portfolio and the advisor seek to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address these risks.

Cyber Security Risk: The 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, 2021)

Total Annual Fund Operating Expenses 0.18%
After Fee Waivers and/or Expense Reimbursements

Principal Global Real Estate Securities Fund

Objective

The fund seeks to generate a total return.

Principal Investment Strategies

Under normal circumstances, the fund invests at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of U.S. and non-U.S. companies principally engaged in the real estate industry at the time of purchase. For the fund's investment policies, a real estate company has at least 50% of its assets, income or profits derived from products or services related to the real estate industry. Real estate companies include real estate investment trusts ("REITs") and companies with substantial real estate holdings such as paper, lumber, hotel and entertainment companies, as well as those whose products and services relate to the real estate industry, such as building supply manufacturers, mortgage lenders, and mortgage servicing companies. The fund invests in equity securities regardless of market capitalization (small, medium or large). The fund invests in value equity securities, which is an investment strategy that emphasizes buying equity securities that appear to be undervalued.

The fund invests a significant percentage of its portfolio in REITs and foreign REIT-like entities. REITs are pooled investment vehicles that invest in income producing real estate, real estate related loans, or other types of real estate interests. REITs in the U.S. are corporations or business trusts that are permitted to eliminate corporate level federal income taxes by meeting certain requirements of the Internal Revenue Code. Some foreign countries have adopted REIT structures that are very similar to those in the United States. Similarities include pass through tax treatment and portfolio diversification. Other countries have REIT structures that are significantly different than the U.S. or have not adopted a REIT like structure at all.

Under normal market conditions, the fund holds investments tied economically to at least 3 countries and invests a percentage of its net assets in securities of foreign issuers equal to at least the lesser of 40% or the percentage foreign issuers in FTSE EPRA/NAREIT Developed Index minus 10%.

The fund concentrates its investments (invest more than 25% of its net assets) in securities in the real estate industry.

Principal Risks

The value of your investment in the fund changes with the value of the fund's investments. Many factors affect that value, and it is possible to lose money by investing in the fund. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The principal risks of investing in the fund are listed below in alphabetical order and not in order of significance.

Equity Securities Risk. A variety of factors can negatively impact the value of equity securities held by a fund, including a decline in the issuer's financial condition, unfavorable performance of the issuer's sector or industry, or changes in response to overall market and economic conditions. A fund's principal market segment(s) (such as market capitalization or style) may underperform other market segments or the equity markets as a whole.

- **Smaller Companies Risk.** Investments in smaller companies may involve greater risk and price volatility than investments in larger, more mature companies.

- **Value Style Risk.** Value investing entails the risk that value stocks may continue to be undervalued by the market for extended periods, including the entire period during which the stock is held by a fund, or the events that would cause the stock price to increase may not occur as anticipated or at all. Moreover, a stock that appears to be undervalued actually may be appropriately priced at a low level and therefore would not be profitable for the fund.

Foreign Currency Risk. Risks of investing in securities denominated in, or that trade in, foreign (non-U.S.) currencies include changes in foreign exchange rates and foreign exchange restrictions.

Foreign Securities Risk. The risks of foreign securities include loss of value as a result of: political or economic instability; nationalization, expropriation or confiscatory taxation; settlement delays; and limited government regulation (including less stringent reporting, accounting, and disclosure standards than are required of U.S. companies).

Industry Concentration Risk. A fund that concentrates investments in a particular industry or group of industries has greater exposure than other funds to market, economic and other factors affecting that industry or group of industries.

• **Real Estate.** A fund concentrating in the real estate industry is subject to the risks associated with direct ownership of real estate, securities of companies in the real estate industry, and/or real estate investment trusts.

Real Estate Investment Trusts ("REITs") Risk. In addition to risks associated with investing in real estate securities, REITs are dependent upon management skills, are not diversified, and are subject to heavy cash flow dependency, risks of default by borrowers, and self-liquidation. Investment in REITs also involves risks similar to risks of investing in small market capitalization companies, such as limited financial resources, less frequent and limited volume trading, and may be subject to more abrupt or erratic price movements than larger company securities. A REIT could fail to qualify for tax-free pass-through of income under the Internal Revenue Code. Fund shareholders will indirectly bear their proportionate share of the expenses of REITs in which the fund invests.

Real Estate Securities Risk. Investing in real estate securities subjects the fund to the risks associated with the real estate market (which are similar to the risks associated with direct ownership in real estate), including declines in real estate values, loss due to casualty or condemnation, property taxes, interest rate changes, increased expenses, cash flow of underlying real estate assets, regulatory changes (including zoning, land use and rents), and environmental problems, as well as to the risks related to the management skill and creditworthiness of the issuer.

Redemption and Large Transaction Risk. Ownership of the fund's shares may be concentrated in one or a few large investors (such as funds of funds, institutional investors, and asset allocation programs) that may redeem or purchase shares in large quantities. These transactions may cause the fund to sell securities to meet redemptions or to invest additional cash at times it would not otherwise do so, which may result in increased transaction costs, increased expenses, changes to expense ratios, and adverse effects to fund performance. Such transactions may also accelerate the realization of taxable income if sales of portfolio securities result in gains. Moreover, reallocations by large shareholders among share classes of a fund may result in changes to the expense ratios of affected classes, which may increase the expenses paid by shareholders of the class that experienced the redemption.

Fees & Expenses
(Based on the prospectus dated March 1, 2021)

Total Annual Fund Operating Expenses 0.88%
After Fee Waivers and/or Expense Reimbursements

Calvert Equity Fund

Investment Objective

The fund's investment objective is to seek growth of capital through investment in stocks believed to offer opportunities for potential capital appreciation.

Principal Investment Strategies

The fund normally invests at least 80% of its net assets, including borrowings for investment purposes, in equity securities (common stock) (the "80% policy"). The fund will normally invest in common stocks of companies having market capitalizations that rank among the top 1,000 U.S. listed companies. The fund may invest up to 25% of its assets in U.S. dollar-denominated securities of foreign companies that trade on U.S. exchanges or in the over-the-counter market (including depositary receipts which evidence ownership in underlying foreign stocks). The fund may invest in mid-cap stocks and in publicly traded real estate investment trusts ("REITs"). The fund may also lend its securities.

Through investment in high quality companies, portfolio management seeks to build a portfolio that may participate in rising markets while minimizing participation in declining markets. Quality is determined by analysis of a company's financial statements and is measured by a company's demonstrated ability to consistently grow earnings over the long-term. High quality companies typically have strong balance sheets, sustainable cash flow, enduring competitive advantages, long product cycles, and stable demand over a business cycle, among other characteristics. The portfolio managers may utilize "financial quality rankings" provided by nationally recognized rating services as additional information.

The portfolio managers are responsible for fundamental analysis and security selection, incorporating environmental, social and governance ("ESG") information provided by ESG analysts at CRM. The portfolio managers typically favor high quality companies they believe have sustainable above-average earnings growth potential and are trading below intrinsic value. Sustainable earnings growth potential is determined by fundamental analysis of a company's financial trends and management; products and services; industry position and conditions; and other factors. Further, the portfolio managers seek to invest in companies that manage ESG risk exposures adequately and that are not exposed to excessive ESG risk through their principal business activities. Companies are analyzed by CRM's ESG analysts utilizing The Calvert principles for responsible investment, a framework for considering ESG factors. Each company is evaluated relative to an appropriate peer group based on material ESG factors as determined by CRM. The portfolio managers seek to manage individual security risk through analysis of each security's risk/reward potential and to manage portfolio risk by constructing a diversified portfolio of what they believe to be attractively valued growth companies. The portfolio managers may sell a security when its fundamentals deteriorate, when its valuation is no longer attractive, or when other securities are identified to displace a current holding.

Principal Risks

Market Risk. The value of investments held by the fund may increase or decrease in response to economic, political, financial, public health crises (such as epidemics or pandemics) or other disruptive events (whether real, expected or perceived) in the U.S. and global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the fund may experience increased volatility, illiquidity, or other potentially adverse effects in reaction to changing market conditions. Monetary and/or fiscal actions taken by U.S. or foreign governments to stimulate or stabilize the global economy may not be effective and could lead to high market volatility.

Equity Securities Risk. The value of equity securities and related instruments may decline in response to adverse changes in the economy or the economic outlook; deterioration in investor sentiment; interest rate, currency, and commodity price fluctuations; adverse geopolitical, social or environmental developments; issuer and sector-specific considerations; or other factors. Market conditions may affect certain types of stocks to a greater extent than other types of stocks. If the stock market declines in value, the value of the fund's equity securities will also likely decline. Although prices can rebound, there is no assurance that values will return to previous levels.

Large-Cap Growth Risk. Because the fund normally invests primarily in stocks of large-cap growth companies, it is subject to the risk of underperforming the overall stock market during periods in which stocks of such companies are out of favor and generate lower returns than the market as a whole.

Smaller and Mid-Sized Company Risk. The stocks of smaller and mid-sized companies are generally subject to greater price fluctuations, limited liquidity, higher transaction costs and higher investment risk than the stocks of larger, more established companies. Such companies may have limited product lines, markets or financial resources, may be dependent on a limited management group, and may lack substantial capital reserves or an established performance record. There may be generally less publicly available information about such companies than for larger, more established companies. Stocks of these companies frequently have lower trading volumes making them more volatile and potentially more difficult to value.

Real Estate Risk. Real estate investments are subject to risks associated with owning real estate, including declines in real estate values, increases in property taxes, fluctuations in interest rates, limited availability of mortgage financing, decreases in revenues from underlying real estate assets, declines in occupancy rates, changes in government regulations affecting zoning, land use, and rents, environmental liabilities, and risks related to the management skill and creditworthiness of the issuer. Companies in the real estate industry may also be subject to liabilities under environmental and hazardous waste laws, among others. REITs must satisfy specific requirements for favorable tax treatment and can involve unique risks in addition to the risks generally affecting the real estate industry. Changes in underlying real estate values may have an exaggerated effect to the extent that investments are concentrated in particular geographic regions or property types.

Foreign Investment Risk. Foreign investments can be adversely affected by political, economic and market developments abroad, including the imposition of economic and other sanctions by the United States or another country. There may be less publicly available information about foreign issuers because they may not be subject to reporting practices, requirements or regulations comparable to those to which United States companies are subject. Foreign markets may be smaller, less liquid and more volatile than the major markets in the United States and, as a result, fund share values may be more volatile. Trading in foreign markets typically involves higher expense than trading in the United States. The fund may have difficulties enforcing its legal or contractual rights in a foreign country. Depositary receipts are subject to many of the risks associated with investing directly in foreign instruments.

Currency Risk. Exchange rates for currencies fluctuate daily. The value of foreign investments may be affected favorably or unfavorably by changes in currency exchange rates in relation to the U.S. dollar. Currency markets generally are not as regulated as securities markets and currency transactions are subject to settlement, custodial and other operational risks.

Sector Risk. Because the fund may, under certain market conditions, invest a significant portion of its assets in one or more sectors, the value of fund shares may be affected by events that adversely affect a particular sector and may fluctuate more than that of a fund that invests more broadly.

Securities Lending Risk. Securities lending involves a possible delay in recovery of the loaned securities or a possible loss of rights in the collateral if the borrower fails financially. The fund could also lose money if the value of the collateral decreases.

Liquidity Risk. The fund is exposed to liquidity risk when trading volume, lack of a market maker or trading partner, large position size, market conditions, or legal restrictions impair its ability to sell particular investments or to sell them at advantageous market prices. Consequently, the fund may have to accept a lower price to sell an investment or continue to hold it or keep the position open, sell other investments to raise cash or abandon an investment opportunity, any of which could have a negative effect on the fund's performance. These effects may be exacerbated during times of financial or political stress.

Risks Associated with Active Management. The success of the fund's investment strategy depends on portfolio management's successful application of analytical skills and investment judgment. Active management involves subjective decisions.

Responsible Investing Risk. Investing primarily in responsible investments carries the risk that, under certain market conditions, the fund may underperform funds that do not utilize a responsible investment strategy. The application of responsible investment criteria may affect the fund's exposure to certain sectors or types of investments, and may impact the fund's relative investment performance depending on whether such sectors or investments are in or out of favor in the market. An investment's ESG performance or the investment adviser's assessment of such performance may change over time, which could cause the fund to temporarily hold securities that do not comply with the fund's responsible investment criteria. In evaluating an investment, the investment adviser is dependent upon information and data that may be incomplete, inaccurate or unavailable, which could adversely affect the analysis of the ESG factors relevant to a particular investment. Successful application of the fund's responsible investment strategy will depend on the investment adviser's skill in properly identifying and analyzing material ESG issues.

General Fund Investing Risks. The fund is not a complete investment program and there is no guarantee that the fund will achieve its investment objective. It is possible to lose money by investing in the fund. The fund is designed to be a long-term investment vehicle and is not suited for short-term trading. Investors in the fund should have a long-term investment perspective and be able to tolerate potentially sharp declines in value. Purchase and redemption activities by fund shareholders may impact the management of the fund and its ability to achieve its investment objective(s). In addition, the redemption by one or more large shareholders or groups of shareholders of their holdings in the fund could have an adverse impact on the remaining shareholders in the fund. The fund relies on various service providers, including the investment adviser, in its operations and is susceptible to operational, information security and related events (such as public health crises, cyber or hacking attacks) that may affect the service providers or the services that they provide to the fund. An investment in the fund is not a deposit in a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated February 1, 2021)

Total Annual Fund Operating Expenses After Fee Waivers and/or Expense Reimbursements 0.69%

MFS Value Fund

Investment Objective

The fund's investment objective is to seek capital appreciation.

Principal Investment Strategies

MFS (Massachusetts Financial Services company, the fund's investment adviser) normally invests the fund's assets primarily in equity securities. Equity securities include common stocks and other securities that represent an ownership interest (or right to acquire an ownership interest) in a company or other issuer.

MFS focuses on investing the fund's assets in the stocks of companies it believes are undervalued compared to their perceived worth (value companies).

While MFS may invest the fund's assets in securities of companies of any size, MFS primarily invests in securities of companies with large capitalizations.

MFS may invest the fund's assets in foreign securities.

MFS normally invests the fund's assets across different industries and sectors, but MFS may invest a significant percentage of the fund's assets in issuers in a single industry or sector.

MFS uses an active bottom-up investment approach to buying and selling investments for the fund. Investments are selected primarily based on fundamental analysis of individual issuers. Quantitative screening tools that systematically evaluate issuers may also be considered.

Principal Risks

As with any mutual fund, the fund may not achieve its objective and/or you could lose money on your investment in the fund. An investment in the fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The principal risks of investing in the fund are:

Investment Selection Risk: MFS' investment analysis and its selection of investments may not produce the intended results and/or can lead to an investment focus that results in the fund underperforming other funds with similar investment strategies and/or underperforming the markets in which the fund invests.

Equity Market Risk/Company Risk: Equity markets are volatile and can decline significantly in response to, or investor perceptions of, issuer, market, economic, industry, political, regulatory, geopolitical, environmental, public health, and other conditions. These conditions can affect a single issuer or type of security, issuers within a broad market sector, industry or geographic region, or the equity markets in general. Certain events can have a dramatic adverse effect on equity markets and may lead to periods of high volatility in an equity market or a segment of an equity market.

Value Company Risk: The stocks of value companies can continue to be undervalued for long periods of time and not realize their expected value and can be more volatile than the market in general.

Foreign Risk: Exposure to foreign markets through issuers or currencies can involve additional risks relating to market, economic, industry, political, regulatory, geopolitical, environmental, public health, and other conditions. These factors can make foreign investments, especially those tied economically to emerging and frontier markets, more volatile and less liquid than U.S. investments. In addition, foreign markets can react differently to these conditions than the U.S. market.

Focus Risk: Issuers in a single industry, sector, country, or region can react similarly to market, currency, political, economic, regulatory, geopolitical, environmental, public health, and other conditions, and the fund's performance will be affected by the conditions in the industries, sectors, countries and regions to which the fund is exposed.

Liquidity Risk: It may be difficult to value, and it may not be possible to sell, certain investments, types of investments, and/or investments in certain segments of the market, and the fund may have to sell certain of these investments at prices or times that are not advantageous in order to meet redemptions or other cash needs.

Large Shareholder Risk: From time to time, shareholders of the fund (which may include institutional investors, financial intermediaries, or other MFS funds) may make relatively large redemptions or purchases of fund shares. These transactions may cause the fund to sell securities or invest additional cash, as the case may be, at disadvantageous prices. Redemptions of a large number of shares also may increase transaction and other costs or have adverse tax consequences for shareholders of the fund by requiring a sale of portfolio securities. Purchases of a large number of shares may adversely affect the fund's performance to the extent that it takes time to invest new cash and the fund maintains a larger cash position than it ordinarily would.

Fees & Expenses
(Based on the prospectus dated December 29, 2020)

Total Annual Fund Operating Expenses After Fee Waivers and/or Expense Reimbursements 0.58%

DFA U.S. Large Cap Value Portfolio

Investment Objective

The investment objective of the U.S. Large Cap Value Portfolio is to achieve long-term capital appreciation. The 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" or the "Series") of The DFA Investment Trust Company (the "Trust"), which has the same investment objective and policies as the 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 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, size, relative price, profitability, and other factors that the advisor determines to be appropriate. The advisor may overweight certain stocks, including smaller companies, lower relative price stocks, and/or higher profitability stocks within the large-cap value segment of the U.S. market. An equity issuer is considered to have a low relative price (i.e., a value stock) primarily because it has a low price in relation to its book value. In assessing relative price, the advisor may consider additional factors such as price to cash flow or price to earnings ratios. In assessing profitability, the advisor considers different ratios, such as that of earnings or profits from operations relative to book value or assets. The criteria the advisor uses for assessing relative price and profitability are subject to change from time to time.

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 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 or equal to 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 eligible U.S. operating companies listed on a securities exchange in the United States that is deemed appropriate by the advisor. Under the advisor's market capitalization guidelines described above, based on market capitalization data as of December 31, 2020, the market capitalization of a large cap company would be $8,044 million or above. This threshold 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 increase or decrease equity market exposure based on actual or expected cash inflows to or outflows from the series or portfolio.

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 U.S. Large Cap Value Portfolio will fluctuate, there is the risk that you will lose money. An investment in the portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. 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 an investment strategy purchasing these securities may cause the series to at times underperform equity funds that use other investment strategies. Value stocks can react differently to political, economic, and industry developments than the market as a whole and other types of stocks. Value stocks also may underperform the market for long periods of time.

Profitability Investment Risk: High relative profitability stocks may perform differently from the market as a whole and an investment strategy purchasing these securities may cause the series to at times underperform equity funds that use other investment strategies.

Derivatives Risk: Derivatives are instruments, such as futures contracts, and options thereon, 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 series and the portfolio use derivatives, the 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, as well as 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 series may lose money and there may be a delay in recovering the loaned securities. The 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.

Operational Risk: Operational risks include human error, changes in personnel, system changes, faults in communication, and failures in systems, technology, or processes. Various operational events or circumstances are outside the advisor's control, including instances at third parties. The portfolio and the advisor seek to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address these risks.

Cyber Security Risk: The 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, 2021)

Total Annual Fund Operating Expenses 0.22%
After Fee Waivers and/or Expense Reimbursements

T. Rowe Price Equity Income Fund

Investment Objective

The fund seeks a high level of dividend income and long-term capital growth primarily through investments in stocks.

Principal Investment Strategies

The fund will normally invest at least 80% of its net assets (including any borrowings for investment purposes) in common stocks, with an emphasis on large-capitalization stocks that have a strong track record of paying dividends or that are believed to be undervalued.

The fund typically employs a "value" approach in selecting investments. The fund's in-house research team seeks 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.

In selecting investments, the fund's investment adviser generally looks for companies in the aggregate with one or more of the following:

• an established operating history;

• above-average dividend yield relative to the broader equity market;

• low price/earnings ratio relative to the broader equity market;

• a sound balance sheet and other positive financial characteristics; or

• low stock price relative to a company's underlying value as measured by assets, cash flow, or business franchises.

The adviser generally seeks investments in large-capitalization companies and the fund's yield, which reflects the level of dividends paid by the fund, is expected to normally exceed the yield of the Russell 1000® Value Index.

While most assets will typically be invested in U.S. common stocks, the fund may invest in foreign stocks in keeping with its objective(s).

Principal Ris ks

As with any fund, there is no guarantee that the fund will achieve its objective(s). The fund's share price fluctuates, which means you could lose money by investing in the fund. The principal risks of investing in this fund, which may be even greater during periods of market disruption or volatility, are summarized as follows:

Dividend-paying stocks The fund's emphasis on dividend-paying stocks could cause the fund to underperform similar funds that invest without consideration of a company's track record of paying dividends. Stocks of companies with a history of paying dividends may not participate in a broad market advance to the same degree as most other stocks, and a sharp rise in interest rates or economic downturn could cause a company to unexpectedly reduce or eliminate its dividend.

Stock investing Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising and falling prices. The value of stocks held by the fund may decline due to general weakness or volatility in the stock markets in which the fund invests or because of factors that affect a particular company or industry.

Value investing The fund's value approach to investing could cause it to underperform other stock funds that employ a different investment style. The intrinsic value of a stock with value characteristics may not be fully recognized by the market for a long time or a stock judged to be undervalued may be appropriately priced at a low level. Value stocks may fail to appreciate for long periods and may never reach what the adviser believes are their full market values.

Market conditions The value of the fund's investments may decrease, sometimes rapidly or unexpectedly, due to factors affecting an issuer held by the fund, particular industries, or the overall securities markets. A variety of factors can increase the volatility of the fund's holdings and markets generally, including political or regulatory developments, recessions, inflation, rapid interest rate changes, war or acts of terrorism, natural disasters, and outbreaks of infectious illnesses or other widespread public health issues such as the coronavirus pandemic and related governmental and public responses. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others. Government intervention in markets may impact interest rates, market volatility, and security pricing. These adverse developments may cause broad declines in market value due to short-term market movements or for significantly longer periods during more prolonged market downturns.

Large-cap stocks Securities issued by large-cap companies tend to be less volatile than securities issued by smaller companies. However, larger companies may not be able to attain the high growth rates of successful smaller companies, especially during strong economic periods, and may be unable to respond as quickly to competitive challenges.

Sector exposure At times, the fund may have a significant portion of its assets invested in securities of issuers conducting business in a broadly related group of industries within the same economic sector. Issuers in the same economic sector may be similarly affected by economic or market events, making the fund more vulnerable to unfavorable developments in that economic sector than funds that invest more broadly.

Banks and financial companies Because the fund may invest significantly in banks and financial companies, the fund is more susceptible to adverse developments affecting such companies and may perform poorly during a downturn that impacts the financials sector. Banks and other financial services companies can be adversely affected by, among other things, regulatory changes, interest rate movements, the availability of capital and cost to borrow, and the rate of debt defaults.

Foreign investing Investments in the securities of non-U.S. issuers may be adversely affected by local, political, social, and economic conditions overseas, greater volatility, reduced liquidity, or decreases in foreign currency values relative to the U.S. dollar. The risks of investing outside the U.S. are heightened for any investments in emerging markets, which are susceptible to greater volatility than investments in developed markets.

Active management The fund's overall investment program and holdings selected by the fund's investment adviser may underperform the broad markets, relevant indices, or other funds with similar objectives and investment strategies.

Cybersecurity breaches The fund could be harmed by intentional cyberattacks and other cybersecurity breaches, including unauthorized access to the fund's assets, customer data and confidential shareholder information, or other proprietary information. In addition, a cybersecurity breach could cause one of the fund's service providers or financial intermediaries to suffer unauthorized data access, data corruption, or loss of operational functionality.

Fees & Expenses
(Based on the prospectus dated May 1, 2021)

Total Annual Fund Operating Expenses.................. 0.55%
After Fee Waivers and/or Expense Reimbursements

American Century Value Fund

Investment Objective

The fund seeks long-term capital growth. Income is a secondary objective.

Principal Investment Strategies

In selecting stocks for the fund, the portfolio managers look for companies of all sizes whose stock price may not reflect the company's value. The managers attempt to purchase the stocks of these undervalued companies and hold each stock until the price has increased to, or is higher than, a level the managers believe more accurately reflects the fair value of the company. The portfolio managers use a variety of analytical research tools and techniques, including the integration of environmental, social, and governance ("ESG") risks and opportunities, to help them buy or hold securities of companies that meet their investment criteria and sell the securities of companies that do not.

The fund may invest a portion of its assets in foreign securities when these securities meet the portfolio managers' standards of selection.

The portfolio managers may sell stocks from the fund's portfolio if they believe a stock no longer meets their valuation criteria, a stock's risk parameters outweigh its return opportunity, more attractive alternatives are identified or specific events alter a stock's prospects.

Principal Risks

- **Multi-Cap Investing Risk** — The fund is a multi-capitalization fund that invests in companies of all sizes. The small and medium-sized companies in which the fund invests may be more volatile and subject to greater risk than larger companies.

- **Style Risk** — If the market does not consider the individual stocks purchased by the fund to be undervalued, the value of the fund's shares may decline, even if stock prices generally are rising.

- **Foreign Securities Risk** — The fund may invest in foreign securities, which can be riskier than investing in U.S. securities. Securities of foreign issuers may be less liquid, more volatile and harder to value than U.S. stocks.

- **Redemption Risk** — The fund may need to sell securities at times it would not otherwise do so in order to meet shareholder redemption requests. Selling securities to meet such redemptions may cause the fund to experience a loss, increase the fund's transaction costs or have tax consequences. To the extent that a large shareholder (including a fund of funds or 529 college savings plan) invests in the fund, the fund may experience relatively large redemptions as such shareholder reallocates its assets.

- **Market Risk** — The value of the fund's shares will go up and down based on the performance of the companies whose securities it owns and other factors generally affecting the securities market. Market risks, including political, regulatory, economic and social developments, can affect the value of the fund's investments. Natural disasters, public health emergencies, terrorism and other unforeseeable events may lead to increased market volatility and may have adverse long-term effects on world economies and markets generally.

- **Public Health Emergency Risk** — A pandemic, caused by the infectious respiratory illness COVID-19, is causing market disruption and other economic impacts. Markets have experienced volatility, reduced liquidity, and increased trading costs. These events may continue to impact the fund and its underlying investments.

- **ESG Risk** — Certain environmental, social, and governance factors may impact the price of underlying stocks. Stocks of companies that are impacted by environmental risk (such as risk factors associated with climate change), social risk (factors associated with data privacy, labor conditions, etc.) and governance risk (issues relating to bribery and corruption, management compensation, etc.) could experience losses or may underperform the general market.

- **Price Volatility Risk** — The value of the fund's shares may fluctuate significantly in the short term.

- **Principal Loss Risk** — At any given time your shares may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the fund.

An investment in the fund is not a bank deposit, and it is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency.

Fees & Expenses
(Based on the prospectus dated August 1, 2021)

Total Annual Fund Operating Expenses.................. 0.80%
After Fee Waivers and/or Expense Reimbursements

American Century Equity Growth Fund

Investment Objective

The fund seeks long-term capital growth by investing in common stocks.

Principal Investment Strategies

In selecting stocks for the fund, the portfolio managers use quantitative and qualitative management techniques in a multi-step process. First, the managers rank stocks, primarily large capitalization, publicly traded U.S. companies from most attractive to least attractive based on an objective set of measures, including valuation, quality, growth, and sentiment. Second, the portfolio managers use a quantitative model to build a portfolio of stocks from the ranking described above that they believe will provide the optimal balance between risk and expected return. Finally, the portfolio managers review the output of the quantitative model, considering factors such as risk management, transaction costs, and liquidity management.

Under normal market conditions, at least 80% of the fund's net assets will be invested in equity securities.

The portfolio managers generally sell a stock when they believe it has become less attractive relative to other opportunities, its risk characteristics outweigh its return opportunity or specific events alter its prospects.

Principal Risks

• **Style Risk** — If at any time the market is not favoring the fund's quantitative investment style, the fund's gains may not be as big as, or its losses may be bigger than, those of other equity funds using different investment styles.

• **Investment Process Risk** — Stocks selected by the portfolio managers using quantitative models may perform differently than expected due to the portfolio managers' judgments regarding the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues with the construction and implementation of the models (including, for example, data problems and/or software or other implementation issues). There is no guarantee that the use of the quantitative model will result in effective investment decisions for the fund. Additionally, the commonality of portfolio holdings across quantitative investment managers may amplify losses.

• **Benchmark Correlation** — The fund's performance will be similar to the performance of its benchmark, the S&P 500® Index. If the fund's benchmark goes down, it is likely that the fund's performance will go down.

• **Market Risk** — The value of the fund's shares will go up and down based on the performance of the companies whose securities it owns and other factors generally affecting the securities market. Market risks, including political, regulatory, economic and social developments, can affect the value of the fund's investments. Natural disasters, public health emergencies, terrorism and other unforeseeable events may lead to increased market volatility and may have adverse long-term effects on world economies and markets generally.

• **Price Volatility** — The value of the fund's shares may fluctuate significantly in the short term.

• **Redemption Risk** — The fund may need to sell securities at times it would not otherwise do so in order to meet shareholder redemption requests. Selling securities to meet such redemptions may cause the fund to experience a loss, increase the fund's transaction costs or have tax consequences. To the extent that a large shareholder (including a fund of funds or 529 college savings plan) invests in the fund, the fund may experience relatively large redemptions as such shareholder reallocates its assets.

• **Principal Loss** — At any given time your shares may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the fund.

An investment in the fund is not a bank deposit, and it is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency.

Fees & Expenses

(Based on the prospectus dated November 1, 2020)

Total Annual Fund Operating Expenses 0.47%
After Fee Waiver and/or Expense Reimbursements

Northern Stock Index Strategy

Program investments are invested solely in a separately managed account which follows the Northern Stock Index Strategy. The below information is from the prospectus for the Northern Stock Index Fund and not the Northern Stock Index Strategy. Although the Northern Stock Index Strategy and the Northern Stock Index Fund are not identical, they are similar in nature and investment approach.

Investment Objective

The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500® Index (the "index").

Principal Investment Strategies

Under normal circumstances, the fund will invest substantially all (and at least 80%) of its net assets in the equity securities included in the index, in weightings that approximate the relative composition of the securities contained in the index, and in index futures approved by the Commodity Futures Trading Commission.

The index is a free float-adjusted market capitalization index consisting of 500 stocks and is a widely recognized measure of large cap U.S. equities. As of May 31, 2021, the approximate market capitalization of the companies in the index was between $4.3 billion to $2.1 trillion. It is rebalanced quarterly. The fund generally rebalances its portfolio in accordance with the index.

The fund's investment adviser uses a "passive" or indexing approach to try to achieve the fund's investment objective. Unlike many investment companies, the fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued. NTI will buy and sell securities in response to changes in the index as well as in response to subscriptions and redemptions. The fund invests in substantially all of the securities in the index in approximately the same proportion as the index (i.e., replication).

The fund intends to be diversified in approximately the same proportion as the index is diversified. The fund may become "non diversified," as defined in the Investment Company Act of 1940 (the "1940 Act"), solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A "non diversified" fund can invest a greater percentage of its assets in a small group of issuers or in any one issuer than a diversified fund can. Shareholder approval will not be sought if the fund becomes non diversified due solely to a change in the relative market capitalization or index weighting of one or more constituents of the index.

In seeking to track the performance of the index, from time to time the fund may focus its investments (i.e., invest more than 15% of its total assets) in one or more particular sectors. As of March 31, 2021, the fund focused its investments in the technology sector.

NTI expects that, under normal circumstances, the quarterly performance of the fund, before fees and expenses, will track the performance of the index within a 0.95 correlation coefficient.

The index is created and sponsored by S&P® Dow Jones Indices ("S&P"), as the index provider. S&P determines the composition and relative weightings of the securities in the index and publishes information regarding the market value of the index. S&P does not endorse any of the securities in the index. It is not a sponsor of the stock index fund and is not affiliated with the fund in any way.

Principal Risks

As with any investment, you could lose all or part of your investment in the fund, and the fund's performance could trail that of other investments. The fund is subject to certain risks, including the principal risks noted below, any of which may adversely affect the fund's net asset value ("NAV"), total return and ability to meet its investment objective. Each risk noted below is considered a principal risk of investing in the fund, regardless of the order in which it appears. The significance of each risk factor below may change over time and you should review each risk factor carefully.

MARKET RISK is the risk that the value of the fund's investments may increase or decrease in response to expected, real or perceived economic, political or financial events in the U.S. or global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the fund may experience increased volatility, illiquidity, or other potentially adverse effects in response to changing market conditions, inflation, changes in interest rates, lack of liquidity in the bond or equity markets, volatility in the equity markets, market disruptions caused by local or regional events such as war, acts of terrorism, the spread of infectious illness (including epidemics and pandemics) or other public health issues, recessions or other events or adverse investor sentiment or other political, regulatory, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies worldwide due to increasingly interconnected global economies and financial markets.

TRACKING RISK is the risk that the fund's performance may vary from the performance of the index it tracks as a result of share purchases and redemptions, transaction costs, expenses and other factors.

SECTOR RISK is the risk that companies in similar businesses may be similarly affected by particular economic or market events, which may, in certain circumstances, cause the value of securities of all companies in a particular sector of the market to decrease.

• **TECHNOLOGY SECTOR RISK** is the risk that securities of technology companies may be subject to greater price volatility than securities of companies in other sectors. These securities may fall in and out of favor with investors rapidly, which may cause sudden selling and dramatically lower market prices. Technology securities also may be affected adversely by changes in technology, consumer and business purchasing patterns, government regulation and/or obsolete products or services.

INDEX RISK is the risk that that the fund would not necessarily buy or sell a security unless that security is added or removed, respectively, from the index, even if that security generally is underperforming, because unlike many investment companies, the fund does not utilize an investing strategy that seeks returns in excess of the index. Additionally, the fund rebalances its portfolio in accordance with the index, and, therefore, any changes to the index's rebalance schedule will result in corresponding changes to the fund's rebalance schedule.

DERIVATIVES RISK is the risk that derivatives may pose risks in addition to and greater than those associated with investing directly in securities, currencies and other instruments, may be illiquid or less liquid, more volatile, more difficult to value and leveraged so that small changes in the value of the underlying instrument may produce disproportionate losses to the fund. Derivatives are also subject to counterparty risk, which is the risk that the other party to the transaction will not perform its contractual obligations. The use of derivatives is a highly specialized activity that involves investment techniques and risks different from those associated with investments in more traditional securities and instruments.

• **FUTURES CONTRACTS RISK** is the risk that there will be imperfect correlation between the change in market value of the fund's securities and the price of futures contracts, which may result in the strategy not working as intended; the possible inability of the fund to sell or close out a futures contract at the desired time or price; losses due to unanticipated market movements, which potentially are unlimited; and the possible inability of the fund's investment adviser to correctly predict the direction of securities' prices, interest rates, currency exchange rates and other economic factors, which may make the fund's returns more volatile or increase the risk of loss.

NON-DIVERSIFICATION RISK Under the 1940 Act, a fund designated as "diversified" must limit its holdings such that the securities of issuers which individually represent more than 5% of its total assets must in the aggregate represent less than 25% of its total assets. The fund is "diversified" for purposes of the 1940 Act. However, in seeking to track its index, the fund may become "non-diversified," as defined in the 1940 Act, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A non-diversified fund can invest a greater portion of its assets in the obligations or securities of a small portion of its assets in the obligations or securities of a small number of issuers or any single issuer than a diversified fund can. In such circumstances, a change in the value of one or a few issuers' securities will therefore affect the value of the fund more than if it was a diversified fund.

As with any mutual fund, it is possible to lose money on an investment in the fund. An investment in the fund is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank.

Fees & Expenses	
Total Annual Separately Managed Account Operating Expenses	0.025%

Sit Dividend Growth Fund

Investment Objective

The fund primarily seeks to provide current income that exceeds the dividend yield of the S&P 500 Index and that grows over a period of years. Secondarily the fund seeks long-term capital appreciation.

Principal Investment Strategies

The fund seeks to achieve its objectives by investing, under normal market conditions, at least 80% of its net assets in dividend-paying common stocks. The fund may invest the balance of its assets in preferred stocks, convertible bonds, U.S. Treasury securities, closed-end investment companies, and master limited partnerships.

The adviser invests in dividend paying growth-oriented companies it believes exhibit the potential for growth and growing dividend payments. The adviser believes that a company's earnings growth is a primary determinant of its potential long-term return, and that a record of increasing dividend payments is a strong indicator of financial health and growth prospects. By investing in dividend paying stocks it is anticipated that the holdings will tend to be in large to medium-sized companies (companies with market capitalizations in excess of $2 billion). The adviser considers several factors in its evaluation of a company's potential for above average long-term earnings, revenue, and dividend growth, including:

› a record of paying dividends,

› strong prospects for growing dividend payments indicated in part by growing earnings and cash flow,

› unique product or service,

› growing product demand,

› dominant and growing market share,

› management experience and capabilities, and

› strong financial condition.

Since stocks that pay dividends tend to be less volatile and may not experience the same capital appreciation as stocks that don't pay dividends, the fund's diversified portfolio of dividend paying stocks is expected to have lower volatility than that of the S&P 500 Index, but with a higher dividend yield and greater prospects for dividend growth.

The fund may invest up to 20% of its net assets in securities of issuers domiciled outside the U.S.

The fund may invest in open-end investment companies (mutual funds) and closed-end investment companies which invest in the same types of securities in which the fund may invest directly.

When selling equity securities for the fund, the adviser considers several factors, including changes in a company's fundamentals, anticipated earnings, anticipated dividend payments and financial position.

Principal Risks

You could lose money by investing in the fund. The principal risks of investing in the fund are as follows:

› **Market Risk:** The market value of securities may fall, sometimes rapidly and unpredictably. These declines may be due to factors affecting a particular issuer, or the result of, among other things, political, regulatory, market, economic or social developments affecting the markets(s) generally. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could have a significant impact on the fund and its investments and potentially increase the risks described herein.

The public health crisis caused by the novel coronavirus disease known as COVID-19 has severely impacted business activity in virtually all economies, markets, and sectors and negatively impacted the value of many financial and other assets. The COVID-19 outbreak has resulted in numerous disruptions, including travel and border restrictions, quarantines, supply chain disruptions, lower consumer demand and general market uncertainty. These events could have a significant impact on the fund's performance, as well as the performance and viability of issuers in which it invests. The extent and duration of the COVID-19 outbreak and its effects cannot be determined with certainty. Similar consequences could arise as a result of the spread of other infectious diseases.

› **Mid Cap Stock Risk:** Stocks of mid cap stocks may be subject to more abrupt or erratic market movement than stocks of larger, more established companies.

› **Dividend Paying Company Risk:** The fund's income objective may limit its ability to appreciate during a broad market advance because dividend paying stocks may not experience the same capital appreciation as non-dividend paying stocks. In addition, stocks held by the fund may reduce or stop paying dividends which could affect the fund's ability to generate income.

› **Growth Style Investing Risk:** Different types of stocks tend to shift into and out of favor with stock market investors depending on market and economic conditions. The fund invests in growth style stocks. The fund's performance may at times be better or worse than the performance of funds that focus on other types of stocks or that have a broader investment style.

› **International Investing Risk:** Because the fund may invest in foreign securities, there is an international investing risk. International investing involves risks not typically associated with investing in U.S. securities which may adversely affect the fund's investment. These risks include currency risk, foreign securities market risk, foreign tax risk, information risk, investment restriction risk, and political and economic risks.

› **Management Risk:** A strategy used by the investment management team may not produce the intended results.

› **Investment Company Risk:** To the extent that the fund invests in shares of another investment company, it will indirectly absorb its pro rata share of such investment company's operation expenses, including investment advisory and administrative fees, which will reduce the fund's return on such investment relative to investment alternatives that do not include such expenses. In addition, the ability of the fund to achieve its investment objective will partially depend upon the ability of the acquired fund to achieve its investment objective.

› **Cybersecurity Risk:** Cybersecurity breaches may allow an unauthorized party to gain access to fund assets, shareholder data, or proprietary information, or cause the fund and/or its service providers to suffer data corruption or lose operational functionality.

Fees & Expenses
(Based on the prospectus dated November 1, 2020)
Total Annual Fund Operating Expenses 0.70%
After Fee Waiver and/or Expense Reimbursements

American Century Growth Fund

Investment Objective
The fund seeks long-term capital growth.

Principal Investment Strategies
The portfolio managers look for stocks of companies they believe will increase in value over time. In implementing this strategy, the portfolio managers make their investment decisions based primarily on their analysis of individual companies, rather than on broad economic forecasts. Management of the fund is based on the belief that, over the long term, stock price movements follow growth in earnings, revenues and/or cash flow.

The portfolio managers use a variety of analytical research tools and techniques to identify the stocks of larger-sized companies that meet their investment criteria. Under normal market conditions, the fund's portfolio will primarily consist of securities of companies demonstrating business improvement. Analytical indicators helping to identify signs of business improvement could include accelerating earnings or revenue growth rates, increasing cash flows, or other indications of the relative strength of a company's business. These techniques help the portfolio managers buy or hold the stocks of companies they believe have favorable growth prospects and sell the stocks of companies whose characteristics no longer meet their criteria.

Although the portfolio managers intend to invest the fund's assets primarily in U.S. securities, the fund may invest in securities of foreign companies when these securities meet the portfolio managers' standards of selection.

The fund may write covered calls on a portion of the fund's holdings in common stock when the portfolio managers believe call premiums are attractive relative to the price of the underlying security.

Principal Risks

• **Growth Stocks Risk** – Investments in growth stocks may be more volatile than other stocks and the overall stock market. These stocks are typically priced higher than other stocks because of their growth potential, which may or may not be realized.

• **Style Risk** – If at any time the market is not favoring the fund's growth investment style, the fund's gains may not be as big as, or its losses may be bigger than, those of other equity funds using different investment styles.

• **Market Risk** – The value of the fund's shares will go up and down based on the performance of the companies whose securities it owns and other factors generally affecting the securities market. Market risks, including political, regulatory, economic and social developments, can affect the value of the fund's investments. Natural disasters, public health emergencies, terrorism and other unforeseeable events may lead to increased market volatility and may have adverse long-term effects on world economies and markets generally.

• **Public Health Emergency Risk** – A pandemic, caused by the infectious respiratory illness COVID-19, is causing market disruption and other economic impacts. Markets have experienced volatility, reduced liquidity, and increased trading costs. These events may continue to impact the fund and its underlying investments.

• **Price Volatility Risk** – The value of the fund's shares may fluctuate significantly in the short term.

• **Foreign Securities Risk** – The fund may invest in foreign securities, which can be riskier than investing in U.S. securities. Securities of foreign issuers may be less liquid, more volatile and harder to value than U.S. securities.

• **Covered Call Risk** — Writing covered calls may limit the fund's ability to participate in price increases of the underlying securities and could lower the fund's return.

• **Redemption Risk** – The fund may need to sell securities at times it would not otherwise do so in order to meet shareholder redemption requests. Selling securities to meet such redemptions may cause the fund to experience a loss, increase the fund's transaction costs or have tax consequences. To the extent that a large shareholder (including a fund of funds or 529 college savings plan) invests in the fund, the fund may experience relatively large redemptions as such shareholder reallocates its assets.

• **Principal Loss Risk** – At any given time your shares may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the fund.

An investment in the fund is not a bank deposit, and it is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency.

Fees & Expenses
(Based on the prospectus dated March 1, 2021)
Total Annual Fund Operating Expenses 0.75%
After Fee Waiver and/or Expense Reimbursements

T. Rowe Price Large-Cap Growth Strategy

Program investments are invested solely in a separately managed account which follows the T. Rowe Price Large-Cap Growth Strategy. The below information is from the prospectus for the T. Rowe Price Large-Cap Growth Fund and not the T. Rowe Price Large-Cap Growth Strategy. Although the T. Rowe Price Large-Cap Growth Strategy and the T. Rowe Price Large-Cap Growth Fund are not identical, they are similar in nature and investment approach.

Investment Objective(s)

The fund seeks to provide long-term capital appreciation through investments in common stocks of growth companies.

Principal Investment Strategies

The fund will normally invest at least 80% of its net assets (including any borrowings for investment purposes) in the common stocks of large-cap companies. The fund defines a large-cap company as one whose market capitalization is larger than the median market capitalization of companies in the Russell 1000® Growth Index, a widely used benchmark of the largest U.S. growth stocks. As of December 31, 2020, the median market capitalization of companies in the Russell 1000® Growth Index was approximately $16.7 billion. The market capitalizations of the companies in the fund's portfolio and the Russell index change over time; the fund will not automatically sell or cease to purchase stock of a company it already owns just because the company's market capitalization falls below the median market capitalization of companies in the Russell index. The fund may at times invest significantly in certain sectors, such as the information technology sector.

We generally look for companies with an above-average rate of earnings and cash flow growth and a lucrative niche in the economy that gives them the ability to sustain earnings momentum even during times of slow economic growth. As growth investors, we believe that when a company increases its earnings faster than both inflation and the overall economy, the market will eventually reward it with a higher stock price.

The fund is "nondiversified," meaning it may invest a greater portion of its assets in a single issuer and own more of the issuer's voting securities than is permissible for a "diversified" fund.

While most assets will typically be invested in U.S. common stocks, the fund may invest in foreign stocks in keeping with its objective(s). The fund's investments may include holdings in privately held companies and companies that only recently began to trade publicly.

Principal Risks

As with any fund, there is no guarantee that the fund will achieve its objective(s). The fund's share price fluctuates, which means you could lose money by investing in the fund. The principal risks of investing in this fund, which may be even greater during periods of market disruption or volatility, are summarized as follows:

Growth investing The fund's growth approach to investing could cause it to underperform other stock funds that employ a different investment style. Growth stocks tend to be more volatile than certain other types of stocks, and their prices may fluctuate more dramatically than the overall stock market. A stock with growth characteristics can have sharp price declines due to decreases in current or expected earnings and may lack dividends that can help cushion its share price in a declining market.

Market conditions The value of the fund's investments may decrease, sometimes rapidly or unexpectedly, due to factors affecting an issuer held by the fund, particular industries, or the overall securities markets. A variety of factors can increase the volatility of the fund's holdings and markets generally, including political or regulatory developments, recessions, inflation, rapid interest rate changes, war or acts of terrorism, natural disasters, and outbreaks of infectious illnesses or other widespread public health issues such as the coronavirus pandemic and related governmental and public responses. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others. Government intervention in markets may impact interest rates, market volatility, and security pricing. These adverse developments may cause broad declines in market value due to short-term market movements or for significantly longer periods during more prolonged market downturns.

Stock investing Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising and falling prices. The value of stocks held by the fund may decline due to general weakness or volatility in the stock markets in which the fund invests or because of factors that affect a particular company or industry.

Nondiversification As a nondiversified fund, the fund has the ability to invest a larger percentage of its assets in the securities of a smaller number of issuers than a diversified fund. As a result, poor performance by a single issuer could adversely affect fund performance more than if the fund were invested in a larger number of issuers. The fund's share price can be expected to fluctuate more than that of a similar fund that is more broadly diversified.

Large-cap stocks Securities issued by large-cap companies tend to be less volatile than securities issued by smaller companies. However, larger companies may not be able to attain the high growth rates of successful smaller companies, especially during strong economic periods, and may be unable to respond as quickly to competitive challenges.

Sector exposure At times, the fund may have a significant portion of its assets invested in securities of issuers conducting business in a broadly related group of industries within the same economic sector. Issuers in the same economic sector may be similarly affected by economic or market events, making the fund more vulnerable to unfavorable developments in that economic sector than funds that invest more broadly. Investments in the technology sector are susceptible to intense competition, government regulation, changing consumer preferences, and dependency on patent protection. Investments in the healthcare sector are susceptible to intense competition, regulatory changes and government approvals, product liability, and product obsolescence.

Foreign investing Investments in the securities of non-U.S. issuers may be adversely affected by local, political, social, and economic conditions overseas, greater volatility, reduced liquidity, or decreases in foreign currency values relative to the U.S. dollar. The risks of investing outside the U.S. are heightened for any investments in emerging markets, which are susceptible to greater volatility than investments in developed markets.

Private placements and IPOs Investments in the stocks of privately held companies and in companies that only recently began to publicly trade, such as initial public offerings or IPOs, involve greater risks than investments in stocks of companies that have traded publicly on an exchange for extended time periods. There is significantly less information available about these companies' business models, quality of management, earnings growth potential, and other criteria that are normally considered when evaluating the investment prospects of a company. Private placements and other restricted securities held by the fund are typically considered to be illiquid and tend to be difficult to value since there are no market prices and less overall financial information available. The adviser evaluates a variety of factors when assigning a value to these holdings, but the determination involves some degree of subjectivity and the value assigned for the fund may differ from the value assigned by other mutual funds holding the same security.

Liquidity A particular investment or an entire market segment may become less liquid or even illiquid, sometimes abruptly, which could limit the fund's ability to purchase or sell holdings in a timely manner at a desired price. An inability to sell a portfolio holding can adversely affect the fund's overall value or prevent the fund from being able to take advantage of other investment opportunities. Liquidity risk may be magnified during periods of substantial market volatility and unexpected episodes of illiquidity may limit the fund's ability to pay redemption proceeds without selling holdings at an unfavorable time or at a suitable price. Large redemptions may also have a negative impact on the fund's overall liquidity.

Active management The fund's overall investment program and holdings selected by the fund's investment adviser may underperform the broad markets, relevant indices, or other funds with similar objectives and investment strategies.

Cybersecurity breaches The fund could be harmed by intentional cyberattacks and other cybersecurity breaches, including unauthorized access to the fund's assets, customer data and confidential shareholder information, or other proprietary information. In addition, a cybersecurity breach could cause one of the fund's service providers or financial intermediaries to suffer unauthorized data access, data corruption, or loss of operational functionality.

Fees & Expenses

Total Annual Separately Managed Account Operating Expenses........ 0.33%

T. Rowe Price Extended Equity Market Index Fund

Investment Objective(s)

The fund seeks to track the performance of a benchmark index that measures the investment return of small- and mid-capitalization U.S. stocks.

Principal Investment Strategies

Under normal conditions, the fund will invest at least 80% of its net assets (including any borrowings for investment purposes) in stocks that are included in its benchmark index. The fund does not attempt to fully replicate the index by owning each of the stocks in the index. The fund uses a sampling strategy, investing substantially all of its assets in a group of stocks representative of the sector allocations, financial characteristics, and other attributes of the index. T. Rowe Price compares the composition of the fund to that of the index. If a material misweighting develops, the portfolio manager seeks to rebalance the portfolio in an effort to realign it with its index.

The fund attempts to track the investment return of small- and mid-cap U.S. stocks by tracking the performance of its benchmark index, the S&P completion index (S&P index). The S&P index is a sub-index of the S&P total market index and consists of all constituents in the S&P total market index that are not also constituents of the S&P 500. The S&P index included 3,312 stocks as of December 31, 2020.

In an attempt to track the S&P index, the adviser selects stocks based on industry, size, and other characteristics. For example, if technology stocks made up 15% of the S&P index, the fund would invest approximately 15% of its assets in technology stocks with similar characteristics. Several factors are considered in selecting representative stocks, including historical price movement, market capitalization, transaction costs, and others.

Because the fund typically holds securities in proportion to their weight in the benchmark index, the fund intends to be diversified in approximately the same proportion as the index is diversified. The fund may become nondiversified, as defined under the Investment Company Act of 1940, solely as a result of changes in the composition of the index.

While most assets will be invested in common stocks, the fund may also purchase stock index futures contracts and exchange-traded funds. Futures and exchange-traded funds would typically be used to help realign the fund's portfolio with its benchmark index, gain broad market or sector exposure, or to reduce cash balances in the fund and increase the level of fund assets exposed to common stocks represented in the fund's benchmark index. In addition, the fund lends its portfolio securities as a means of generating additional income.

While there is no guarantee, the correlation between the fund and its benchmark index is expected to be at least 0.95. A correlation of 1.00 indicates that the returns of the fund and the index will always move in the same direction (but not necessarily by the same amount). A correlation of 0.00 would mean price movements in the fund are unrelated to price movements in the index.

Principal Risks

As with any fund, there is no guarantee that the fund will achieve its objective(s). The fund's share price fluctuates, which means you could lose money by investing in the fund. The principal risks of investing in this fund, which may be even greater during periods of market disruption or volatility, are summarized as follows:

Index investing Because the fund is passively managed and seeks to match the performance of its benchmark index, holdings are generally not reallocated based on changes in market conditions or outlook for a specific security, industry, or market sector. As a result, the fund's performance may lag the performance of actively managed funds.

Tracking error The returns of the fund may deviate from the returns of its benchmark index (referred to as "tracking error") because the fund incurs fees and transaction expenses while the index has no fees or expenses. Increased tracking error could also result from changes in the composition of the index or the timing of purchases and redemptions of fund shares. The fund does not attempt to fully replicate its benchmark index, which increases the potential for the fund's performance to deviate from that of its index.

Market conditions The value of the fund's investments may decrease, sometimes rapidly or unexpectedly, due to factors affecting an issuer held by the fund, particular industries, or the overall securities markets. A variety of factors can increase the volatility of the fund's holdings and markets generally, including political or regulatory developments, recessions, inflation, rapid interest rate changes, war or acts of terrorism, natural disasters, and outbreaks of infectious illnesses or other widespread public health issues such as the coronavirus pandemic and related governmental and public responses. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others. Government intervention in markets may impact interest rates, market volatility, and security pricing. These adverse developments may cause broad declines in market value due to short-term market movements or for significantly longer periods during more prolonged market downturns.

Stock investing Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising and falling prices. The value of stocks held by the fund may decline due to general weakness or volatility in the stock markets in which the fund invests or because of factors that affect a particular company or industry.

Small- and mid-cap stocks Investments in securities issued by small-cap and mid-cap companies are likely to be more volatile than investments in securities issued by larger companies. Small and medium-sized companies often have less experienced management, narrower product lines, more limited financial resources, and less publicly available information than larger companies. In addition, smaller companies tend to be more sensitive to changes in overall economic conditions and their securities may have limited trading markets.

Futures The use of futures contracts potentially exposes the fund to greater volatility than directly purchasing securities in the index, including possible illiquidity of the futures markets, contract prices that can be volatile and imperfectly correlated to movements in underlying security values, and potential losses in excess of the fund's initial investment.

Nondiversification The fund may become nondiversified due to the composition of its benchmark index, and thus invest a large percentage of its assets in securities issued by or representing a small number of issuers. As a result, the fund's performance may be adversely affected; the fund's shares may experience greater price volatility; and the fund may be more susceptible to the risks associated with these particular issuers or to a single economic, political, or regulatory occurrence affecting these issuers.

Securities lending Securities lending involves the risk that the fund may lose money because the borrower of the loaned securities fails to return the securities to the fund in a timely manner or at all. The fund may also lose money if there is a decline in the value of the collateral provided for loaned securities or a decline in the value of any investments made with cash collateral. In addition, securities lending activities may cause adverse tax consequences for the fund.

Exchange-traded funds The fund will bear its proportionate share of the fees and expenses of each exchange-traded fund in which it invests. An investment in an exchange-traded fund involves substantially the same risks as investing directly in the exchange-traded fund's underlying assets, although an exchange-traded fund may trade at a premium or discount to the actual net asset value of its portfolio securities, may have greater price volatility than its underlying assets, and its shares may have lower overall liquidity.

Cybersecurity breaches The fund could be harmed by intentional cyberattacks and other cybersecurity breaches, including unauthorized access to the fund's assets, customer data and confidential shareholder information, or other proprietary information. In addition, a cybersecurity breach could cause one of the fund's service providers or financial intermediaries to suffer unauthorized data access, data corruption, or loss of operational functionality.

Fees & Expenses
(Based on the prospectus dated May 1, 2021)

Total Annual Fund Operating Expenses.................. 0.25%
After Fee Waivers and/or Expense Reimbursements

BlackRock Mid-Cap Growth Equity Portfolio

Investment Objective

The investment objective of BlackRock Mid-Cap Growth Equity Portfolio (the "fund"), a series of BlackRock FundsSM, is long-term capital appreciation.

Principal Investment Strategies of the Fund

The fund normally invests at least 80% of its net assets in equity securities issued by U.S. mid-capitalization companies which fund management believes have above-average earnings growth potential. Equity securities consist primarily of common stock, preferred stock, securities convertible into common stock and securities or other instruments whose price is linked to the value of common stock. Although a universal definition of mid-capitalization companies does not exist, the fund generally defines these companies, at the time of the fund's investment, as those with market capitalizations comparable in size to the companies in the Russell Midcap® Growth Index (between approximately \$724.4 million and \$60.8 billion as of June 30, 2021). In the future, the fund may define mid-capitalization companies using a different index or classification system. The fund seeks to buy primarily common stock but also can invest in preferred stock, convertible securities and other equity securities. From time to time the fund may invest in shares of companies through "new issues" or initial public offerings ("IPOs").

The fund may, when consistent with the fund's investment objective, buy or sell options or futures on a security or an index of securities (commonly known as derivatives). The primary purpose of using derivatives is to attempt to reduce risk to the fund as a whole (hedge), but they may also be used to maintain liquidity and commit cash pending investment. Fund management also may, but under normal market conditions generally does not intend to, use derivatives for speculation to increase returns.

Principal Risks of Investing in the Fund

Risk is inherent in all investing. The value of your investment in the fund, as well as the amount of return you receive on your investment, may fluctuate significantly from day to day and over time. You may lose part or all of your investment in the fund or your investment may not perform as well as other similar investments. The following is a summary description of the principal risks of investing in the fund. The order of the below risk factors does not indicate the significance of any particular risk factor.

• **Convertible Securities Risk** — The market value of a convertible security performs like that of a regular debt security; that is, if market interest rates rise, the value of a convertible security usually falls. In addition, convertible securities are subject to the risk that the issuer will not be able to pay interest or dividends when due, and their market value may change based on changes in the issuer's credit rating or the market's perception of the issuer's creditworthiness. Since it derives a portion of its value from the common stock into which it may be converted, a convertible security is also subject to the same types of market and issuer risks that apply to the underlying common stock.

• **Derivatives Risk** — The fund's use of derivatives may increase its costs, reduce the fund's returns and/or increase volatility. Derivatives involve significant risks, including:

Volatility Risk — Volatility is defined as the characteristic of a security, an index or a market to fluctuate significantly in price within a short time period. A risk of the fund's use of derivatives is that the fluctuations in their values may not correlate with the overall securities markets.

Counterparty Risk — Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation.

Market and Illiquidity Risk — The possible lack of a liquid secondary market for derivatives and the resulting inability of the fund to sell or otherwise close a derivatives position could expose the fund to losses and could make derivatives more difficult for the fund to value accurately.

Valuation Risk — Valuation may be more difficult in times of market turmoil since many investors and market makers may be reluctant to purchase complex instruments or quote prices for them.

Hedging Risk — Hedges are sometimes subject to imperfect matching between the derivative and the underlying security, and there can be no assurance that the fund's hedging transactions will be effective. The use of hedging may result in certain adverse tax consequences.

Tax Risk — Certain aspects of the tax treatment of derivative instruments, including swap agreements and commodity-linked derivative instruments, are currently unclear and may be affected by changes in legislation, regulations or other legally binding authority. Such treatment may be less favorable than that given to a direct investment in an underlying asset and may adversely affect the timing, character and amount of income the fund realizes from its investments.

Regulatory Risk — Derivative contracts, including, without limitation, swaps, currency forwards and non-deliverable forwards, are subject to regulation under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") in the United States and under comparable regimes in Europe, Asia and other non-U.S. jurisdictions. Under the Dodd-Frank Act, certain derivatives are subject to margin requirements and swap dealers are required to collect margin from the fund with respect to such derivatives. Specifically, regulations are now in effect that require swap dealers to post and collect variation margin (comprised of specified liquid instruments and subject to a required haircut) in connection with trading of over-the-counter ("OTC") swaps with the fund. Shares of investment companies (other than certain money market funds) may not be posted as collateral under these regulations. Requirements for posting of initial margin in connection with OTC swaps will be phased-in through at least 2021. In addition, regulations adopted by global prudential regulators that are now in effect require certain bank-regulated counterparties and certain of their affiliates to include in certain financial contracts, including many derivatives contracts, terms that delay or restrict the rights of counterparties, such as the fund, to terminate such contracts, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. The implementation of these requirements with respect to derivatives, as well as regulations under the Dodd-Frank Act regarding clearing, mandatory trading and margining of other derivatives, may increase the costs and risks to the fund of trading in these instruments and, as a result, may affect returns to investors in the fund.

On October 28, 2020, the Securities and Exchange Commission adopted new regulations governing the use of derivatives by registered investment companies ("Rule 18f-4"). The fund will be required to implement and comply with Rule 18f-4 by August 19, 2022. Once implemented, Rule 18f-4 will impose limits on the amount of derivatives a fund can enter into, eliminate the asset segregation framework currently used by funds to comply with Section 18 of the Investment Company Act of 1940, as amended, treat derivatives as senior securities and require funds whose use of derivatives is more than a limited specified exposure amount to establish and maintain a comprehensive derivatives risk management program and appoint a derivatives risk manager.

• **Equity Securities Risk** — Stock markets are volatile. The price of equity securities fluctuates based on changes in a company's financial condition and overall market and economic conditions.

• **Investment Style Risk** — Under certain market conditions, growth investments have performed better during the later stages of economic expansion. Therefore, this investment style may over time go in and out of favor. At times when the investment style used by the fund is out of favor, the fund may underperform other equity funds that use different investment styles.

• **Leverage Risk** — Some transactions may give rise to a form of economic leverage. These transactions may include, among others, derivatives, and may expose the fund to greater risk and increase its costs. The use of leverage may cause the fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet any required asset segregation requirements. Increases and decreases in the value of the fund's portfolio will be magnified when the fund uses leverage.

• **Market Risk and Selection Risk** — Market risk is the risk that one or more markets in which the fund invests will go down in value, including the possibility that the markets will go down sharply and unpredictably. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues like pandemics or epidemics, recessions, or other events could have a significant impact on the fund and its investments. Selection risk is the risk that the securities selected by fund management will underperform the markets, the relevant indices or the securities selected by other funds with similar investment objectives and investment strategies. This means you may lose money.

A recent outbreak of an infectious coronavirus has developed into a global pandemic that has resulted in numerous disruptions in the market and has had significant economic impact leaving general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general ways that cannot necessarily be foreseen at the present time.

• **Mid Cap Securities Risk** — The securities of mid cap companies generally trade in lower volumes and are generally subject to greater and less predictable price changes than the securities of larger capitalization companies.

• **"New Issues" Risk** — "New issues" are IPOs of equity securities. Securities issued in IPOs have no trading history, and information about the companies may be available for very limited periods. In addition, the prices of securities sold in IPOs may be highly volatile or may decline shortly after the IPO.

• **Preferred Securities Risk** — Preferred securities may pay fixed or adjustable rates of return. Preferred securities are subject to issuer-specific and market risks applicable generally to equity securities. In addition, a company's preferred securities generally pay dividends only after the company makes required payments to holders of its bonds and other debt. For this reason, the value of preferred securities will usually react more strongly than bonds and other debt to actual or perceived changes in the company's financial condition or prospects. Preferred securities of smaller companies may be more vulnerable to adverse developments than preferred securities of larger companies.

Fees & Expenses
(Based on the prospectus dated September 28, 2021)

Total Annual Fund Operating Expenses.................. 0.70%
After Fee Waivers and/or Expense Reimbursements

Ariel Fund

Investment Objective

Ariel Fund's fundamental objective is long-term capital appreciation.

Principal Investment Strategy

The fund invests in small- and mid-capitalization ("small/mid cap") undervalued companies that show strong potential for growth. The fund invests primarily in equity securities of U.S. companies that have market capitalizations within the range of the companies in the Russell 2500TM Index, measured at the time of initial purchase. As of December 31, 2020, the market capitalizations of the companies in the Russell 2500 Index ranged from $43 million to $30.16 billion. The fund may invest a portion of the portfolio outside (above or below) this market capitalization range. Also, the market capitalizations for the fund's portfolio companies may change over time, and the fund is permitted to invest in (hold and purchase) a company even if its market capitalization moves outside the stated range.

The essence of the fund's strategy is a combination of patience and stock selection. The fund seeks to hold investments for a relatively long period of time—generally five years. However, the holding period may vary for any particular stock.

The fund seeks to invest in quality companies in industries in which Ariel Investments, LLC ("Ariel" or the "adviser") has expertise. This often results in the fund investing a significant portion of its assets among fewer sectors than its benchmarks. The fund buys a company when it is selling at a discount to Ariel's estimate of its private market value.

Quality companies typically share several attributes that Ariel believes will result in capital appreciation over time: high barriers to entry, sustainable competitive advantages, predictable fundamentals that allow for the potential for double-digit earnings growth (at time of initial purchase), skilled management teams, and solid financials. A high barrier to entry may exist where, for example, significant capital is required for new companies to enter a particular marketplace, thus giving companies already within the marketplace a perceived competitive advantage. Ariel's strategy to focus on a limited number of companies and industries is designed to add value in areas in which we have expertise. We believe this approach creates a portfolio of well-researched stocks. As disciplined value investors, we make opportunistic purchases when great companies are temporarily out of favor—generally seeking to invest in companies that are trading at a low valuation relative to potential earnings and/or a low valuation relative to intrinsic worth.

The primary reasons we will sell a stock are: (i) if its valuation reaches our determination of its private market value, (ii) if a better opportunity for investment presents itself, or (iii) if there are material adverse changes to a company's fundamentals. In addition, the adviser has adopted procedures to sell stocks that it views as substantially outside the strategy's small/mid cap range.

The fund does not invest in companies whose primary source of revenue is derived from the production or sale of tobacco products or the manufacture of firearms. We believe these industries may be more likely to face shrinking growth prospects, litigation costs and legal liability that cannot be quantified.

The fund is a diversified fund that generally will hold between 25-45 securities in its portfolio.

Principal Risks

Although Ariel makes every effort to achieve the fund's objective of long-term capital appreciation, Ariel cannot guarantee it will attain that objective. You could lose money by investing in the fund. The principal risks of investing in the fund are:

• Small/mid cap stocks held by the fund could fall out of favor and returns would subsequently trail returns of the overall stock market. The performance of such stocks could also be more volatile. Small/mid cap stocks often have less predictable earnings, more limited product lines and markets, and more limited financial and management resources than large cap stocks.

• The intrinsic value of the stocks in which the fund invests may never be recognized by the broader market.

• The fund is often concentrated in fewer sectors than its benchmarks, and its performance may suffer if these sectors underperform the overall stock market.

• Investing in equity securities is risky and subject to the volatility of the markets. Equity securities represent an ownership position in a company. The prices of equity securities fluctuate based on changes in the financial condition of their issuers and on market and economic conditions. Furthermore, when the stock market declines, most equity securities, even those issued by strong companies, often will decline in value.

You should consider investing in the fund if you are looking for long-term capital appreciation and are willing to accept the associated risks.

Fees & Expenses

(Based on the prospectus dated February 1, 2021)

Total Annual Fund Operating Expenses 0.72%
After Fee Waivers and/or Expense Reimbursements

Northern Small Cap Value Strategy

Program investments are invested solely in a separately managed account which follows the Northern Small Cap Value Strategy. The below information is from the prospectus for the Northern Small Cap Value Fund and not the Northern Small Cap Value Strategy. Although the Northern Small Cap Value Strategy and the Northern Small Cap Value Fund are not identical, they are similar in nature and investment approach.

Investment Objective

The fund seeks to provide long-term capital appreciation. Any income received is incidental to this objective.

Principal Investment Strategies

In seeking long-term capital appreciation, the fund will invest, under normal circumstances, at least 80% of its net assets inequity securities of small capitalization companies. Small capitalization companies generally are considered to be those whose market capitalization is, at the time the fund makes an investment, within the range of the market capitalization of companies in the Russell 2000® Value Index. Companies whose capitalization no longer meets this definition after purchase may continue to be considered small capitalization companies.

Using a quantitative analysis to evaluate financial data, NTI buys small capitalization stocks of companies believed to be worth more than is indicated by current market prices. Similarly, the management team normally will sell a security that it believes has achieved its full valuation, is not attractively priced or for other reasons. The team also may sell securities in order to maintain the desired portfolio characteristics of the fund. In determining whether a stock is attractively priced, the fund employs a strategy that uses statistics and other methods to evaluate fundamental and quantifiable stock or firm characteristics (such as relative valuation, price momentum and earnings quality). The characteristics are combined to create a proprietary multi-factor quantitative stock selection model that generates stock specific forecasts that are used along with controls intended to manage risk to determine security weightings.

Many of the companies in which the fund invests retain their earnings to finance current and future growth. These companies generally pay little or no dividends.

The fund may use derivatives such as stock index futures contracts to equitize cash and enhance portfolio liquidity.

From time to time the fund may focus its investments (i.e., invest more than 15% of its total assets) in one or more particular sectors.

Frank Russell Company does not endorse any of the securities in the Russell 2000 Value Index. It is not a sponsor of the small cap value fund and is not affiliated with the fund in any way.

Principal Risks

As with any investment, you could lose all or part of your investment in the fund, and the fund's performance could trail that of other investments. The fund is subject to certain risks, including the principal risks noted below, any of which may adversely affect the fund's net asset value ("NAV"), total return and ability to meet its investment objective. Each risk noted below is considered a principal risk of investing in the fund, regardless of the order in which it appears. The significance of each risk factor below may change over time and you should review each risk factor carefully.

MARKET RISK is the risk that the value of the fund's investments may increase or decrease in response to expected, real or perceived economic, political or financial events in the U.S. or global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the fund may experience increased volatility, illiquidity, or other potentially adverse effects in response to changing market conditions, inflation, changes in interest rates, lack of liquidity in the bond or equity markets, volatility in the equity markets, market disruptions caused by local or regional events such as war, acts of terrorism, the spread of infectious illness (including epidemics and pandemics) or other public health issues, recessions or other events or adverse investor sentiment or other political, regulatory, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies worldwide due to increasingly interconnected global economies and financial markets. Market risk includes the risk that a particular style of investing, such as growth or value, may underperform the market generally.

SMALL CAP STOCK RISK is the risk that stocks of smaller companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Small companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group, and their securities may trade less frequently and in lower volume than the securities of larger companies, which could lead to higher transaction costs. Generally, the smaller the company size, the greater the risk.

INVESTMENT STYLE RISK is the risk that different investment styles (e.g., "growth", "value" or "quantitative") tend to shift in and out of favor, depending on market and economic conditions as well as investor sentiment. The fund may outperform or underperform other funds that invest in similar asset classes but employ a different investment style. The fund may also employ a combination of styles that impacts its risk characteristics.

• **VALUE INVESTING RISK** is the risk that because the fund emphasizes a value style of investing that focuses on undervalued companies with characteristics for improved valuation, the fund is subject to greater risk that the market will not recognize a security's inherent value for a long time, or that a stock judged to be undervalued by the fund's adviser may actually be appropriately priced or overvalued. Value oriented funds will typically underperform when growth investing is in favor.

• **QUANTITATIVE INVESTING RISK** is the risk that the value of securities or other investments selected using quantitative analysis can perform differently from the market as a whole or from their expected performance and the fund may realize a loss. This may be as a result of the factors used in building a multifactor quantitative model, the weights placed on each factor, the accuracy of historical data utilized, and changing sources of market returns. Whenever a model is used, there is also a risk that the model will not work as planned.

MANAGEMENT RISK is the risk that a strategy used by the fund's investment adviser may fail to produce the intended results or that imperfections, errors or limitations in the tools and data used by the investment adviser may cause unintended results.

SECTOR RISK is the risk that companies in similar businesses may be similarly affected by particular economic or market events, which may, in certain circumstances, cause the value of securities of all companies in a particular sector of the market to decrease.

• **FINANCIAL SECTOR RISK** is the risk that the financial sector can be significantly affected by changes in interest rates, government regulation, the rate of corporate and consumer debt defaulted, price competition, and the availability and cost of capital, among other factors.

DERIVATIVES RISK is the risk that derivatives may pose risks in addition to and greater than those associated with investing directly in securities, currencies and other instruments, may be illiquid or less liquid, more volatile, more difficult to value and leveraged so that small changes in the value of the underlying instrument may produce disproportionate losses to the fund. Derivatives are also subject to counterparty risk, which is the risk that the other party to the transaction will not perform its contractual obligations. The use of derivatives is a highly specialized activity that involves investment techniques and risks different from those associated with investments in more traditional securities and instruments.

• **FUTURES CONTRACTS RISK** is the risk that there will be imperfect correlation between the change in market value of the fund's securities and the price of futures contracts, which may result in the strategy not working as intended; the possible inability of the fund to sell or close out a futures contract at the desired time or price; losses due to unanticipated market movements, which potentially are unlimited; and the possible inability of the fund's investment adviser to correctly predict the direction of securities' prices, interest rates, currency exchange rates and other economic factors, which may make the fund's returns more volatile or increase the risk of loss.

As with any mutual fund, it is possible to lose money on an investment in the fund. An investment in the fund is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank.

Fees & Expenses

Total Annual Separately Managed Account Operating Expenses........ 0.60%

Northern Small Cap Index Fund

Investment Objective

The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the Russell 2000® Index (the "index").

Principal Investment Strategies

Under normal circumstances, the fund will invest substantially all (and at least 80%) of its net assets in the equity securities included in the index, in weightings that approximate the relative composition of securities contained in the index, and in index futures approved by the Commodity Futures Trading Commission.

The index measures the performance of the small cap segment of the US equity universe. The index is a subset of the Russell 3000® Index representing approximately 10% of the total market capitalization of that index. It includes approximately 2,000 of the smallest securities included in the Russell 3000® Index based on a combination of their market cap and current index membership. As of May 31, 2021, the approximate market capitalization of the companies in the index was between $2.3 million and $22.4 billion. It is rebalanced quarterly. The fund generally rebalances its portfolio in accordance with the index.

The fund's investment adviser uses a "passive" or indexing approach to try to achieve the fund's investment objective. Unlike many investment companies, the fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued. NTI will buy and sell securities in response to changes in the index as well as in response to subscriptions and redemptions. The fund invests in substantially all of the securities in the Index in approximately the same proportions as the index (i.e., replication).

The fund intends to be diversified in approximately the same proportion as the index is diversified. The fund may become "non diversified," as defined in the Investment Company Act of 1940 (the "1940 Act"), solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A "non diversified" fund can invest a greater percentage of its assets in a small group of issuers or in any one issuer than a diversified fund can. Shareholder approval will not be sought if the fund becomes non diversified due solely to a change in the relative market capitalization or index weighting of one or more constituents of the index.

In seeking to track the performance of the index, from time to time the fund may focus its investments (i.e., invest more than 15% of its total assets) in one or more particular sectors. As of March 31, 2021, the fund focused its investments in the health care, industrials and financial sectors.

NTI expects that, under normal circumstances, the quarterly performance of the fund, before fees and expenses, will track the performance of the index within a 0.95 correlation coefficient.

The index is created and sponsored by Frank Russell Company ("Russell"), as the index provider. Russell determines the composition and relative weightings of the securities in the index and publishes information regarding the market value of the index. Russell does not endorse any of the securities in the index. It is not a sponsor of the small cap index fund and is not affiliated with the fund in any way.

Principal Risks

As with any investment, you could lose all or part of your investment in the fund, and the fund's performance could trail that of other investments. The fund is subject to certain risks, including the principal risks noted below, any of which may adversely affect the fund's net asset value ("NAV"), total return and ability to meet its investment objective. Each risk noted below is considered a principal risk of investing in the fund, regardless of the order in which it appears. The significance of each risk factor below may change over time and you should review each risk factor carefully.

MARKET RISK is the risk that the value of the fund's investments may increase or decrease in response to expected, real or perceived economic, political or financial events in the U.S. or global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the fund may experience increased volatility, illiquidity, or other potentially adverse effects in response to changing market conditions, inflation, changes in interest rates, lack of liquidity in the bond or equity markets, volatility in the equity markets, market disruptions caused by local or regional events such as war, acts of terrorism, the spread of infectious illness (including epidemics and pandemics) or other public health issues, recessions or other events or adverse investor sentiment or other political, regulatory, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies worldwide due to increasingly interconnected global economies and financial markets.

SMALL CAP STOCK RISK is the risk that stocks of smaller companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Small companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group, and their securities may trade less frequently and in lower volume than the securities of larger companies, which could lead to higher transaction costs. Generally, the smaller the company size, the greater the risk.

TRACKING RISK is the risk that the fund's performance may vary from the performance of the index it tracks as a result of share purchases and redemptions, transaction costs, expenses and other factors.

SECTOR RISK is the risk that companies in similar businesses may be similarly affected by particular economic or market events, which may, in certain circumstances, cause the value of securities of all companies in a particular sector of the market to decrease.

• **FINANCIAL SECTOR RISK** is the risk that the financial sector can be significantly affected by changes in interest rates, government regulation, the rate of corporate and consumer debt defaulted, price competition, and the availability and cost of capital, among other factors.

• **INDUSTRIALS SECTOR RISK** is the risk that industrials companies may be significantly affected by, among other things, worldwide economic growth, supply and demand for specific products and services, rapid technological developments, international political and economic developments, environmental issues, and tax and governmental regulatory policies.

• **HEALTH CARE SECTOR RISK** is the risk that health care companies may be negatively affected by scientific or technological developments, research and development costs, increased competition within the health care sector, rapid product obsolescence and patent expirations. The price of securities of health care companies may fluctuate widely due to changes in legislation or other government regulations, including uncertainty regarding health care reform and its long-term impact, reductions in government funding and the unpredictability of winning government approvals.

INDEX RISK is the risk that that the fund would not necessarily buy or sell a security unless that security is added or removed, respectively, from the index, even if that security generally is underperforming, because unlike many investment companies, the fund does not utilize an investing strategy that seeks returns in excess of the index. Additionally, the fund rebalances its portfolio in accordance with the index, and, therefore, any changes to the index's rebalance schedule will result in corresponding changes to the fund's rebalance schedule.

DERIVATIVES RISK is the risk that derivatives may pose risks in addition to and greater than those associated with investing directly in securities, currencies and other instruments, may be illiquid or less liquid, more volatile, more difficult to value and leveraged so that small changes in the value of the underlying instrument may produce disproportionate losses to the fund. Derivatives are also subject to counterparty risk, which is the risk that the other party to the transaction will not perform its contractual obligations. The use of derivatives is a highly specialized activity that involves investment techniques and risks different from those associated with investments in more traditional securities and instruments.

• **FUTURES CONTRACTS RISK** is the risk that there will be imperfect correlation between the change in market value of the fund's securities and the price of futures contracts, which may result in the strategy not working as intended; the possible inability of the fund to sell or close out a futures contract at the desired time or price; losses due to unanticipated market movements, which potentially are unlimited; and the possible inability of the fund's investment adviser to correctly predict the direction of securities' prices, interest rates, currency exchange rates and other economic factors, which may make the fund's returns more volatile or increase the risk of loss.

NON-DIVERSIFICATION RISK Under the 1940 Act, a fund designated as "diversified" must limit its holdings such that the securities of issuers which individually represent more than 5% of its total assets must in the aggregate represent less than 25% of its total assets. The fund is "diversified" for purposes of the 1940 Act. However, in seeking to track its index, the fund may become "non-diversified," as defined in the 1940 Act, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A non-diversified fund can invest a greater portion of its assets in the obligations or securities of a small portion of its assets in the obligations or securities of a small number of issuers or any single issuer than a diversified fund can. In such circumstances, a change in the value of one or a few issuers' securities will therefore affect the value of the fund more than if it was a diversified fund.

As with any mutual fund, it is possible to lose money on an investment in the fund. An investment in the fund is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank.

Fees & Expenses
(Based on the prospectus dated July 31, 2021)

Total Annual Fund Operating Expenses 0.15%
After Fee Waivers and/or Expense Reimbursements

Delaware Small Cap Core Fund

INVESTMENT OBJECTIVE

Delaware Small Cap Core Fund seeks long-term capital appreciation.

Principal Investment Strategies

The fund invests primarily in stocks of small companies that its investment manager, Delaware Management Company (manager), believes have a combination of attractive valuations, growth prospects, and strong cash flows. Under normal circumstances, at least 80% of the fund's net assets, plus the amount of any borrowings for investment purposes, will be in investments of small-capitalization companies (80% policy). The fund considers small-capitalization companies to be companies within the market capitalization range of the Russell 2000® Index at the time of purchase.

The manager may permit its affiliates, Macquarie Investment Management Global Limited (MIMGL) and Macquarie Funds Management Hong Kong Limited (MFMHKL), to execute fund security trades on behalf of the manager. The manager may also seek quantitative support from MIMGL.

The fund's 80% policy is nonfundamental and may be changed without shareholder approval. Fund shareholders would be given at least 60 days' notice prior to any such change.

Principal Risks

Investing in any mutual fund involves the risk that you may lose part or all of the money you invest. Over time, the value of your investment in the fund will increase and decrease according to changes in the value of the securities in the fund's portfolio. An investment in the fund may not be appropriate for all investors. The fund's principal risks include:

Market risk — The risk that all or a majority of the securities in a certain market — such as the stock or bond market — will decline in value because of factors such as adverse political or economic conditions, future expectations, investor confidence, or heavy institutional selling.

Industry and sector risk — The risk that the value of securities in a particular industry or sector (such as financial services or manufacturing) will decline because of changing expectations for the performance of that industry or sector.

Company size risk — The risk that investments in small- and/or medium-sized companies may be more volatile than those of larger companies because of limited financial resources or dependence on narrow product lines.

Interest rate risk — The risk that securities will decrease in value if interest rates rise. The risk is generally associated with bonds; however, because small- and medium-sized companies and companies in the real estate sector often borrow money to finance their operations, they may be adversely affected by rising interest rates. A fund may be subject to a greater risk of rising interest rates due to the current period of historically low interest rates.

Liquidity risk — The possibility that investments cannot be readily sold within seven calendar days at approximately the price at which a fund has valued them.

Government and regulatory risk — The risk that governments or regulatory authorities may take actions that could adversely affect various sectors of the securities markets and affect fund performance.

IBOR risk — The risk that changes related to the use of the London Interbank Offered Rate (LIBOR) or similar interbank offered rates ("IBORs," such as the Euro Overnight Index Average (EONIA)) could have adverse impacts on financial instruments that reference LIBOR or a similar rate. While some instruments may contemplate a scenario where LIBOR or a similar rate is no longer available by providing for an alternative rate setting methodology, not all instruments have such fallback provisions and the effectiveness of replacement rates is uncertain. The abandonment of LIBOR and similar rates could affect the value and liquidity of instruments that reference such rates, especially those that do not have fallback provisions. The use of alternative reference rate products may impact investment strategy performance.

Active management and selection risk — The risk that the securities selected by a fund's management will underperform the markets, the relevant indices, or the securities selected by other funds with similar investment objectives and investment strategies. The securities and sectors selected may vary from the securities and sectors included in the relevant index.

The manager is an indirect wholly owned subsidiary of Macquarie Group Limited (MGL). Other than Macquarie Bank Limited (MBL), a subsidiary of MGL and an affiliate of the manager, none of the entities noted are authorized deposit-taking institutions for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these entities do not represent deposits or other liabilities of MBL. MBL does not guarantee or otherwise provide assurance in respect of the obligations of these entities, unless noted otherwise. The fund is governed by US laws and regulations.

Fees & Expenses
(Based on the prospectus dated March 30, 2021)

Total Annual Fund Operating Expenses 0.85%
After Fee Waivers and/or Expense Reimbursements

Harbor Small Cap Growth Fund

INVESTMENT OBJECTIVE

The fund seeks long-term growth of capital.

Principal Investment Strategy

The fund invests primarily in equity securities, principally common and preferred stocks of small cap companies. Under normal market conditions, the fund invests at least 80% of its net assets, plus borrowings for investment purposes, in securities of small cap companies.

The fund defines small cap companies as those with market capitalizations that fall within the range of the Russell 2000® Growth Index, provided that if the upper end of the capitalization range of that index falls below $2.5 billion, the fund will continue to define those companies with market capitalizations between the upper end of the range of the index and $2.5 billion as small cap companies. As of December 31, 2020, the range of the index was $43 million to $13.4 billion, but it is expected to change frequently.

The subadviser uses a bottom-up process to identify companies that meet the subadviser's strict fundamental criteria and then performs a qualitative review on each identified company to select approximately 60 to 80 companies for inclusion in the fund's portfolio. The subadviser's research may include personal interviews and other contact with company management. Sector allocations are the outcome of the subadviser's bottom-up investment process.

In selecting stocks for the fund's portfolio, the subadviser looks for companies that it believes possess the following characteristics:

- Accelerating earnings growth
- Strong balance sheets
- Attractive valuations as measured by price/earnings to growth ratios

In addition, the subadviser prefers companies that it believes possess the following qualitative characteristics:

- Superior company management
- Significant insider ownership
- Unique market positions and broad market opportunities
- Solid financial controls and accounting processes

As part of its investment process with respect to each portfolio investment, the subadviser considers environmental, social and governance ("ESG") factors that it believes may have a material impact on an issuer and the value of its securities. As a result, the key ESG considerations may vary depending on the industry, sector, geographic region or other factors and the core business of each issuer.

Principal Risks

There is no guarantee that the investment objective of the fund will be achieved. Stocks fluctuate in price and the value of your investment in the fund may go down. This means that you could lose money on your investment in the fund or the fund may not perform as well as other investment options. Principal risks impacting the fund include:

Equity Risk: The values of equity or equity-related securities may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities generally have greater price volatility than fixed income securities.

Growth Style Risk: Over time, a growth oriented investing style may go in and out of favor, which may cause the fund to underperform other equity funds that use different investing styles.

Issuer Risk: An adverse event affecting a particular issuer in which the fund is invested, such as an unfavorable earnings report, may depress the value of that issuer's stock, sometimes rapidly or unpredictably.

Market Risk: Securities markets are volatile and can decline significantly in response to adverse market, economic, political, regulatory or other developments, which may lower the value of securities held by the fund, sometimes rapidly or unpredictably. Events such as war, acts of terrorism, social unrest, natural disasters, the spread of infectious illness or other public health threats could also significantly impact the fund and its investments.

Preferred Stock Risk: Preferred stocks in which the fund may invest are sensitive to interest rate changes, and are also subject to equity risk, which is the risk that stock prices will fall over short or extended periods of time. The rights of preferred stocks on the distribution of a company's assets in the event of a liquidation are generally subordinate to the rights associated with a company's debt securities.

Selection Risk: The subadviser's judgment about the attractiveness, value and growth potential of a particular security may be incorrect. The subadviser potentially will be prevented from executing investment decisions at an advantageous time or price as a result of domestic or global market disruptions, particularly disruptions causing heightened market volatility and reduced market liquidity, as well as increased or changing regulations. Thus, investments that the subadviser believes represent an attractive opportunity or in which the fund seeks to obtain exposure may be unavailable entirely or in the specific quantities or prices sought by the subadviser and the fund may need to obtain the exposure through less advantageous or indirect investments or forgo the investment at the time.

Small Cap Risk: The fund's performance may be more volatile because it invests primarily in issuers that are smaller companies. Smaller companies may have limited product lines, markets and financial resources. Securities of smaller companies are usually less stable in price and less liquid than those of larger, more established companies. Additionally, small cap stocks may fall out of favor relative to mid or large cap stocks, which may cause the fund to underperform other equity funds that focus on mid or large cap stocks.

Fees & Expenses
(Based on the prospectus dated March 1, 2021)

Total Annual Fund Operating Expenses 0.89%
After Fee Waivers and/or Expense Reimbursements

Dodge & Cox International Stock Fund

Investment Objective

The fund seeks long-term growth of principal and income.

Principal Investment Strategies

The fund invests primarily in a diversified portfolio of equity securities issued by non U.S. companies from at least three different countries, which may include emerging market countries. The fund is not required to allocate its investments in set percentages in particular countries and may invest in emerging markets without limit. Under normal circumstances, the fund will invest at least 80% of its total assets in equity securities of non U.S. companies, including common stocks, depositary receipts evidencing ownership of common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks (e.g., rights and warrants). The fund may enter into currency forward contracts, currency swaps, or currency futures contracts to hedge direct and/or indirect foreign currency exposure. The fund may use equity options or total return swaps referencing single stocks or stock indices to create or hedge equity exposure. The fund may also use futures referencing stock indices to equitize, or create equity market exposure, approximately equal to some or all of its non equity assets, or to hedge against a general downturn in the equity markets.

The fund typically invests in medium to large well-established companies based on standards of the applicable market. In selecting investments, the fund typically invests in companies that, in Dodge & Cox's opinion, appear to be temporarily undervalued by the stock market but have a favorable outlook for long-term growth. The fund also focuses on the underlying financial condition and prospects of individual companies, including future earnings, cash flow, and dividends. Various other factors, including financial strength, economic condition, competitive advantage, quality of the business franchise, relevant environmental, social, and governance (ESG) issues, and the reputation, experience, and competence of a company's management are weighed against valuation in selecting individual securities. The fund also considers the economic and political stability of the country where the issuer is located and the protections provided to shareholders.

Principal Risks of Investing

You could lose money by investing in the fund, and the fund could underperform other investments. You should expect the fund's share price and total return to fluctuate within a wide range. The fund's performance could be hurt by:

• **Equity risk.** Equity securities can be volatile and may decline in value because of changes in the actual or perceived financial condition of their issuers or other events affecting their issuers.

• **Market risk.** Investment prices may increase or decrease, sometimes suddenly and unpredictably, due to general market conditions. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issue, recessions, or other events could also have a significant impact on the fund and its investments and potentially increase the risks described herein.

• **Manager risk.** Dodge & Cox's opinion about the intrinsic worth or creditworthiness of a company or security may be incorrect or the market may continue to undervalue the company or security. Depending on market conditions, Dodge & Cox's investing style may perform better or worse than portfolios with a different investment style. Dodge & Cox may not make timely purchases or sales of securities for the fund. The fund may underperform the broad market, relevant indices, or other funds with similar objectives and investment strategies.

• **Non-U.S. investment risk.** Securities of non-U.S. issuers (including ADRs, ADSs, GDRs and other securities that represent interests in a non-U.S. issuer's securities) may be more volatile, harder to value, and have lower overall liquidity than U.S. securities. Non-U.S. issuers may be subject to political, economic, or market instability, or unfavorable government action in their local jurisdictions or economic sanctions or other restrictions imposed by U.S. or foreign regulators. There may be less information publicly available about non-U.S. issuers and their securities, and those issuers may be subject to lower levels of government regulation and oversight. Non-U.S. stock markets may decline due to conditions specific to an individual country, including unfavorable economic conditions relative to the United States. The fund generally holds non-U.S. securities and cash in foreign banks and securities depositories, which may be recently organized or new to the foreign custody business and may be subject to only limited or no regulatory oversight. There may be increased risk of delayed transaction settlement. These risks may be higher when investing in emerging and frontier markets. Certain of these elevated risks may also apply to securities of U.S. issuers with significant non-U.S. operations.

• **Emerging markets risk.** Emerging market securities may present issuer, market, currency, liquidity, volatility, valuation, legal, political, and other risks different from, and potentially greater than, the risks of investing in securities of issuers in more developed markets. Emerging markets may have less established legal, accounting, and financial reporting systems than those in more developed markets, which may reduce the scope or quality of financial information available to investors. In addition, companies in emerging markets may be subject to less stringent standards on disclosure, accounting and financial reporting, and recordkeeping, which may affect the fund's ability to evaluate potential and current investments. Governments in emerging market countries may be less stable and more likely to take extra-legal action with respect to companies, industries, assets, or foreign ownership than those in more developed markets. Moreover, investor protection regimes may be more limited in emerging markets. For example, it may be more difficult for shareholders to bring derivative litigation or for U.S. regulators to bring enforcement actions against issuers in emerging markets. Emerging market securities may also be more volatile, more difficult to value, and have lower overall liquidity than securities economically tied to U.S. or developed non-U.S. markets.

• **Non-U.S. currency risk.** Non-U.S. currencies may decline relative to the U.S. dollar, which reduces the unhedged value of securities denominated in or otherwise exposed to those currencies. Dodge & Cox may not hedge or may not be successful in hedging the fund's currency exposure and may not be able to determine accurately the extent to which a security or its issuer is exposed to currency risk.

• **Liquidity risk.** The fund may not be able to purchase or sell a security in a timely manner or at desired prices or achieve its desired weighting in a security.

• **Derivatives risk.** Investing with derivatives, such as currency forward contracts, currency swaps, and equity options, equity index futures and total return swaps, involves risks additional to and possibly greater than those associated with investing directly in securities. The value of a derivative may not correlate to the value of the underlying instrument to the extent expected. A derivative can create leverage because it can result in exposure to an amount of a security, index, or other underlying investment (a "notional amount") that is substantially larger than the derivative position's market value. Often, the upfront payment required to enter into a derivative is much smaller than the potential for loss, which for certain types of derivatives may be unlimited. The fund may not be able to close a derivatives position at an advantageous time or price. For over-the-counter derivatives transactions, the counterparty may be unable or unwilling to make required payments and deliveries, especially during times of financial market distress. Changes in regulation relating to a mutual fund's use of derivatives and related instruments may make derivatives more costly, limit the availability of derivatives, or otherwise adversely affect the value or performance of derivatives and the fund.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated May 1, 2021)

Total Annual Fund Operating Expenses 0.63%
After Fee Waivers and/or Expense Reimbursements

Northern International Equity Index Fund

Investment Objective

The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the MSCI EAFE® Index (the "index").

Principal Investment Strategies

Under normal circumstances, the fund will invest substantially all (and at least 80%) of its net assets in the equity securities included in the index, in weightings that approximate the relative composition of the securities contained in the index, and in American Depositary Receipts ("ADRs"), European Depositary Receipts ("EDRs"), and Global Depositary Receipts ("GDRs") representing such securities and index futures approved by the Commodity Futures Trading Commission.

The index captures large and mid cap representation across 21 developed markets countries around the world, as determined by the index provider, excluding the US and Canada, and covers approximately 85% of the free float-adjusted market capitalization in each country as of May 31, 2021. As of May 31, 2021, the index was comprised of 844 constituents with market capitalizations ranging from $1.8 billion to $354.6 billion. It is rebalanced quarterly. The fund generally rebalances its portfolio in accordance with the index.

The fund's investment adviser uses a "passive" or indexing approach to try to achieve the fund's investment objective. Unlike many investment companies, the fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued. NTI will buy and sell securities in response to changes in the index as well as in response to subscriptions and redemptions.

The fund invests in substantially all of the securities in the index in approximately the same proportions as the index (i.e., replication).

The fund intends to be diversified in approximately the same proportion as the index is diversified. The fund may become "non diversified," as defined in the Investment Company Act of 1940 (the "1940 Act"), solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A "non diversified" fund can invest a greater percentage of its assets in a small group of issuers or in any one issuer than a diversified fund can. Shareholder approval will not be sought if the fund becomes non diversified due solely to a change in the relative market capitalization or index weighting of one or more constituents of the index.

In seeking to track the performance of the index, from time to time the fund may focus its investments (i.e., invest more than 15% of its total assets) in one or more particular sectors, countries or geographic regions. As of March 31, 2021, the fund focused its investments in the industrials sector and in Japan and the European Union.

NTI expects that, under normal circumstances, the quarterly performance of the fund, before fees and expenses, will track the performance of the index within a 0.95 correlation coefficient.

The index is created and sponsored by Morgan Stanley Capital International ("MSCI"), as the index provider. MSCI determines the composition and relative weightings of the securities in the *index and publishes information regarding the market value of the index. MSCI does not endorse any of the securities in the index. It is not a sponsor of the International Equity Index Fund and is not affiliated with the fund in any way.*

Principal Risks

As with any investment, you could lose all or part of your investment in the fund, and the fund's performance could trail that of other investments. The fund is subject to certain risks, including the principal risks noted below, any of which may adversely affect the fund's net asset value ("NAV"), total return and ability to meet its investment objective. Each risk noted below is considered a principal risk of investing in the fund, regardless of the order in which it appears. The significance of each risk factor below may change over time and you should review each risk factor carefully.

MARKET RISK is the risk that the value of the fund's investments may increase or decrease in response to expected, real or perceived economic, political or financial events in the U.S. or global markets. The frequency and magnitude of such changes in value cannot be predicted. Certain securities and other investments held by the fund may experience increased volatility, illiquidity, or other potentially adverse effects in response to changing market conditions, inflation, changes in interest rates, lack of liquidity in the bond or equity markets, volatility in the equity markets, market disruptions caused by local or regional events such as war, acts of terrorism, the spread of infectious illness (including epidemics and pandemics) or other public health issues, recessions or other events or adverse investor sentiment or other political, regulatory, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies worldwide due to increasingly interconnected global economies and financial markets.

FOREIGN SECURITIES RISK is the risk that investing in foreign (non U.S.) securities may result in the fund experiencing more rapid and extreme changes in value than a fund that invests exclusively in securities of U.S. companies, due to less liquid markets and adverse economic, political, diplomatic, financial, and regulatory factors. Foreign governments may impose limitations on foreigners' ownership of interests in local issuers, restrictions on the ability to repatriate assets, and may also impose taxes. Any of these events could cause the value of the fund's investments to decline. Foreign banks, agents and securities depositories that hold the fund's foreign assets may be subject to little or no regulatory oversight over, or independent evaluation, of their operations. Additional costs associated with investments in foreign securities may include higher custodial fees than those applicable to domestic custodial arrangements and transaction costs of foreign currency conversions. Unless the fund has hedged its foreign currency exposure, foreign securities risk also involves the risk of negative foreign currency rate fluctuations, which may cause the value of securities denominated in such foreign currency (or other instruments through which the fund has exposure to foreign currencies) to decline in value. Currency exchange rates may fluctuate significantly over short periods of time. Currency hedging strategies, if used, are not always successful. For instance, forward foreign currency exchange contracts, if used by the fund, could reduce performance if there are unanticipated changes in currency exchange rates.

DEPOSITARY RECEIPTS RISK Foreign securities may trade in the form of depositary receipts. In addition to investment risks associated with the underlying issuer, depositary receipts may expose the fund to additional risks associated with non uniform terms that apply to depositary receipt programs, including credit exposure to the depository bank and to the sponsors and other parties with whom the depository bank establishes the programs, currency, political, economic, market risks and the risks of an illiquid market for depositary receipts. Depositary receipts are generally subject to the same risks as the foreign securities that they evidence or into which they may be converted. Depositary receipts may not track the price of the underlying foreign securities on which they are based, may have limited voting rights, and may have a distribution subject to a fee charged by the depository. As a result, equity shares of the underlying issuer may trade at a discount or premium to the market price of the depositary receipts.

GEOGRAPHIC RISK is the risk that if the fund invests a significant portion of its total assets in certain issuers within the same country or geographic region, an adverse economic, business or political development affecting that country or region may affect the value of the fund's investments more, and the fund's investments may be more volatile, than if its investments were not so concentrated in such country or region.

- **JAPAN INVESTMENT RISK** is the risk of investing in securities of Japanese issuers. The Japanese economy may be subject to considerable degrees of economic, political and social instability, which could negatively impact Japanese issuers. In recent times, Japan's economic growth rate has remained low, and it may remain low in the future. In addition, Japan is subject to the risk of natural disasters, such as earthquakes, volcanic eruptions, typhoons and tsunamis, which could negatively affect the securities of Japanese companies held by the fund.

- **EUROPEAN INVESTMENT RISK** The European Union (the "EU") requires compliance with restrictions on inflation rates, deficits, interest rates, debt levels and fiscal and monetary controls, each of which may significantly affect its member countries. Decreasing imports or exports, changes in local or EU regulations on trade, changes in the exchange rate of the euro, the default or threat of default by an EU member country on its sovereign debt, and recessions in an EU member country may have significant adverse effects on the economies of the EU member countries. Separately, the EU faces issues involving its membership, structure, procedures and policies. The exit of one or more member states from the EU, such as the recent departure of the United Kingdom (known as "Brexit"), could place the EU's currency and banking system in jeopardy. The exit by an EU member state, such as the United Kingdom, will likely result in increased volatility, illiquidity and potentially lower economic growth in the affected markets, which will adversely affect the fund's EU investments.

TRACKING RISK is the risk that the fund's performance may vary from the performance of the index it tracks as a result of share purchases and redemptions, transaction costs, expenses and other factors.

SECTOR RISK is the risk that companies in similar businesses may be similarly affected by particular economic or market events, which may, in certain circumstances, cause the value of securities of all companies in a particular sector of the market to decrease.

• **INDUSTRIALS SECTOR RISK** is the risk that industrials companies may be significantly affected by, among other things, worldwide economic growth, supply and demand for specific products and services, rapid technological developments, international political and economic developments, environmental issues, and tax and governmental regulatory policies.

MID CAP STOCK RISK is the risk that stocks of mid-sized companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Mid-sized companies may have limited product lines or financial resources, and may be dependent upon a particular niche of the market.

INDEX RISK is the risk that that the fund would not necessarily buy or sell a security unless that security is added or removed, respectively, from the index, even if that security generally is underperforming, because unlike many investment companies, the fund does not utilize an investing strategy that seeks returns in excess of the index. Additionally, the fund rebalances its portfolio in accordance with the index, and, therefore, any changes to the index's rebalance schedule will result in corresponding changes to the fund's rebalance schedule.

DERIVATIVES RISK is the risk that derivatives may pose risks in addition to and greater than those associated with investing directly in securities, currencies and other instruments, may be illiquid or less liquid, more volatile, more difficult to value and leveraged so that small changes in the value of the underlying instrument may produce disproportionate losses to the fund. Derivatives are also subject to counterparty risk, which is the risk that the other party to the transaction will not perform its contractual obligations. The use of derivatives is a highly specialized activity that involves investment techniques and risks different from those associated with investments in more traditional securities and instruments.

• **FUTURES CONTRACTS RISK** is the risk that there will be imperfect correlation between the change in market value of the fund's securities and the price of futures contracts, which may result in the strategy not working as intended; the possible inability of the fund to sell or close out a futures contract at the desired time or price; losses due to unanticipated market movements, which potentially are unlimited; and the possible inability of the fund's investment adviser to correctly predict the direction of securities' prices, interest rates, currency exchange rates and other economic factors, which may make the fund's returns more volatile or increase the risk of loss.

VALUATION RISK is the risk that the sale price the fund could receive for a portfolio security may differ from the fund's valuation of the security, particularly for securities that trade in low volume or volatile markets or that are valued using a fair value methodology. Fair valuation of the fund's investments involves subjective judgment. In addition, the value of the securities in the fund's portfolio may change on days when shareholders will not be able to purchase or sell the fund's shares.

NON-DIVERSIFICATION RISK Under the 1940 Act, a fund designated as "diversified" must limit its holdings such that the securities of issuers which individually represent more than 5% of its total assets must in the aggregate represent less than 25% of its total assets. The fund is "diversified" for purposes of the 1940 Act. However, in seeking to track its index, the fund may become "non diversified," as defined in the 1940 Act, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index. A non diversified fund can invest a greater portion of its assets in the obligations or securities of a small portion of its assets in the obligations or securities of a small number of issuers or any single issuer than a diversified fund can. In such circumstances, a change in the value of one or a few issuers' securities will therefore affect the value of the fund more than if it was a diversified fund.

As with any mutual fund, it is possible to lose money on an investment in the fund. An investment in the fund is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation, any other government agency, or The Northern Trust Company, its affiliates, subsidiaries or any other bank.

Fees & Expenses
(Based on the prospectus dated July 31, 2021)

Total Annual Fund Operating Expenses 0.24%
After Fee Waivers and/or Expense Reimbursements

Invesco Oppenheimer International Growth Fund

Investment Objective(s)
The fund's investment objective is to seek capital appreciation.

Principal Investment Strategies of the Fund
The fund mainly invests in the common stock of growth companies that are domiciled or have their primary operations outside of the United States. The fund may invest 100% of its assets in securities of foreign companies. The fund may invest in emerging markets (i.e., those that are generally in the early stages of their industrial cycles) as well as in developed markets throughout the world. From time to time it may place greater emphasis on investing in one or more particular regions such as Asia or Europe. Under normal market conditions the fund will:

• invest at least 65% of its total assets in common and preferred stocks of issuers in at least three different countries outside of the United States, and

• emphasize investments in common stocks of issuers that the portfolio managers consider to be "growth" companies.

The fund does not limit its investments to issuers within a specific market capitalization range and at times may invest a substantial portion of its assets in one or more particular capitalization ranges. The fund can also buy securities convertible into common stock and other securities having equity features.

In selecting investments for the fund's portfolio, the portfolio managers evaluate investment opportunities on a company-by-company basis. The portfolio managers look primarily for foreign companies with high growth potential using a "bottom up" investment approach, that is, by looking at the investment performance of individual stocks before considering the impact of general or industry-specific economic trends. This approach includes fundamental analysis of a company's financial statements and management structure and consideration of the company's operations, product development, and industry position.

The portfolio managers currently focus on the following factors, which may vary in particular cases and may change over time:

• companies that enjoy a strong competitive position and high demand for their products or services;

• companies with accelerating earnings growth and cash flow;

and

• diversity among companies, industries and countries to help reduce the risks of foreign investing, such as currency fluctuations and stock market volatility.

The portfolio managers also consider the effect of worldwide trends on the growth of particular business sectors and look for companies that may benefit from those trends. The trends currently considered include: mass affluence, new technologies, restructuring and aging. The portfolio managers do not invest any fixed amount of the fund's assets according to these criteria and the trends that are considered may change over time. The portfolio managers monitor individual issuers for changes in the factors above, which may trigger a decision to sell a security, but does not require a decision to do so.

Principal Risks of Investing in the Fund

As with any mutual fund investment, loss of money is a risk of investing. An investment in the fund is not a deposit in a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency. The risks associated with an investment in the fund can increase during times of significant market volatility. The principal risks of investing in the fund are:

Market Risk. The market values of the fund's investments, and therefore the value of the fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. The value of the fund's investments may go up or down due to general market conditions which are not specifically related to the particular issuer, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, regional or global instability, natural or environmental disasters, widespread disease or other public health issues, war, acts of terrorism or adverse investor sentiment generally. Individual stock prices tend to go up and down more dramatically than those of certain other types of investments, such as bonds. During a general downturn in the financial markets, multiple asset classes may decline in value. When markets perform well, there can be no assurance that specific investments held by the fund will rise in value.

Investing in Stocks Risk. The value of the fund's portfolio may be affected by changes in the stock markets. Stock markets may experience significant short-term volatility and may fall or rise sharply at times. Adverse events in any part of the equity or fixed-income markets may have unexpected negative effects on other market segments. Different stock markets may behave differently from each other and U.S. stock markets may move in the opposite direction from one or more foreign stock markets.

The prices of individual stocks generally do not all move in the same direction at the same time. However, individual stock prices tend to go up and down more dramatically than those of certain other types of investments, such as bonds. A variety of factors can negatively affect the price of a particular company's stock. These factors may include, but are not limited to: poor earnings reports, a loss of customers, litigation against the company, general unfavorable performance of the company's sector or industry, or changes in government regulations affecting the company or its industry. To the extent that securities of a particular type are emphasized (for example foreign stocks, stocks of small- or mid-cap companies, growth or value stocks, or stocks of companies in a particular industry), fund share values may fluctuate more in response to events affecting the market for those types of securities.

Preferred Securities Risk. Preferred securities are subject to issuer-specific and market risks applicable generally to equity securities. Preferred securities also may be subordinated to bonds or other debt instruments, subjecting them to a greater risk of non-payment, may be less liquid than many other securities, such as common stocks, and generally offer no voting rights with respect to the issuer.

Risks of Foreign Investing. Foreign securities are subject to special risks. Securities traded in foreign markets may be less liquid and more volatile than those traded in U.S. markets. Foreign issuers are usually not subject to the same accounting and disclosure requirements that U.S. companies are subject to, which may make it difficult for the fund to evaluate a foreign company's operations or financial condition. A change in the value of a foreign currency against the U.S. dollar will result in a change in the U.S. dollar value of investments denominated in that foreign currency and in the value of any income or distributions the fund may receive on those investments. The value of foreign investments may be affected by exchange control regulations, foreign taxes, higher transaction and other costs, delays in the settlement of transactions, changes in economic or monetary policy in the United States or abroad, expropriation or nationalization of a company's assets, or other political and economic factors. In addition, due to the inter-relationship of global economies and financial markets, changes in political and economic factors in one country or region could adversely affect conditions in another country or region. Investments in foreign securities may also expose the fund to time-zone arbitrage risk. Foreign securities may trade on weekends or other days when the fund does not price its shares. As a result, the value of the fund's net assets may change on days when you will not be able to purchase or redeem the fund's shares. At times, the fund may emphasize investments in a particular country or region and may be subject to greater risks from adverse events that occur in that country or region. Foreign securities and foreign currencies held in foreign banks and securities depositories may be subject to only limited or no regulatory oversight.

Eurozone Investment Risks. Certain of the regions in which the fund may invest, including the European Union (EU), currently experience significant financial difficulties. Following the global economic crisis that began in 2008, some of these countries have depended on, and may continue to be dependent on, the assistance from others such as the European Central Bank (ECB) or other governments or institutions, and failure to implement reforms as a condition of assistance could have a significant adverse effect on the value of investments in those and other European countries. In addition, countries that have adopted the euro are subject to fiscal and monetary controls that could limit the ability to implement their own economic policies, and could voluntarily abandon, or be forced out of, the euro. Such events could impact the market values of Eurozone and various other securities and currencies, cause redenomination of certain securities into less valuable local currencies, and create more volatile and illiquid markets. Additionally, the United Kingdom's departure from the EU, commonly known as "Brexit," may have significant political and financial consequences for Eurozone markets, including greater market volatility and illiquidity, currency fluctuations, deterioration in economic activity, a decrease in business confidence and an increased likelihood of a recession in the United Kingdom.

Risks of Developing and Emerging Markets. Investments in developing and emerging markets are subject to all the risks associated with foreign investing, however, these risks may be magnified in developing and emerging markets. Developing or emerging market countries may have less well developed securities markets and exchanges that may be substantially less liquid than those of more developed markets, and investments in such securities markets may be subject to unexpected market closures. Settlement procedures in developing or emerging markets may differ from those of more established securities markets, and settlement delays may result in the inability to invest assets or to dispose of portfolio securities in a timely manner. Securities prices in developing or emerging markets may be significantly more volatile than is the case in more developed nations of the world, and governments of developing or emerging market countries may also be more unstable than the governments of more developed countries. Such countries' economies may be more dependent on relatively few industries or investors that may be highly vulnerable to local and global changes. Developing or emerging market countries also may be subject to social, political or economic instability. The value of developing or emerging market countries' currencies may fluctuate more than the currencies of countries with more mature markets. Investments in developing or emerging market countries may be subject to greater risks of government restrictions, including confiscatory taxation, expropriation or nationalization of a company's assets, restrictions on foreign ownership of local companies, restrictions on withdrawing assets from the country, protectionist measures, and practices such as share blocking. The ability to bring and enforce actions in developing and emerging market countries, or to obtain information needed to pursue or enforce such actions, may be limited. In addition, the ability of foreign entities to participate in privatization programs of certain developing or emerging market countries may be limited by local law. Other risks may include additional transaction costs and difficulty related to the quality, availability and timeliness of information. Investments in securities of issuers in developing or emerging market countries may be considered speculative. Companies in developing and emerging market countries may also generally be subject to less stringent regulatory, disclosure, financial reporting, accounting, auditing and recordkeeping standards than companies in more developed countries. As a result, information, including financial information, about such companies may be less available and reliable which can impede the fund's ability to evaluate such companies.

Risks of Growth Investing. If a growth company's earnings or stock price fails to increase as anticipated, or if its business plans do not produce the expected results, the value of its securities may decline sharply. Growth companies may be newer or smaller companies that may experience greater stock price fluctuations and risks of loss than larger, more established companies. Newer growth companies tend to retain a large part of their earnings for research, development or investments in capital assets. Therefore, they may not pay any dividends for some time. Growth investing has gone in and out of favor during past market cycles and is likely to continue to do so. During periods when growth investing is out of favor or when markets are unstable, it may be more difficult to sell growth company securities at an acceptable price. Growth stocks may also be more volatile than other securities because of investor speculation.

Small- and Mid-Capitalization Companies Risks. Investing in securities of small- and mid-capitalization companies involves greater risk than customarily is associated with investing in larger, more established companies. Stocks of small- and mid-capitalization companies tend to be more vulnerable to changing market conditions, may have little or no operating history or track record of success, and may have more limited product lines and markets, less experienced management and fewer financial resources than larger companies. These companies' securities may be more volatile and less liquid than those of more established companies. They may be more sensitive to changes in a company's earnings expectations and may experience more abrupt and erratic price movements. Smaller companies' securities often trade in lower volumes and in many instances, are traded over-the-counter or on a regional securities exchange, where the frequency and volume of trading is substantially less than is typical for securities of larger companies traded on national securities exchanges. Therefore, the securities of smaller companies may be subject to wider price fluctuations and it might be harder for the fund to dispose of its holdings at an acceptable price when it wants to sell them. Since small- and mid-cap companies typically reinvest a high proportion of their earnings in their business, they may not pay dividends for some time, particularly if they are newer companies. It may take a substantial period of time to realize a gain on an investment in a small- or mid-cap company, if any gain is realized at all. The fund measures the market capitalization of an issuer at the time of investment.

Industry and Sector Focus. The fund may from time to time have a significant amount of its assets invested in a particular industry or sector. The prices of stocks of issuers in a particular industry or sector may go up and down in response to changes in economic conditions, government regulations, availability of basic resources or supplies, or other events that affect that industry or sector more than others. To the extent that the fund has a significant amount of its assets invested in a particular industry or sector, its share values may fluctuate in response to events affecting that industry or sector. To some extent that risk may be limited by the fund's policy of not concentrating its investments in any one industry.

Management Risk. The fund is actively managed and depends heavily on the adviser's judgment about markets, interest rates or the attractiveness, relative values, liquidity, or potential appreciation of particular investments made for the fund's portfolio. The fund could experience losses if these judgments prove to be incorrect. Additionally, legislative, regulatory, or tax developments may adversely affect management of the fund and, therefore, the ability of the fund to achieve its investment objective.

Fees & Expenses
(Based on the prospectus dated February 26, 2021)

Total Annual Fund Operating Expenses 0.69%
After Fee Waivers and/or Expense Reimbursements

DFA International Small Company Portfolio

Investment Objective

The investment objective of the International Small Company Portfolio (the "portfolio") is to achieve long-term capital appreciation.

Principal Investment Strategies

The International Small Company Portfolio is a "fund of funds," which means the portfolio generally allocates its assets among other funds managed by Dimensional Fund Advisors LP (the "advisor") (the "underlying funds"), although it has the ability to invest directly in securities and derivatives. The portfolio seeks to achieve its investment objective of providing investors with access to securities portfolios consisting of a broad range of equity securities of primarily small Canadian, Japanese, United Kingdom, Continental European and Asia Pacific companies. The portfolio also may have some exposure to small capitalization equity securities associated with other countries or regions. The portfolio pursues its investment objective by investing substantially all of its assets in the following underlying funds: The Canadian Small Company Series, The Japanese Small Company Series, The Asia Pacific Small Company Series, The United Kingdom Small Company Series and The Continental Small Company Series of The DFA Investment Trust Company. Periodically, the advisor will review the allocations for the portfolio in each underlying fund and may adjust allocations to the underlying funds or may add or remove underlying funds in the portfolio without notice to shareholders. Each underlying fund invests in small companies using a market capitalization weighted approach in each country or region designated by the advisor as an approved market for investment. 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 a small company within an eligible country, the greater its representation in the underlying fund. The advisor may adjust the representation in the underlying funds of an eligible company, or exclude a company, after considering such factors as free float, momentum, trading strategies, liquidity, relative price, profitability, investment characteristics, and other factors that the advisor determines to be appropriate. An equity issuer is considered to have a low relative price (i.e., a value stock) primarily because it has a low price in relation to its book value. In assessing relative price, the advisor may consider additional factors such as price to cash flow or price to earnings ratios. In assessing profitability, the advisor considers different ratios, such as that of earnings or profits from operations relative to book value or assets. In assessing a company's investment characteristics, the advisor considers ratios such as recent changes in assets divided by total assets. The criteria the advisor uses for assessing relative price, profitability, and investment characteristics are subject to change from time to time.

As a non-fundamental policy, under normal circumstances, the international small company portfolio, through its investments in the underlying funds, will invest at least 80% of its net assets in securities of small companies. The portfolio and each underlying fund may invest in affiliated and unaffiliated registered and unregistered money market funds to manage its cash pending investment in other securities or to maintain liquidity for the payment of redemptions or other purposes. Investments in money market funds may involve a duplication of certain fees and expenses.

Each underlying fund may gain exposure to companies associated with approved markets by purchasing equity securities in the form of depositary receipts, which may be listed or traded outside the issuer's domicile country. The International small company portfolio and each underlying fund may purchase or sell futures contracts and options on futures contracts for equity securities and indices of its approved markets or other equity market securities or indices, including those of the United States, to increase or decrease equity market exposure based on actual or expected cash inflows to or outflows from the portfolio or underlying fund.

DFA International Small Company Portfolio and the underlying funds may lend their portfolio securities to generate additional income.

A summary of the investment strategies and policies of the underlying funds in which the international small company portfolio invests as of the date of this prospectus is described in the portfolio's prospectus in the section entitled "**ADDITIONAL INFORMATION ON INVESTMENT OBJECTIVES AND POLICIES**".

Principal Risks

Because the value of your investment in the international small company portfolio will fluctuate, there is the risk that you will lose money. An investment in the portfolio is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The following is a description of principal risks of investing in the portfolio.

Fund of Funds Risk: The investment performance of the portfolio is affected by the investment performance of the underlying funds in which the portfolio invests. The ability of the portfolio to achieve its investment objective depends on the ability of the underlying funds to meet their investment objectives and on the advisor's decisions regarding the allocation of the portfolio's assets among the underlying funds. There can be no assurance that the investment objective of the portfolio or any underlying fund will be achieved. When the portfolio invests in underlying funds, investors are exposed to a proportionate share of the expenses of those underlying funds in addition to the expenses of the portfolio. Through its investments in the underlying funds, the portfolio is subject to the risks of the underlying funds' investments. The risks of the portfolio's and underlying funds' investments are described below.

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.

Foreign Securities and Currencies Risk: Foreign securities prices may decline or fluctuate because of: (a) economic or political actions of foreign governments, and/or (b) less regulated or liquid securities markets. Investors holding these securities may also be exposed to foreign currency risk (the possibility that foreign currency will fluctuate in value against the U.S. dollar or that a foreign government will convert, or be forced to convert, its currency to another currency, changing its value against the U.S. dollar). The underlying funds do not hedge foreign currency risk.

Depositary receipts are generally subject to the same risks as the foreign securities that they evidence or into which they may be converted. In addition, the underlying issuers of certain depositary receipts, particularly unsponsored or unregistered depositary receipts, are under no obligation to distribute shareholder communications to the holders of such receipts, or to pass through to them any voting rights with respect to the deposited securities. Depositary receipts that are not sponsored by the issuer may be less liquid and there may be less readily available public information about the issuer.

Small Company Risk: Securities of small companies are often less liquid than those of large companies and this could make it difficult to sell a small company security at a desired time or price. As a result, small company stocks may fluctuate relatively more in price. In general, smaller capitalization companies are also more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

Profitability Investment Risk: High relative profitability stocks may perform differently from the market as a whole and an investment strategy purchasing these securities may cause the portfolio or an underlying fund to at times underperform equity funds that use other investment strategies.

Value Investment Risk: Value stocks may perform differently from the market as a whole and an investment strategy purchasing these securities may cause the portfolio or an underlying fund to at times underperform equity funds that use other investment strategies. Value stocks can react differently to political, economic, and industry developments than the market as a whole and other types of stocks. Value stocks also may underperform the market for long periods of time.

Derivatives Risk: Derivatives are instruments, such as futures, and options thereon, and foreign currency forward 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 portfolio or an underlying fund uses derivatives, the portfolio or underlying fund will be directly exposed to the risks of those derivatives. Derivative instruments are subject to a number of risks including counterparty, settlement, liquidity, interest rate, market, credit and management risks, as well as 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 or underlying fund 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 underlying funds may lose money and there may be a delay in recovering the loaned securities. The underlying funds could also lose money if they do 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. To the extent that the portfolio holds securities directly and lends those securities, it will be also subject to the foregoing risks with respect to its loaned securities.

Operational Risk: Operational risks include human error, changes in personnel, system changes, faults in communication, and failures in systems, technology, or processes. Various operational events or circumstances are outside the advisor's control, including instances at third parties. The portfolio and the advisor seek to reduce these operational risks through controls and procedures. However, these measures do not address every possible risk and may be inadequate to address these risks.

Cyber Security Risk: The 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, 2021)

Total Annual Fund Operating Expenses 0.44%
After Fee Waivers and/or Expense Reimbursements

BlackRock Emerging Markets Fund

Investment Objective

The investment objective of BlackRock Emerging Markets Fund, Inc. ("Emerging Markets Fund" or the "fund") is to seek long-term capital appreciation by investing in securities, principally equity securities, of issuers in countries having smaller capital markets.

Principal Investment Strategies of the Fund

Under normal conditions, emerging markets fund invests at least 80% of its net assets plus any borrowings for investment purposes in equity securities of issuers located in countries with developing capital markets. Equity securities consist primarily of common and preferred stocks and depositary receipts, and include securities convertible into common stock, and securities or other instruments whose price is linked to the value of common stock. A developing capital market is the market of any country that the World Bank, the International Finance Corporation, the United Nations or its authorities have determined to have a low or middle income economy. Countries with developing capital markets can be found in regions such as Asia, Latin America, Eastern Europe and Africa. For this purpose, developing capital markets include, but are not limited to, the markets of all countries that comprise the MSCI Emerging Markets Index. The fund may also consider an issuer to be located in a country that has a developing capital market if at least 50% of the issuer's assets, gross revenues or profits in any one of the last two years represents assets or activities located in such countries.

The fund may invest up to 20% of its assets in equity securities of issuers domiciled in the People's Republic of China ("China" or the "PRC" and, for the purpose of this policy, excluding Hong Kong, Macau and Taiwan) and listed in China that are accessible through the Shanghai-Hong Kong Stock Connect program or the Shenzhen-Hong Kong Stock Connect program (collectively, "stock connect").

The fund may also invest in fixed income securities issued by companies and governments in these countries, as well as mezzanine investments. The fund normally invests in at least three countries at any given time. The fund can invest in securities denominated in either U.S. dollars or foreign currencies. The fund has not established any rating or maturity criteria for the debt securities in which it may invest. From time to time the fund may invest in shares of companies through initial public offerings ("IPOs").

Fund management may, when consistent with the fund's investment objective, buy or sell options or futures on a security or an index of securities, or enter into interest rate or foreign currency transactions, including swaps (collectively, commonly known as derivatives). The fund's exposure to certain markets may be effected through investments in participation notes or other structured or derivative instruments that are designed to replicate, or otherwise provide exposure to, the performance of securities listed in such markets.

Principal Risks of Investing in the Fund

Risk is inherent in all investing. The value of your investment in emerging markets fund, as well as the amount of return you receive on your investment, may fluctuate significantly from day to day and over time. You may lose part or all of your investment in the fund or your investment may not perform as well as other similar investments. The following is a summary description of the principal risks of investing in the fund. The order of the below risk factors does not indicate the significance of any particular risk factor.

• ***China Investments Risk*** — Investment in Chinese securities subjects the Fund to risks specific to China. China may be subject to considerable degrees of economic, political and social instability. China is an emerging market and demonstrates significantly higher volatility from time to time in comparison to developed markets. Over the last few decades, the Chinese government has undertaken reform of economic and market practices and has expanded the sphere of private ownership of property in China. The A-shares market has a higher propensity for trading suspensions than many other global equity markets. Trading suspensions in certain stocks could lead to greater market execution risk and costs for the Fund. The Chinese markets generally continue to experience inefficiency, volatility and pricing anomalies resulting from governmental influence, a lack of publicly available information and/or political and social instability. Chinese companies are also subject to the risk that Chinese authorities can intervene in their operations and structure. Internal social unrest or confrontations with other neighboring countries, including military conflicts in response to such events, may also disrupt economic development in China and result in a greater risk of currency fluctuations, currency non-convertibility, interest rate fluctuations and higher rates of inflation. China has experienced security concerns, such as terrorism and strained international relations. Additionally, China is alleged to have participated in state-sponsored cyberattacks against foreign companies and foreign governments. Actual and threatened responses to such activity and strained international relations, including purchasing restrictions, sanctions, tariffs or cyberattacks on the Chinese government or Chinese companies, may impact China's economy and Chinese issuers of securities in which the Fund invests. Incidents involving China's or the region's security may cause uncertainty in the Chinese markets and may adversely affect the Chinese economy and the Fund's investments. Export growth continues to be a major driver of China's rapid economic growth. Reduction in spending on Chinese products and services, institution of tariffs or other trade barriers or a downturn in any of the economies of China's key trading partners may have an adverse impact on the Chinese economy. The United States and China have been engaged in an ongoing trade war with one another, which has led to trade frictions between their economies and negative flow-on consequences on global markets and other nations closely affiliated with those countries. The current political climate has intensified concerns about the ongoing trade war between China and the United States, as each country has imposed tariffs on the other country's products. These actions may trigger a significant reduction in international trade, the oversupply of certain manufactured goods, substantial price reductions of goods and possible failure of individual companies and/or large segments of China's export industry, which could have a negative impact on the Fund's performance. In addition, there is a risk that further capital controls and/or sanctions may be imposed, which could include the prohibition of, or restrictions on, the ability to own or transfer currency, securities, derivatives or other assets and may also include retaliatory actions, such as seizure of assets. Any of these actions could severely impair the Fund's ability to purchase, sell, transfer, receive, deliver or otherwise obtain exposure to Chinese securities and assets, including the ability to transfer the Fund's assets or income back into the United States, and could negatively impact the value and/or liquidity of such assets or otherwise adversely affect the Fund's operations, causing the Fund to decline in value. Events such as these and their consequences are difficult to predict and it is unclear whether further tariffs may be imposed or other escalating actions may be taken in the future. From time to time, China has experienced outbreaks of infectious illnesses, including the novel coronavirus known as "COVID-19." The country may be subject to other public health threats, infectious illnesses, diseases or similar issues in the future. Any spread of an infectious illness, public health threat or similar issue could reduce consumer demand or economic output, result in market closures, travel restrictions or quarantines, and generally have a significant impact on the Chinese economy, which in turn could adversely affect the Fund's investments.

Chinese companies, including Chinese companies that are listed on U.S. exchanges, are not subject to the same degree of regulatory requirements, accounting standards or auditor oversight as companies in more developed countries. As a result, information about the Chinese securities in which the Fund invests may be less reliable or complete. Chinese companies with securities listed on U.S. exchanges may be delisted if they do not meet U.S. accounting standards and auditor oversight requirements, which would significantly decrease the liquidity and value of the securities. There may be significant obstacles to obtaining information necessary for investigations into or litigation against Chinese companies, and shareholders may have limited legal remedies.

• ***China Risk — Risk of Investing through Stock Connect*** — Investing in A-shares through Stock Connect is subject to trading, clearance, settlement and other procedures, which could pose risks to the Fund. Trading through Stock Connect is subject to the Daily Quota, which may restrict the Fund's ability to invest in A-shares through Stock Connect on a timely basis and could affect the Fund's ability to effectively pursue its investment strategy. Stock Connect will only operate on days when both the Chinese and Hong Kong markets are open for trading and when banking services are available in both markets on the corresponding settlement days. Therefore, an investment in A-shares through Stock Connect may subject the Fund to the risk of price fluctuations on days when the Chinese markets are open, but Stock Connect is not trading.

• ***China Tax Risk*** — *Withholding Income Tax Risk* — Under the general taxing provision of the PRC Corporate Income Tax Law, a foreign investor, such as the fund, is subject to a 10% withholding tax on passive income, including dividends, interest and capital gains on dispositions of PRC equity interests that are derived from the PRC, so long as the foreign investor is not considered to be a PRC tax resident, which can happen by virtue of the foreign investor being centrally managed or controlled in the PRC or by having a PRC "tax establishment."

Circular 79, which the PRC tax authorities released on November 14, 2014, temporarily exempts QFIIs and Renminbi Qualified Foreign Institutional Investors from the withholding tax imposed on capital gains on dispositions of PRC trading shares and other equity interests. Circular 81, released on November 14, 2014, and Circular 127, released on December 1, 2016, temporarily exempt investors from the withholding tax imposed on capital gains on dispositions of PRC equity interests in A-shares traded through stock connect. However, even if Circulars 79, 81 and 127 apply, a foreign investor, such as the fund, will still be subject to a 10% withholding tax on dividend and interest derived from issuers domiciled in the PRC.

Value Added Tax Risk — Beginning May 1, 2016, the business tax ("BT") that was imposed on financial services (including the transfer of financial products) was replaced with the value added tax ("VAT"). Prior to that date, capital gains derived by investors from the trading of PRC securities (including A-shares) were exempt from BT. With the expansion of VAT to financial services, the BT exemption was grandfathered and investors continue to enjoy an exemption on gains under the new VAT regime. Dividends received by investors from investments in A-shares are not subject to VAT.

The duration of the temporary exemptions under Circulars 79, 81 and 127 is not stated in these circulars, and they are subject to termination by the PRC tax authorities without notice. Similarly, the duration of the exemption under the new VAT regime is subject to termination. If the exemptions are withdrawn or modified, the PRC tax authorities may seek to collect tax on gains realized on the fund's investments in A-shares or other Chinese investments, thereby subjecting the fund to double taxation on such investments, and the resultant tax liability would adversely affect the fund's net asset value.

• ***Convertible Securities Risk*** — The market value of a convertible security performs like that of a regular debt security; that is, if market interest rates rise, the value of a convertible security usually falls. In addition, convertible securities are subject to the risk that the issuer will not be able to pay interest or dividends when due, and their market value may change based on changes in the issuer's credit rating or the market's perception of the issuer's creditworthiness. Since it derives a portion of its value from the common stock into which it may be converted, a convertible security is also subject to the same types of market and issuer risks that apply to the underlying common stock.

• ***Depositary Receipts Risk*** — Depositary receipts are generally subject to the same risks as the foreign securities that they evidence or into which they may be converted. In addition to investment risks associated with the underlying issuer, depositary receipts expose the fund to additional risks associated with the non-uniform terms that apply to depositary receipt programs, credit exposure to the depository bank and to the sponsors and other parties with whom the depository bank establishes the programs, currency risk and the risk of an illiquid market for depositary receipts. The issuers of unsponsored depositary receipts are not obligated to disclose information that is, in the United States, considered material. Therefore, there may be less information available regarding these issuers and there may not be a correlation between such information and the market value of the depositary receipts.

• ***Derivatives Risk*** — The fund's use of derivatives may increase its costs, reduce the fund's returns and/or increase volatility. Derivatives involve significant risks, including:

Volatility Risk — Volatility is defined as the characteristic of a security, an index or a market to fluctuate significantly in price within a short time period. A risk of the fund's use of derivatives is that the fluctuations in their values may not correlate with the overall securities markets.

Counterparty Risk — Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation.

Market and Illiquidity Risk — The possible lack of a liquid secondary market for derivatives and the resulting inability of the fund to sell or otherwise close a derivatives position could expose the fund to losses and could make derivatives more difficult for the fund to value accurately.

Valuation Risk — Valuation may be more difficult in times of market turmoil since many investors and market makers may be reluctant to purchase complex instruments or quote prices for them.

Hedging Risk — Hedges are sometimes subject to imperfect matching between the derivative and the underlying security, and there can be no assurance that the fund's hedging transactions will be effective. The use of hedging may result in certain adverse tax consequences.

Tax Risk — Certain aspects of the tax treatment of derivative instruments, including swap agreements and commodity-linked derivative instruments, are currently unclear and may be affected by changes in legislation, regulations or other legally binding authority. Such treatment may be less favorable than that given to a direct investment in an underlying asset and may adversely affect the timing, character and amount of income the fund realizes from its investments.

Regulatory Risk — Derivative contracts, including, without limitation, swaps, currency forwards and non-deliverable forwards, are subject to regulation under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") in the United States and under comparable regimes in Europe, Asia and other non-U.S. jurisdictions. Under the Dodd-Frank Act, certain derivatives are subject to margin requirements and swap dealers are required to collect margin from the fund with respect to such derivatives. Specifically, regulations are now in effect that require swap dealers to post and collect variation margin (comprised of specified liquid instruments and subject to a required haircut) in connection with trading of over-the-counter ("OTC") swaps with the fund. Shares of investment companies (other than certain money market funds) may not be posted as collateral under these regulations. Requirements for posting of initial margin in connection with OTC swaps will be phased-in through at least 2021. In addition, regulations adopted by global prudential regulators that are now in effect require certain bank-regulated counterparties and certain of their affiliates to include in certain financial contracts, including many derivatives contracts, terms that delay or restrict the rights of counterparties, such as the fund, to terminate such contracts, foreclose upon collateral, exercise other default rights or restrict transfers of credit support in the event that the counterparty and/or its affiliates are subject to certain types of resolution or insolvency proceedings. The implementation of these requirements with respect to derivatives, as well as regulations under the Dodd-Frank Act regarding clearing, mandatory trading and margining of other derivatives, may increase the costs and risks to the fund of trading in these instruments and, as a result, may affect returns to investors in the fund.

On October 28, 2020, the Securities and Exchange Commission adopted new regulations governing the use of derivatives by registered investment companies ("Rule 18f-4"). The fund will be required to implement and comply with Rule 18f-4 by August 19, 2022. Once implemented, Rule 18f-4 will impose limits on the amount of derivatives a fund can enter into, eliminate the asset segregation framework currently used by funds to comply with Section 18 of the Investment Company Act of 1940, as amended, treat derivatives as senior securities and require funds whose use of derivatives is more than a limited specified exposure amount to establish and maintain a comprehensive derivatives risk management program and appoint a derivatives risk manager.

Risks of Investing in Participation Notes — Investing in participation notes involves the same risks associated with a direct investment in the shares of the companies the notes seek to replicate. However, the performance results of participation notes will not replicate exactly the performance of the issuers or markets that the notes seek to replicate due to transaction costs and other expenses. In addition, participation notes are subject to counterparty risk. Participation notes may be considered illiquid.

• ***Emerging Markets Risk*** — Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. Investments in emerging markets may be considered speculative. Emerging markets are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to U.S. investors. In addition, many emerging securities markets have far lower trading volumes and less liquidity than developed markets.

• ***Equity Securities Risk*** — Stock markets are volatile. The price of equity securities fluctuates based on changes in a company's financial condition and overall market and economic conditions.

• ***Foreign Securities Risk*** — Foreign investments often involve special risks not present in U.S. investments that can increase the chances that the fund will lose money. These risks include:

o The fund generally holds its foreign securities and cash in foreign banks and securities depositories, which may be recently organized or new to the foreign custody business and may be subject to only limited or no regulatory oversight.

o Changes in foreign currency exchange rates can affect the value of the fund's portfolio.

o The economies of certain foreign markets may not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position.

o The governments of certain countries, or the U.S. Government with respect to certain countries, may prohibit or impose substantial restrictions through capital controls and/or sanctions on foreign investments in the capital markets or certain industries in those countries, which may prohibit or restrict the ability to own or transfer currency, securities, derivatives or other assets.

o Many foreign governments do not supervise and regulate stock exchanges, brokers and the sale of securities to the same extent as does the United States and may not have laws to protect investors that are comparable to U.S. securities laws.

o Settlement and clearance procedures in certain foreign markets may result in delays in payment for or delivery of securities not typically associated with settlement and clearance of U.S. investments.

o The fund's claims to recover foreign withholding taxes may not be successful, and if the likelihood of recovery of foreign withholding taxes materially decreases, due to, for example, a change in tax regulation or approach in the foreign country, accruals in the fund's net asset value for such refunds may be written down partially or in full, which will adversely affect the fund's net asset value.

o The European financial markets have recently experienced volatility and adverse trends due to concerns about economic downturns in, or rising government debt levels of, several European countries. These events may spread to other countries in Europe. These events may affect the value and liquidity of certain of the fund's investments.

• ***Geographic Concentration Risk*** — From time to time the fund may invest a substantial amount of its assets in issuers located in a single country or a limited number of countries. If the fund concentrates its investments in this manner, it assumes the risk that economic, political and social conditions in those countries will have a significant impact on its investment performance. The fund's investment performance may also be more volatile if it concentrates its investments in certain countries, especially emerging market countries.

• ***High Portfolio Turnover Risk*** — The fund may engage in active and frequent trading of its portfolio securities. High portfolio turnover (more than 100%) may result in increased transaction costs to the fund, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of the securities and on reinvestment in other securities. The sale of fund portfolio securities may result in the realization and/or distribution to shareholders of higher capital gains or losses as compared to a fund with less active trading policies. These effects of higher than normal portfolio turnover may adversely affect fund performance.

• ***Leverage Risk*** — Some transactions may give rise to a form of economic leverage. These transactions may include, among others, derivatives, and may expose the fund to greater risk and increase its costs. The use of leverage may cause the fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet any required asset segregation requirements. Increases and decreases in the value of the fund's portfolio will be magnified when the fund uses leverage.

• ***Market Risk and Selection Risk*** — Market risk is the risk that one or more markets in which the fund invests will go down in value, including the possibility that the markets will go down sharply and unpredictably. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues like pandemics or epidemics, recessions, or other events could have a significant impact on the fund and its investments. Selection risk is the risk that the securities selected by fund management will underperform the markets, the relevant indices or the securities selected by other funds with similar investment objectives and investment strategies. This means you may lose money.

A recent outbreak of an infectious coronavirus has developed into a global pandemic that has resulted in numerous disruptions in the market and has had significant economic impact leaving general concern and uncertainty. The impact of this coronavirus, and other epidemics and pandemics that may arise in the future, could affect the economies of many nations, individual companies and the market in general ways that cannot necessarily be foreseen at the present time.

• ***Mid Cap Securities Risk*** — The securities of mid cap companies generally trade in lower volumes and are generally subject to greater and less predictable price changes than the securities of larger capitalization companies.

• ***"New Issues" Risk*** — "New issues" are IPOs of equity securities. Securities issued in IPOs have no trading history, and information about the companies may be available for very limited periods. In addition, the prices of securities sold in IPOs may be highly volatile or may decline shortly after the IPO.

• ***Preferred Securities Risk*** — Preferred securities may pay fixed or adjustable rates of return. Preferred securities are subject to issuer-specific and market risks applicable generally to equity securities. In addition, a company's preferred securities generally pay dividends only after the company makes required payments to holders of its bonds and other debt. For this reason, the value of preferred securities will usually react more strongly than bonds and other debt to actual or perceived changes in the company's financial condition or prospects. Preferred securities of smaller companies may be more vulnerable to adverse developments than preferred securities of larger companies.

• ***Small Cap and Emerging Growth Securities Risk*** — Small cap or emerging growth companies may have limited product lines or markets. They may be less financially secure than larger, more established companies. They may depend on a more limited management group than larger capitalized companies.

Fees & Expenses
(Based on the prospectus dated August 27, 2021)

Total Annual Fund Operating Expenses 0.82%
After Fee Waivers and/or Expense Reimbursements

Exhibit C - Underlying Exchange Traded Fund Information

The following table sets forth the ticker symbols and the annual fund operating expenses, as disclosed in each fund's most recent prospectus dated prior to September 30, 2021, of the Underlying Investments in which the Individual Fund ETF Portfolios invest. The Portfolios will also incur usual and customary brokerage commissions when buying or selling shares of a fund, which are not reflected in the table that follows.

Exchange Traded Fund Symbols and Annual Fund Operating Expense Information

Underlying Mutual Fund	Ticker Symbol	Annual Fund Operating Expenses
Vanguard Short-Term Bond Index ETF	BSV	0.05%
Vanguard Total Bond Market Index ETF	BND	0.035%
Vanguard Real Estate Index ETF	VNQ	0.12%
Vanguard Global ex-U.S. Real Estate Index ETF	VNQI	0.12%
Vanguard Mega Cap Value Index ETF	MGV	0.07%
Vanguard Mega Cap Index ETF	MGC	0.07%
Vanguard Mega Cap Growth Index ETF	MGK	0.07%
Vanguard Mid-Cap Value Index ETF	VOE	0.07%
Vanguard Mid-Cap Index ETF	VO	0.04%
Vanguard Mid-Cap Growth Index ETF	VOT	0.07%
Vanguard Small-Cap Value Index ETF	VBR	0.07%
Vanguard Small-Cap Index ETF	VB	0.05%
Vanguard Small-Cap Growth Index ETF	VBK	0.07%
Vanguard FTSE Developed Markets Index ETF	VEA	0.05%
Vanguard FTSE Emerging Markets Stock Index ETF	VWO	0.10%

Set forth on the following pages are summary descriptions of the funds, selected by the Illinois State Treasurer in consultation with the Program Manager and Wilshire, which make up the Individual Fund ETF Portfolios. The descriptions are taken from the most recent prospectuses of the fund dated prior to September 30, 2021 and are intended to summarize their respective investment objectives and policies.

For more complete information regarding any fund, you may request a prospectus from your registered investment advisor, the Program Manager, or by visiting the underlying fund website. All investments carry some degree of risk which will affect the value of the fund's investments, investment performance, and price of its shares. It is possible to lose money by investing in the funds. For complete information please see the fund's Prospectus.

All Information regarding the investments and Underlying Investments is obtained from the prospectus, fund company, and other public information of the fund, and neither Union Bank & Trust Company nor the Treasurer guarantee the accuracy of such information.

Vanguard Short-Term Bond Index ETF

Investment Objective

The fund seeks to track the performance of a market-weighted bond index with a short-term dollar-weighted average maturity.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays U.S. 1–5 Year Government/Credit Float Adjusted Index. This index includes all medium and larger issues of U.S. government, investment-grade corporate, and investment-grade international dollar-denominated bonds that have maturities between 1 and 5 years and are publicly issued.

The fund invests by *sampling* the index, meaning that it holds a range of securities that, in the aggregate, approximates the full index in terms of key risk factors and other characteristics. All of the fund's investments will be selected through the sampling process, and at least 80% of the fund's assets will be invested in bonds held in the index. The fund maintains a dollar-weighted average maturity consistent with that of the index. As of December 31, 2020, the dollar-weighted average maturity of the index was 2.9 years.

Principal Risks

The fund is designed for investors with a low tolerance for risk, but you could still lose money by investing in it. The fund is subject to the following risks, which could affect the fund's performance, and the level of risk may vary based on market conditions:

• **Income risk,** which is the chance that the fund's income will decline because of falling interest rates. Income risk is generally high for short-term bond funds, so investors should expect the fund's monthly income to fluctuate.

• **Interest rate risk**, which is the chance that bond prices overall will decline because of rising interest rates. Interest rate risk should be low for the fund because it invests primarily in short-term bonds, whose prices are less sensitive to interest rate changes than are the prices of longer-term bonds.

• **Credit risk,** which is the chance that a bond issuer will fail to pay interest or principal in a timely manner or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. Credit risk should be low for the fund because it purchases only bonds that are of investment-grade quality.

• **Index sampling risk,** which is the chance that the securities selected for the fund, in the aggregate, will not provide investment performance matching that of the fund's target index. Index sampling risk for the fund is expected to be low.

• **Liquidity risk,** which is the chance that the fund may not be able to sell a security in a timely manner at a desired price.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on Nasdaq and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on Nasdaq, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from Nasdaq without first being listed on another exchange or (2) Nasdaq officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses

(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.05%
After Fee Waivers and/or Expense Reimbursements

Vanguard Total Bond Market Index ETF

Investment Objective

The fund seeks to track the performance of a broad, market-weighted bond index.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays U.S. Aggregate Float Adjusted Index. This index measures the performance of a wide spectrum of public, investment-grade, taxable, fixed income securities in the United States—including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities—all with maturities of more than 1 year.

The fund invests by *sampling* the index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the full index in terms of key risk factors and other characteristics. All of the fund's investments will be selected through the sampling process, and at least 80% of the fund's assets will be invested in bonds held in the index. The fund maintains a dollar-weighted average maturity consistent with that of the index. As of December 31, 2020, the dollar-weighted average maturity of the index was 8.6 years.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance, and the level of risk may vary based on market conditions:

• **Interest rate risk,** which is the chance that bond prices overall will decline because of rising interest rates. Interest rate risk should be moderate for the fund because it invests primarily in short- and intermediate-term bonds, whose prices are less sensitive to interest rate changes than are the prices of long-term bonds.

• **Income risk,** which is the chance that the fund's income will decline because of falling interest rates. Income risk is generally high for short-term bond funds and moderate for intermediate-term bond funds, so investors should expect the fund's monthly income to fluctuate accordingly.

• **Prepayment risk,** which is the chance that during periods of falling interest rates, homeowners will refinance their mortgages before their maturity dates, resulting in prepayment of mortgage-backed securities held by the fund. The fund would then lose any price appreciation above the mortgage's principal and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the fund's income. Such prepayments and subsequent reinvestments would also increase the fund's portfolio turnover rate. Prepayment risk should be moderate for the fund.

• **Extension risk,** which is the chance that during periods of rising interest rates, certain debt securities will be paid off substantially more slowly than originally anticipated, and the value of those securities may fall. This will lengthen the duration or average life of those securities and delay a fund's ability to reinvest proceeds at higher interest rates, making a fund more sensitive to changes in interest rates. For funds that invest in mortgage-backed securities, there is a chance that during periods of rising interest rates, homeowners will repay their mortgages at slower rates. Extension risk should be moderate for the fund.

• **Call risk,** which is the chance that during periods of falling interest rates, issuers of callable bonds may call (redeem) securities with higher coupon rates or interest rates before their maturity dates. The fund would then lose any price appreciation above the bond's call price and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the fund`s income. Such redemptions and subsequent reinvestments would also increase the fund`s portfolio turnover rate. Call risk should be low for the fund because it invests only a small portion of its assets in callable bonds.

• **Credit risk,** which is the chance that a bond issuer will fail to pay interest or principal in a timely manner or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. Credit risk should be low for the fund because it purchases only bonds that are of investment-grade quality.

• **Index sampling risk,** which is the chance that the securities selected for the fund, in the aggregate, will not provide investment performance matching that of the fund's target index. Index sampling risk for the fund is expected to be low.

• **Liquidity risk,** which is the chance that the fund may not be able to sell a security in a timely manner at a desired price.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on Nasdaq and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on Nasdaq, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from Nasdaq without first being listed on another exchange or (2) Nasdaq officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.035%
After Fee Waivers and/or Expense Reimbursements

Vanguard Real Estate Index ETF

Investment Objective

The fund seeks to provide a high level of income and moderate long-term capital appreciation by tracking the performance of a benchmark index that measures the performance of publicly traded equity REITs and other real estate-related investments.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the MSCI US Investable Market Real Estate 25/50 Index, an index that is made up of stocks of large, mid-size, and small U.S. companies within the real estate sector, as classified under the Global Industry Classification Standard (GICS). The GICS real estate sector is composed of equity real estate investment trusts (known as REITs), which include specialized REITs, and real estate management and development companies.

The fund attempts to track the index by investing all, or substantially all, of its assets—either directly or indirectly through a wholly owned subsidiary (the underlying fund), which is itself a registered investment company—in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index. The fund may invest a portion of its assets in the underlying fund.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Industry concentration risk,** which is the chance that the stocks of REITs and other real estate-related investments will decline because of adverse developments affecting the real estate industry and real property values. Because the fund concentrates its assets in these stocks, industry concentration risk is high.

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index may, at times, become focused in stocks of a limited number of companies, which could cause the fund to underperform the overall stock market.

• **Asset concentration risk,** which is the chance that, because the fund's target index (and therefore the fund) tends to be heavily weighted in its ten largest holdings, the fund's performance may be hurt disproportionately by the poor performance of relatively few stocks.

• **Interest rate risk,** which is the chance that REIT stock prices overall will decline and that the cost of borrowing for REITs will increase because of rising interest rates. Interest rate risk is high for the fund.

• **Investment style risk,** which is the chance that returns from the stocks of REITs and other real estate-related investments—which typically are small- or mid-capitalization stocks—will trail returns from the overall stock market. Historically, these stocks have performed quite differently from the overall market.

• **Nondiversification risk,** which is the chance that the fund may invest a greater percentage of its assets in a particular issuer or group of issuers or may own larger positions of an issuer's voting stock than a diversified fund.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated May 28, 2021)

Total Annual Fund Operating Expenses 0.12%
After Fee Waivers and/or Expense Reimbursements

Vanguard Global ex-U.S. Real Estate Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of international real estate stocks.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the S&P Global ex-U.S. Property Index, a float-adjusted, market-capitalization-weighted index that measures the equity market performance of international real estate stocks in both developed and emerging markets. The index is composed of stocks of publicly traded equity real estate investment trusts (known as REITs) and certain real estate management and development companies (REMDs). The fund attempts to replicate the index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Industry concentration risk,** which is the chance that real estate stocks will decline because of adverse developments affecting the real estate industry and real property values. Because the fund concentrates its assets in real estate stocks, industry concentration risk is high. The real estate industry can be adversely affected by, among other things, the value of securities of issuers in the real estate industry, including REITs and REMDs, and changes in real estate values and rental income, property taxes, interest rates, and demographics.

• **Investment style risk,** which is the chance that returns from real estate securities—which frequently are small- or mid-capitalization stocks—will trail returns from global stock markets. Historically, real estate securities have performed quite differently from the global stock markets.

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's investments in foreign stocks can be riskier than U.S. stock investments. Foreign stocks may be more volatile and less liquid than U.S. stocks. The prices of foreign stocks and the prices of U.S. stocks may move in opposite directions. The fund's target index may, at times, become focused in stocks of a limited number of companies, which could cause the fund to underperform the global stock markets.

• **Country/regional risk,** which is the chance that world events—such as political upheaval, financial troubles, or natural disasters—will adversely affect the value of securities issued by companies in foreign countries or regions. Because the fund may invest a large portion of its assets in securities of companies located in any one country or region, including emerging markets, the fund's performance may be hurt disproportionately by the poor performance of its investments in that area. Country/regional risk is especially high in emerging markets.

• **Currency risk,** which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. Currency risk is especially high in emerging markets.

• **Derivatives risk.** The fund may invest in derivatives, which may involve risks different from, and possibly greater than, those of investments directly in the underlying securities or assets.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on Nasdaq and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on Nasdaq, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from Nasdaq without first being listed on another exchange or (2) Nasdaq officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated February 26, 2021)

Total Annual Fund Operating Expenses 0.12%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mega Cap Value Index ETF

Investment Objective
The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization value stocks in the United States.

Principal Investment Strategies
The fund employs an indexing investment approach designed to track the performance of the CRSP US Mega Cap Value Index, which represents the value companies as determined by the index sponsor, of the CRSP US Mega Cap Index. The index is a float-adjusted, market-capitalization-weighted index designed to measure equity market performance of mega-capitalization value stocks in the United States. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks
An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from large-capitalization value stocks in which the fund invests will trail returns from the overall stock market. Large-cap value stocks tend to go through cycles of doing better—or worse—than other segments of the stock market or the stock market in general. These periods have, in the past, lasted for as long as several years.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated December 22, 2020)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mega Cap Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks in the United States.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Mega Cap Index. The index is a float-adjusted, market-capitalization-weighted index designed to measure equity market performance of mega-capitalization stocks in the United States. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from large-capitalization stocks in which the fund invests will trail returns from the overall stock market. Large-cap stocks tend to go through cycles of doing better—or worse—than other segments of the stock market or the stock market in general. These periods have, in the past, lasted for as long as several years.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency

Fees & Expenses

(Based on the prospectus dated December 22, 2020)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mega Cap Growth Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of large-capitalization growth stocks in the United States.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Mega Cap Growth Index, which represents the growth companies as determined by the index sponsor, of the CRSP US Mega Cap Index. The index is a float-adjusted, market-capitalization-weighted index designed to measure equity market performance of mega-capitalization growth stocks in the United States. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index. The fund may become nondiversified, as defined under the Investment Company Act of 1940, solely as a result of a change in relative market capitalization or index weighting of one or more constituents of the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from large-capitalization growth stocks in which the fund invests will trail returns from the overall stock market. Large-cap growth stocks tend to go through cycles of doing better—or worse—than other segments of the stock market or the stock market in general. These periods have, in the past, lasted for as long as several years.

• **Nondiversification risk.** Due to a recent index rebalance and in order to closely track the composition of the fund's target index, more than 25% of the fund's total assets are invested in issuers representing more than 5% of the fund's total assets. As a result, the fund is nondiversified under the Investment Company Act of 1940, although it continues to hold more than 100 stocks across a number of sectors. The fund's performance may be hurt disproportionately by the poor performance of relatively few stocks, or even a single stock, and the fund's shares may experience significant fluctuations in value.

• **Sector risk,** which is the chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme or volatile than fluctuations in the overall market. Because a significant portion of the fund's assets are invested in the information technology sector, the fund's performance is impacted by the general condition of that sector. Companies in the information technology sector could be affected by, among other things, overall economic conditions, short product cycles, rapid obsolescence of products, competition, and government regulation. Sector risk is expected to be high for the fund.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated December 22, 2020)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mid-Cap Value Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Value Index, a broadly diversified index of value stocks of mid-size U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from mid-capitalization value stocks will trail returns from the overall stock market. Historically, mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of mid-size companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mid-Cap Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Index, a broadly diversified index of stocks of mid-size U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from mid-capitalization stocks will trail returns from the overall stock market. Historically, mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of mid-size companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses

(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.04%
After Fee Waivers and/or Expense Reimbursements

Vanguard Mid-Cap Growth Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization growth stocks.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Growth Index, a broadly diversified index of growth stocks of mid-size U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from mid-capitalization growth stocks will trail returns from the overall stock market. Historically, mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of mid-size companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Small-Cap Value Index ETF

Investment Objective
The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks.

Principal Investment Strategies
The fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Value Index, a broadly diversified index of value stocks of small U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks
An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from small-capitalization value stocks will trail returns from the overall stock market. Historically, small-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of small companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard Small-Cap Index ETF

Investment Objective
The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.

Principal Investment Strategies
The fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Index, a broadly diversified index of stocks of small U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks
An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from small-capitalization stocks will trail returns from the overall stock market. Historically, small-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of small companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.05%
After Fee Waivers and/or Expense Reimbursements

Vanguard Small-Cap Growth Index ETF

Investment Objective

The fund seeks to track the performance of a benchmark index that measures the investment return of small-capitalization growth stocks.

Principal Investment Strategies

The fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Growth Index, a broadly diversified index of growth stocks of small U.S. companies. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks

An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's target index tracks a subset of the U.S. stock market, which could cause the fund to perform differently from the overall stock market. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Investment style risk,** which is the chance that returns from small-capitalization growth stocks will trail returns from the overall stock market. Historically, small-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently. The stock prices of small companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.07%
After Fee Waivers and/or Expense Reimbursements

Vanguard FTSE Developed Markets Index ETF

Investment Objective
The fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in Canada and the major markets of Europe and the Pacific region.

Principal Investment Strategies
The fund employs an indexing investment approach designed to track the performance of the FTSE Developed All Cap ex US Index, a market-capitalization-weighted index that is made up of approximately 3,865 common stocks of large-, mid-, and small-cap companies located in Canada and the major markets of Europe and the Pacific region. The fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Principal Risks
An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's investments in foreign stocks can be riskier than U.S. stock investments. Foreign stocks may be more volatile and less liquid than U.S. stocks. The prices of foreign stocks and the prices of U.S. stocks may move in opposite directions. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Country/regional risk,** which is the chance that world events—such as political upheaval, financial troubles, or natural disasters—will adversely affect the value of securities issued by companies in foreign countries or regions. Because the fund may invest a large portion of its assets in securities of companies located in any one country or region, the fund's performance may be hurt disproportionately by the poor performance of its investments in that area. Significant investments in Japan and the United Kingdom (U.K.) subject the index and the fund to proportionately higher exposure to Japanese and U.K. country risk.

• **Investment style risk,** which is the chance that returns from non-U.S. small- and mid-capitalization stocks will trail returns from global stock markets. Historically, non-U.S. small- and mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the global markets, and they often perform quite differently. The stock prices of small and mid-size companies tend to experience greater volatility because, among other things, these companies tend to be more sensitive to changing economic conditions.

• **Currency risk,** which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses
(Based on the prospectus dated April 29, 2021)

Total Annual Fund Operating Expenses 0.05%
After Fee Waivers and/or Expense Reimbursements

Vanguard FTSE Emerging Markets Stock Index ETF

Investment Objective
The fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in emerging market countries.

Principal Investment Strategies
The fund employs an indexing investment approach designed to track the performance of the FTSE Emerging Markets All Cap China A Inclusion Index, a market-capitalization-weighted index that is made up of approximately 4,125 common stocks of large-, mid-, and small-cap companies located in emerging markets around the world. The fund invests by sampling the index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the index in terms of key characteristics. These key characteristics include industry weightings and market capitalization, as well as certain financial measures, such as price/earnings ratio and dividend yield.

Principal Risks
An investment in the fund could lose money over short or long periods of time. You should expect the fund's share price and total return to fluctuate within a wide range. The fund is subject to the following risks, which could affect the fund's performance:

• **Stock market risk,** which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The fund's investments in foreign stocks can be riskier than U.S. stock investments. Foreign stocks may be more volatile and less liquid than U.S. stocks. The prices of foreign stocks and the prices of U.S. stocks may move in opposite directions. In addition, the fund's target index may, at times, become focused in stocks of a particular market sector, which would subject the fund to proportionately higher exposure to the risks of that sector.

• **Emerging markets risk,** which is the chance that the stocks located in emerging markets will be substantially more volatile, and substantially less liquid, than the stocks located in more developed foreign markets because, among other factors, emerging markets can have greater custodial and operational risks; less developed legal, tax, regulatory, and accounting systems; and greater political, social, and economic instability than developed markets.

• **Country/regional risk,** which is the chance that world events—such as political upheaval, financial troubles, or natural disasters—will adversely affect the value of securities issued by companies in foreign countries or regions. Because the fund may invest a large portion of its assets in securities of companies located in any one country or region, the fund's performance may be hurt disproportionately by the poor performance of its investments in that area.

• **Currency risk,** which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. Currency risk is especially high in emerging markets.

• **China A-shares risk,** which is the chance that the fund may not be able to access a sufficient amount of China A-shares to track its target index. China A-shares are currently only available to foreign investors through the QFII/RQFFI license or the China Stock Connect program.

• **Index sampling risk,** which is the chance that the securities selected for the fund, in the aggregate, will not provide investment performance matching that of the fund's target index.

Because ETF Shares are traded on an exchange, they are subject to additional risks:

• The fund's ETF Shares are listed for trading on NYSE Arca and are bought and sold on the secondary market at market prices. Although it is expected that the market price of an ETF Share typically will approximate its net asset value (NAV), there may be times when the market price and the NAV differ significantly. Thus, you may pay more or less than NAV when you buy ETF Shares on the secondary market, and you may receive more or less than NAV when you sell those shares.

• Although the fund's ETF Shares are listed for trading on NYSE Arca, it is possible that an active trading market may not be maintained.

• Trading of the fund's ETF Shares may be halted by the activation of individual or marketwide trading halts (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). Trading of the fund's ETF Shares may also be halted if (1) the shares are delisted from NYSE Arca without first being listed on another exchange or (2) NYSE Arca officials determine that such action is appropriate in the interest of a fair and orderly market or for the protection of investors.

An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fees & Expenses

(Based on the prospectus dated February 26, 2021)

Total Annual Fund Operating Expenses 0.10%
After Fee Waivers and/or Expense Reimbursements

Bright Directions Advisor-Guided 529 College Savings Program Additional Information Regarding Financial Privacy

Offering excellent service along with protecting your privacy is important to the Bright Directions Advisor-Guided 529 College Savings Program ("Program").

When you do business with the Program you are asked to provide us with personal information. This information is important because it helps us to effectively process your transactions and helps efforts to prevent access to personal financial information by unauthorized persons. We also gather certain information to comply with laws and regulations that govern the financial services industry.

Union Bank & Trust Company, as the Program Manager of the Program, provides the day-to-day administrative services of the Program, including the gathering of personal information to effectively serve our customers. We may disclose information we have collected to companies who help us maintain and service your account. For example, we may share information with other companies and professionals who need information to process your account and provide other record keeping services. We may also share information with Northern Trust Securities, Inc., the Distributor of the Program. Each company with whom we share information has agreed to abide by the following and is strictly prohibited from disclosing or using the information for any purpose other than the purposes for which it is provided to them.

As an Account Owner of the Program, this policy details how we use and safeguard the information you provide to us.

If you have any questions about Union Bank & Trust Company's Financial Privacy Policy, please contact the Program at 866.722.7283.

THE INFORMATION WE COLLECT

We collect information about you from the following sources:

- Information you give us on applications or other forms
- Information about your transactions with us

DISCLOSURE OF INFORMATION

The Program does not disclose the personal information of current or former Account Owners and/or Beneficiaries to any other person outside the Program, unless you consent or it is permitted under applicable federal and state laws. The Program may also disclose your personal information if it is allowed or required by its contract with the State of Illinois or as requested by the Treasurer. With your consent or if allowed by law, we will provide your personal information to the financial advisor you designate.

CONFIDENTIALITY AND SECURITY

We restrict access to information about you to those employees who need to know that information to provide products or services to you. We maintain physical, electronic, and procedural safeguards to protect this information.

OUTSIDE SERVICE PROVIDERS/MARKETERS

We may disclose all of the information we collect, as described above, to companies that perform marketing services on our behalf or to other financial institutions with whom we have joint marketing agreements.

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