CollegeCounts
Alabama's 529 Fund

Dear CollegeCounts Account Owner:

Thank you for participating in the CollegeCounts 529 Fund. We are pleased to announce the following additions to the plan effective August 1, 2014. The additional Individual Fund Portfolios are designed to enhance the current investment lineup. Details of the new Portfolios are included in the enclosed Program Disclosure Statement Supplement. The new Portfolios are summarized as follows:

Introduction of New Individual Fund Portfolios

To continue the goal of providing investment choice and diversity, effective August 1, 2014, the plan will be adding the following new Portfolios:

DFA U.S. Large Cap Value 529 Portfolio – Invests exclusively in the DFA U.S. Large Cap Value Portfolio which seeks to achieve long-term capital appreciation. The portfolio seeks to capture the returns and diversification benefits of a broad cross-section of US value companies with market capitalizations within the largest 90% of the market universe.

T. Rowe Price Large-Cap Growth 529 Portfolio – invests exclusively in the T. Rowe Price Institutional Large-Cap Growth Fund which seeks to provide long-term capital appreciation through investments in common stocks of growth companies. The fund will normally invest at least 80% of net assets in the common stocks of large companies.

DFA U.S. Small Cap Value 529 Portfolio – Invests exclusively in the DFA U.S. Small Cap Value Portfolio which seeks to achieve long-term capital appreciation. The portfolio seeks to purchase a broad and diverse group of readily marketable securities of U.S. small cap companies.

Vanguard Explorer 529 Portfolio – Invests exclusively in the Vanguard Explorer Fund which seeks to provide long-term capital appreciation. The fund invests mainly in stocks of small companies. These companies tend to be unseasoned but are considered by the fund's advisors to have superior growth potential.

Dodge & Cox International Stock 529 Portfolio – Invests exclusively in the Dodge & Cox International Stock Fund which seeks long-term growth of principal and income. The fund invests primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different countries, including emerging market countries.

Helping you save for future college expenses is important to us. If you have questions about the enclosed document, your account, or the program in general, please contact us. Our customer care representatives are available at (866) 529-2228 Monday through Friday, 7:30 am to 6:00 pm CT.

Thank you for choosing CollegeCounts!

CollegeCounts 529 Fund
Program Disclosure Statement

Supplement dated August 1, 2014
to the Program Disclosure Statement dated September 26, 2013

The CollegeCounts 529 Fund (the "Plan") Program Disclosure Statement dated September 26, 2013, is hereby amended as follows:

New Individual Fund Portfolios

Effective August 1, 2014, the following Individual Fund Portfolios will be added to the Plan:

- DFA U.S. Large Cap Value 529 Portfolio
- T. Rowe Price Large-Cap Growth 529 Portfolio
- DFA U.S. Small Cap Value 529 Portfolio
- Vanguard Explorer 529 Portfolio
- Dodge & Cox International Stock 529 Portfolio

Program Fees and Expenses

The following information is added to the Fee and Expense table on page 22 of the Program Disclosure Statement:

Investment Portfolio	Estimated Underlying Fund Expenses*	Program Management Fee	State Fee	Total Annual Asset-Based Fees
DFA U.S. Large Cap Value 529 Portfolio	0.27%	0.25%	*none*	0.52%
T. Rowe Price Large-Cap Growth 529 Portfolio	0.56%	0.25%	*none*	0.81%
DFA U.S. Small Cap Value 529 Portfolio	0.52%	0.25%	*none*	0.77%
Vanguard Explorer 529 Portfolio	0.35%	0.25%	*none*	0.60%
Dodge & Cox International Stock 529 Portfolio	0.64%	0.25%	*none*	0.89%

*For registered mutual funds, in the absence of a change that would materially affect the information, based on the applicable fund's most recent prospectus prior to the date of this Program Disclosure Statement Supplement.

Hypothetical Expense Example

The Hypothetical Expense Example table on page 23-24 of the Program Disclosure Statement is expanded to include the following Individual Fund Portfolios:

Approximate Cost of a $10,000 Investment				
	One Year	Three Years	Five Years	Ten Years
DFA U.S. Large Cap Value 529 Portfolio	$53	$167	$291	$654
T. Rowe Price Large-Cap Growth 529 Portfolio	$83	$260	$451	$1,005
DFA U.S. Small Cap Value 529 Portfolio	$79	$247	$429	$957
Vanguard Explorer 529 Portfolio	$62	$193	$336	$752
Dodge & Cox International Stock 529 Portfolio	$91	$285	$495	$1,100

NEW INVESTMENT FUND DESCRIPTIONS

"*Exhibit C – Investment Portfolios and Mutual Fund Information"* beginning on page 39, the summary and descriptions of the investment objectives and strategies, primary risks, and fees and expenses of the new investment funds are set forth below. The descriptions are taken from the most recent prospectuses of the funds and are intended to summarize their respective investment objectives and policies.

For more complete information regarding any fund, you may request the Program Disclosure Statement and prospectus from the Program Manager or by visiting www.CollegeCounts529.com. 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 more complete information, please see each fund's Prospectus.

DFA U.S. Large Cap Value Portfolio
Ticker: D F L V X

Investment Objective

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

Principal Investment Strategies

Dimensional Fund Advisors LP believes that equity investing should involve a long-term view and a systematic focus on sources of expected returns, not on stock picking or market timing. In constructing an investment portfolio, the advisor identifies a broadly diversified universe of eligible securities with precisely-defined risk and return characteristics. It then places priority on efficiently managing portfolio turnover and keeping trading costs low. In general, the advisor does not intend to purchase or sell securities for the investment portfolio based on prospects for the economy, the securities markets or the individual issuers whose shares are eligible for purchase.

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

As a non-fundamental policy, under normal circumstances, the U.S. Large Cap Value Series will invest at least 80% of its net assets in securities of large cap U.S. companies. As of the date of the prospectus, for purposes of the U.S. Large Cap Value Series, the advisor considers large cap companies to be companies whose market capitalizations are generally in the highest 90% of total market capitalization or companies whose market capitalizations are larger than the 1,000th largest U.S. company, whichever results in the higher market capitalization break. Total market capitalization is based on the market capitalization of U.S. operating companies listed on the New York Stock Exchange ("NYSE"), NYSE MKT LLC, Nasdaq Global Market or such other securities exchanges deemed appropriate by the advisor. Under the advisor's market capitalization guidelines described above, as of December 31, 2013, the market capitalization of a large cap company was $3,552 million or above. This dollar amount will change due to market conditions.

The U.S. Large Cap Value Series and the U.S. Large Cap Value Portfolio each may use derivatives, such as futures contracts and options on futures contracts for U.S. equity securities and indices, to gain market exposure on their uninvested cash pending investment in securities or to maintain liquidity to pay redemptions.

The U.S. Large Cap Value Series may lend its portfolio securities to generate additional income.

Principal Risks

Market Risk: Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer specific events will cause the value of securities, and the U.S. Large Cap Value Series that owns them, and, in turn, the U.S. Large Cap Value Portfolio itself, to rise or fall. Because the value of your investment in the portfolio will fluctuate, there is the risk that you will lose money.

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

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

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

Fees & Expenses
(Based on the prospectus dated February 28, 2014)
Total Annual Fund Operating Expenses... 0.27%
Expenses deducted from Fund’s assets

T. Rowe Price Institutional Large-Cap Growth Fund

Ticker: T R L G X

Investment Objective

The fund seeks to provide long-term capital appreciation through investments in common stocks of growth companies.

Principal Investment Strategies

In taking a growth approach to stock selection, 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, 2013, the median market capitalization of companies in the Russell 1000 Growth Index was approximately $8.0 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.

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.

In pursuing its investment objective, the fund has the discretion to deviate from its normal investment criteria, as previously described, and purchase securities that the fund’s management believes will provide an opportunity for substantial appreciation. These situations might arise when the fund’s management believes a security could increase in value for a variety of reasons, including an extraordinary corporate event, a new product introduction or innovation, a favorable competitive development, or a change in management.

While most assets will typically be invested in U.S. common stocks, the fund may invest in foreign stocks in keeping with the fund’s objectives.

The fund may sell securities for a variety of reasons, such as to secure gains, limit losses, or redeploy assets into more promising opportunities.

Principal Risks

As with any mutual fund, there is no guarantee that the fund will achieve its objective. 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 are summarized as follows:

Active management risk The fund is subject to the risk that the investment adviser's judgments about the attractiveness, value, or potential appreciation of the fund's investments may prove to be incorrect. If the securities selected and strategies employed by the fund fail to produce the intended results, the fund could underperform other funds with similar objectives and investment strategies.

Risks of 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 prices and falling prices. The value of a stock in which the fund invests may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry.

Investment style risk Different investment styles tend to shift in and out of favor, depending on market conditions and investor sentiment. 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 usually 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 capitalization risk Investing primarily in issuers within the same market capitalization category carries the risk that the category may be out of favor due to current market conditions or investor sentiment. 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.

Nondiversification risk 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 comparable diversified fund.

Foreign investing risk This is the risk that the fund's investments in foreign securities may be adversely affected by political, social, and economic conditions overseas, reduced liquidity, or decreases in foreign currency values relative to the U.S. dollar.

Fees & Expenses
(Based on the prospectus dated May 1, 2014)
Total Annual Fund Operating Expenses... 0.56%
Expenses deducted from Fund's assets

DFA U.S. Small Cap Value Portfolio
Ticker: D F S V X

Investment Objective

The investment objective of the U.S. Small Cap Value Portfolio is to achieve long-term capital appreciation.

Principal Investment Strategies

Dimensional Fund Advisors LP (the "advisor") believes that equity investing should involve a long-term view and a systematic focus on sources of expected returns, not on stock picking or market timing. In constructing an investment portfolio, the advisor identifies a broadly diversified universe of eligible securities with precisely-defined risk and return characteristics. It then places priority on efficiently managing portfolio turnover and keeping trading costs low. In general, the advisor does not intend to purchase or sell securities for the investment portfolio based on prospects for the economy, the securities markets or the individual issuers whose shares are eligible for purchase.

U.S. Small Cap Value Portfolio, using a market capitalization weighted approach, purchases a broad and diverse group of the readily marketable securities of U.S. small cap 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. small cap company, the greater its representation in the Portfolio. The advisor may modify market capitalization weights and even exclude companies after considering such factors as free float, momentum, trading strategies, liquidity management, and expected profitability, as well as other factors that the advisor determines to be appropriate, given market conditions. Securities are considered value stocks primarily because a company's shares have a high book value in relation to their market value (a "book to market ratio"). In assessing expected profitability, the advisor may consider different ratios, such as that of earnings or profits from operations relative to book value or assets.

As a non-fundamental policy, under normal circumstances, the U.S. Small Cap Value Portfolio will invest at least 80% of its net assets in securities of small cap U.S. companies. As of the date of this prospectus, for purposes of the U.S. Small Cap Value Portfolio, the advisor considers small cap companies to be companies whose market capitalizations are generally in the lowest 10% of total market capitalization or companies whose market capitalizations are smaller than the 1,000th largest U.S. company, whichever results in the higher market capitalization break. Total market capitalization is based on the market capitalization of U.S. operating companies listed on the New York Stock Exchange ("NYSE"), NYSE MKT LLC, Nasdaq Global Market or such other securities exchanges deemed appropriate by the advisor. Under the advisor's market capitalization guidelines described above, as of December 31, 2013, the market capitalization of a small cap company was $3,522 million or below. This dollar amount will change due to market conditions.

The U.S. Small Cap Value Portfolio may use derivatives, such as futures contracts and options on futures contracts for U.S. equity securities and indices, to gain market exposure on its uninvested cash pending investment in securities or to maintain liquidity to pay redemptions.

The U.S. Small Cap Value Portfolio may lend its portfolio securities to generate additional income.

PRINCIPAL RISKS

Market Risk: Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer specific events will cause the value of securities, and the U.S. Small Cap Value Portfolio that owns them, to rise or fall. Because the value of your investment in the portfolio will fluctuate, there is the risk that you will lose money.

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.

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

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

Securities Lending Risk: Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, the U.S. Small Cap Value Portfolio may lose money and there may be a delay in recovering the loaned securities. The U.S. Small Cap Value 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.

Fees & Expenses
(Based on the prospectus dated February 28, 2014)
Total Annual Fund Operating Expenses... 0.52%
Expenses deducted from Fund's assets

Vanguard Explorer Fund
Ticker: V E X R X

Investment Objective

The fund seeks to provide long-term capital appreciation.

Primary Investment Strategies

The fund invests mainly in the stocks of small companies. These companies tend to be unseasoned but are considered by the fund's advisors to have superior growth potential. Also, these companies often provide little or no dividend income. The fund uses multiple investment advisors.

Primary Risks
An investment in the fund could lose money over short or even long periods. You should expect the fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. 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.

● ***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. Small companies tend to have greater stock volatility because, among other things, these companies are more sensitive to changing economic conditions.

● ***Manager risk***, which is the chance that poor security selection will cause the fund to underperform relevant benchmarks or other funds with a similar investment objective. In addition, significant investment in the information technology sector subjects the fund to proportionately higher exposure to the risks of this sector.

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 24, 2014)
Total Annual Fund Operating Expenses... 0.35%
Expenses deducted from Fund's assets

Dodge & Cox International Stock Fund
Ticker: D O D F X

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, including 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 common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks of non-U.S. companies. The fund may also invest directly or indirectly in restricted securities of U.S. and non-U.S. companies, including securities issued through private offerings outside the United States.

The fund invests primarily in medium-to-large well established companies based on standards of the applicable market. In selecting investments, the fund invests primarily 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, 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 a country and the protections provided to foreign shareholders.

The fund may enter into forward currency contracts or currency futures contracts to hedge foreign currency exposure.

Principal Risks
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:

Issuer risk. Securities held by the fund may decline in value because of changes in the financial condition of, or other events affecting, the issuers of these securities.

▪ ***Management risk***. Dodge & Cox's opinion about the intrinsic worth of a company or security may be incorrect, Dodge & Cox may not make timely purchases or sales of securities for the fund, the fund's investment objective may not be achieved, and the market may continue to undervalue the fund's securities.

▪ ***Equity risk***. Equity securities generally have greater price volatility than debt securities.

▪ ***Market risk****.* Stock prices may decline over short or extended periods due to general market conditions.

▪ ***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.

▪ ***Non-U.S. investment risk***. Non-U.S. stock markets may decline due to conditions unique to an individual country, including unfavorable economic conditions relative to the United States. There may be increased risk of delayed settlement of portfolio transactions or loss of certificates of portfolio securities.

▪ ***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 those currencies. Dodge & Cox may not hedge or may not be successful in hedging the fund's currency exposure. The fund also bears transaction charges for currency exchange.

▪ ***Non-U.S. issuer risk****.* Securities may decline in value because of political, economic, or market instability; the absence of accurate information about the companies; risks of internal and external conflicts; or unfavorable government actions, including expropriation and nationalization. These same factors may cause a decline in the value of foreign currency derivative instruments. Non-U.S. securities are sometimes less liquid, more volatile, and harder to value than securities of U.S. issuers. Lack of uniform accounting, auditing, and financial reporting standards, with less governmental regulation and oversight than U.S. companies, may increase risk. Some countries also may have different legal systems that may make it difficult for the fund to vote proxies, exercise shareholder rights, and pursue legal remedies with respect to investments. Certain of these risks may also apply to securities of U.S. companies with significant non-U.S. operations.

▪ ***Emerging market risk****.* Non-U.S. investment and non- U.S. issuer risk may be particularly high to the extent the fund invests in emerging market securities. Emerging market securities may present issuer, market, currency, liquidity, legal, political and other risks different from, and potentially greater than, the risks of investing in securities and instruments tied to developed non-U.S. issuers. Emerging market securities may also be more volatile, less liquid and more difficult to value than securities economically tied to developed non-U.S. issuers.

▪ ***Derivatives risk****.* The fund's use of forward currency contracts and currency futures contracts involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other more traditional investments. These derivatives are subject to potential changes in value in response to exchange rate changes, interest rate changes, or other market developments, or the risk that a derivative transaction may not have the effect Dodge & Cox anticipated. Derivatives also involve the risk of mispricing or improper valuation and poor correlation between changes in the value of a derivative and the underlying asset. Derivative transactions may be highly volatile, and can create investment leverage, which could cause the fund to lose more than the amount of assets initially contributed to the transaction, if any. There is also the risk that the fund may be unable to close out a derivative position at an advantageous time or price, or that a counterparty may be unable or unwilling to honor its contractual obligations, especially during times of financial market distress.

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, 2014)
Total Annual Fund Operating Expenses... 0.64%
Expenses deducted from Fund's assets