Program Brochure and Tuition Savings Agreement for New York's 529 College Savings Program

Advisor Plan

Class A, B and C Units

For Use by Account Owners
Investing with a Financial Advisor

December 2009

Program Manager:
Upromise Investments, Inc.

upromise
INVESTMENTS

Interests in the New York State College Choice Tuition Savings Program Trust described herein have not been registered with or approved by the United States Securities and Exchange Commission or any state securities commission.

Investment Manager:
Columbia Management Group, LLC

Columbia Management®

NOT FDIC INSURED	May Lose Value
NOT BANK ISSUED	No Bank, State or Federal Guarantee

This Program Brochure, including the Tuition Savings Agreement and any other appendices as well as any supplements distributed from time to time, contains important information about the New York State College Choice Tuition Savings Program Advisor Plan (the *"Advisor Plan"*), including information concerning certain of the risks associated with, and the terms under which you agree to participate in, the Advisor Plan. See **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN."** It should be read thoroughly in its entirety and retained for future reference. No one is authorized by the Office of the Comptroller of the State of New York (the *"Comptroller"*) or the New York Higher Education Services Corporation (*"HESC*" and, together with the Comptroller, the *"Program Administrators"*) to provide information other than as contained in this Program Brochure and, if provided, such other information must not be relied upon as having been authorized by the Program Administrators.

The New York State College Choice Tuition Savings Program currently includes two separate plans. The Advisor Plan is sold exclusively through financial advisors and offers investment options that are not available under the Direct Plan. However, the fees and expenses of the Direct Plan, which is sold directly by the Program, are lower and do not include financial advisor compensation. Be sure to understand the options available before making an investment decision.

This Program Brochure speaks as of the date set forth on the cover and supersedes all previously distributed Program Brochures and any supplements thereto. No person should rely upon any such previously distributed Program Brochure or supplement after the date of this Program Brochure with respect to any Program Account in which they have an interest. Information contained in this Program Brochure is believed by the Program Administrators to be accurate as of its date, but is not guaranteed by the Program Administrators and is subject to change without notice. Neither the delivery of the Program Brochure nor acceptance of an executed Enrollment Application or of contributions to an Account shall, in any circumstances, create any implication that there has been no change in the Advisor Plan or in other matters addressed in this Program Brochure since its distribution date.

None of the United States, the State of New York, the Comptroller, HESC, any agency or instrumentality of the federal government or of the State of New York, any fund established by the State of New York or through operation of New York law for the benefit of insurance contracts or policies generally, Upromise Investments, Inc. or any of its affiliates, Columbia Management Group, LLC or any of its affiliates, any agent, representative or subcontractor retained in connection with the Program, or any other person, makes any guarantee of, insures or has any legal or moral obligation to insure, either the ultimate payout of all or any portion of the amount contributed to an Account or any investment return, or an investment return at any particular level, on an Account.

Any statements in this document concerning U.S. tax issues (i) are not offered as individual tax advice to any person, (ii) are provided as general information in connection with the marketing of New York's 529 College Savings Program Advisor Plan, and (iii) are not provided or intended to be used, and cannot be used, by any taxpayer for the purpose of avoiding U.S. tax penalties. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Contributions by an Account Owner are deductible in computing the Account Owner's New York taxable income for New York personal income tax purposes in an amount not to exceed $5,000 ($10,000 for spouses filing joint tax returns) taken together for all contributions to all Accounts of the Account Owner in any particular taxable year (and only to the extent not deductible or eligible for credit for federal income tax purposes). Contributions may be subject to recapture in certain circumstances.

If you are not a New York taxpayer, consider before investing whether your or the beneficiary's home state offers a 529 Plan that provides its taxpayers with favorable state tax or other benefits that may only be available through investment in the home state's 529 Plan, and which are not available through investment in the Advisor Plan. Since different states have different tax provisions, this Program Brochure contains limited information about the state tax consequences of investing in the Advisor Plan. Therefore, please consult your financial, tax, or other advisor to learn more about how state-based benefits (or any limitations) would apply to your specific circumstances. You also may wish to contact your home state's 529 Plan(s), or any other 529 Plan, to learn more about those plans' features, benefits and limitations. Keep in mind that state-based benefits should be one of many appropriately weighted factors to be considered when making an investment decision.

Statements contained in this Program Brochure which involve estimates, forecasts, or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

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

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This section highlights certain key features of the Plan. Please read the complete Program Brochure before you invest.

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Investment Options and Management	An Account Owner can choose from the following three investment options: a Customized Portfolio Investment Option, an Asset Allocation Portfolio Investment Option and an Age-Based Investment Option. (Each investment alternative within an investment option is referred to as a "Portfolio.") These investment options are subject to change from time to time, and additional investment options may be available in the future, depending in part on the Advisor Plan's Program Manager and Investment Manager. At the time you make each contribution, you may select (subject to eligibility) from among up to four classes of Portfolio units, each of which has a different fee structure. This Program Brochure only offers Class A, B and C Units. **See Section 4—"The Advisor Plan Investment Options" and Appendix A: Investment Options (including "Portfolio Performance" and "Underlying Fund Risks"). See also Section 1—"Introduction – Who's Who in the Program" and Section 5—"Certain Risks of Investing in the Advisor Plan."**
Investment Risks and Other Considerations	Assets in an Account are not guaranteed, and an Account may lose money. Federal and state tax laws may change and may adversely affect certain tax advantages of an investment in the Program. Investment options, investment advisors, sales charges, fees and expenses may change. Contribution to an Account may affect the eligibility of the Account Owner or Designated Beneficiary for federal and state benefits, such as financial aid or Medicaid.
Maximum Contribution Limit	Contributions may continue to be made to an account for a Beneficiary so long as the aggregate value of assets in all college savings program accounts for the same Beneficiary under all college savings programs sponsored by the State of New York does not exceed $235,000 ($375,000, effective December 1, 2009), including the value of the proposed contribution. **See Section 3—"Information About Your Account – Contributions."**
Minimum Contribution	Initial Contribution: $1,000 contribution per Portfolio selected, except for contributions made in connection with the Automated Dollar Cost Averaging Program or the Upromise service (see below). Subsequent Contributions: $50 minimum contribution per Portfolio in which you opened an Account, except for contributions made in connection with the Automated Dollar Cost Averaging Program (see below) or the Upromise service. Automated Dollar Cost Averaging Program: Account Owners can enjoy the potential benefit of monthly dollar cost averaging with an initial contribution of at least $5,000 to the Current Income NY 529 Portfolio and monthly reallocations of at least $100 to other Portfolios selected on the Account Application. Periodic investing plans do not guarantee a profit or protect against a loss in a declining market. Upromise Service: Account Owners can enroll in Upromise, a free rewards service, and link their Advisor Plan Account to their Upromise account so that rewards savings accumulated in an Account Owner's Upromise account are automatically transferred on a periodic basis. The minimum account for an automatic transfer from a Upromise account to an Advisor Plan Account is $25. **See Section 3—"Information About Your Account – Contributions."**

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Potential Tax Advantages	Federal tax-deferred growth. No federal income tax on qualified withdrawals. The Account Owner's contributions are deductible in computing the Account Owner's New York taxable income for New York personal income tax purposes in an amount not to exceed $5,000 ($10,000 for spouses filing joint tax returns) taken together for all contributions to all accounts of the Account Owner in any particular taxable year. (If you are a New York taxpayer but not a New York resident, the deduction used in computing New York taxable income may not be as beneficial to you as it is to New York residents.) All or a portion of Non-Qualified Withdrawals and withdrawals due to a Qualified Scholarship may be includible in computing an Account Owner's New York taxable income for the year in which the withdrawal is made. No gift tax on contributions up to $65,000 (single) and $130,000 (married couple) in 2009, if prorated over five years pursuant to election on gift tax return. No generation-skipping transfer (GST) tax on contributions up to $65,000 (single) and $130,000 (married couple) in 2009, if prorated over five years pursuant to election on gift tax return. Contributions are considered completed gifts for federal gift and estate tax purposes. No annual adjusted gross income (AGI) limits on Account Owners. **See Section 6—"Federal and State Tax Treatment." See also Section 3—"Information About Your Account" and Section 5—"Certain Risks of Investing in the Advisor Plan."**
Applicability to Schools	Account balances may be used at any eligible post-secondary school in the U.S. or abroad.
Qualified Withdrawals	Account balances may be used to pay for the Beneficiary's tuition, room and board expenses (for students attending on at least a half-time basis), books, supplies and equipment required for enrollment or attendance at any eligible post-secondary school in the U.S. or abroad (and, for 2009 and 2010, expenses for the purchase of certain computer technology or equipment or Internet access and related services). Depending on which class of Portfolio Units you select and on the length of time between contribution and withdrawal, any withdrawal (including Qualified Withdrawals) may be subject to a contingent deferred sales charge. **See Section 3—"Information about Your Account – Withdrawals."**
State Residency Requirement	None – the Account Owner and Beneficiary must each be a U.S. citizen or resident alien who resides in the United States.
Beneficiary Age Limits	None – the Beneficiary may be any age, from newborn to adult. Class B Units of Portfolios are generally not suitable unless it is anticipated that the Designated Beneficiary's matriculation at an Eligible Educational Institution is more than six years from the date of the investment. Account Owners should consult with their broker-dealers to determine whether Class B Units are appropriate for their particular circumstances. **See Section 7—"Fees and Charges."**

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Control of the Account	Account Owner retains control of how and when money is used. Account Owner can change the Beneficiary to a qualifying "Member of the Family" of the existing Beneficiary (as defined in Section 529 of the Code) without penalty at any time. Account Owner can withdraw money from the Account, subject to applicable federal and state income tax on earnings and a possible additional federal tax of 10% on earnings and any applicable contingent deferred sales charge. Account Owner can change the investment allocation of the Account once per calendar year (except for 2009, for which a special IRS rule permits two changes in 2009), and upon a change in the Beneficiary. **See Section 3—"Information About Your Account."**
Fees and Expenses (Including Sales Charges)	Subject to eligibility, Account Owners may allocate each contribution among four different classes of units in each selected Portfolio, each of which has a different fee structure. Certain of these classes involve initial sales charges and/or contingent deferred sales charges on certain withdrawals (including Qualified Withdrawals). Lower sales charges ("breakpoint discounts") may be available in certain circumstances. (See pages B-17 through B-19.) The Advisor Plan includes Class Z Units, which are not described in this Program Brochure but are instead offered by a separate program brochure. Class Z Units have a different and lower expense structure than Class A, B and C Units. A program brochure for Class Z Units may be obtained by calling 1-800-774-2108, through the Internet at www.ny529advisor.com, or by contacting Columbia Management Group, LLC. You should consult your financial advisor about the choice of available classes. New York's 529 College Savings Program Advisor Plan assesses certain fees for Class A, B and C Units which include a fixed annual account fee, a management and administration fee, a distribution and service fee and certain transaction fees. In addition, Account Owners will indirectly bear the fees and expenses charged by the underlying investments of the Portfolios. Because the fees and expenses you will pay may vary by class and Portfolio, you should consider the applicable fees and expenses when you choose among the classes and Portfolios. **See Section 7—"Fees and Charges" and Appendix B: Fees and Expenses.**
On-line Account Information	Account Owners may view their accounts on-line and may choose to order copies of account statements, transaction confirmations and other Plan materials. For more information, go to www.ny529advisor.com.
Contact Information	Regular Mail: New York's 529 College Savings Program Advisor Plan, P.O. Box 55447, Boston, MA 02205-5447. Overnight Mail: New York's 529 College Savings Program Advisor Plan, c/o BFDS, 30 Dan Road, Canton, MA 02021. Telephone: 1-800-774-2108 (toll-free). Automated telephone service is available 24 hours a day, 7 days a week. Service representatives are available from 9:00 a.m. to 7:00 p.m. Eastern time, Monday through Friday. Email: Go to www.ny529advisor.com.

SECTION 1. INTRODUCTION

Defined Terms

Before you begin, it is important that you understand several terms used throughout this Program Brochure. Additional terms are used and defined elsewhere in this Program Brochure.

"Account" is a savings account established under the Program (whether under the Direct Plan or the Advisor Plan, unless otherwise specified) and *"account"* may be a savings or a tuition prepayment account established under any qualified tuition program operating pursuant to Section 529 of the Internal Revenue Code of 1986, as amended (*"Section 529"* and the *"Code"*).

The *"Account Owner"* is the person who opens an Account with the Program or his or her successor. References in this document to *"you"* mean you in your capacity as the Account Owner.

The *"Beneficiary"* is the person designated by the Account Owner whose qualified higher education expenses may be paid using money from the Account.

"Investment Options" are the Customized Portfolio Investment Option, the Asset Allocation Investment Option and the Age-Based Investment Option in which your Account may be invested. Each Investment Option consists of one or more Portfolios investing in one or more Underlying Funds.

A *"Non-New York 529 Plan"* is a 529 Plan offered by any state other than New York.

"Portfolios" are the investment alternatives within each Investment Option.

"Program" or *"New York Program"* is the New York State College Choice Tuition Savings Program. As of the date of this Program Brochure, the Program includes the plan that is offered through financial advisors that is described in this Program Brochure (the *"Advisor Plan"*) and a separate directly offered plan that is described in a separate program brochure (the *"Direct Plan"*).

"Program Brochure" is the most recent Program Brochure for the Advisor Plan, including any Appendices, along with any supplements.

"State" is the State of New York and *"state"* may be any state of the United States.

"Underlying Funds" are the registered mutual funds and other investments in which the Portfolios invest. The Underlying Funds are managed by Columbia and certain other investment advisors identified in **APPENDIX A** to this Program Brochure.

"Unit" or *"Portfolio Unit"* is an interest in a Portfolio.

General Information about 529 Plans and the Program

Section 529 of the Code permits states, state agencies, and certain other groups to establish qualified tuition programs, which are tax-advantaged programs intended to help individuals and families pay the costs of higher education. Each plan within a qualified tuition program is referred to herein as a *"529 Plan."* The Program is designed to encourage savings for qualified higher education expenses by enabling Account Owners and Beneficiaries to avail themselves of the federal, New York State and local tax benefits described in this Program Brochure. In addition, the Program was established to attract students to public and private colleges and universities within New York State, although the Program is not limited to funding expenses for New York schools.

529 Plans are intended to be used only to save for qualified higher education expenses. These programs are not intended to be used, nor should they 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.

As of the date of this Program Brochure, the Program includes the Advisor Plan described in this Program Brochure, for which Columbia Management Group, LLC serves as Investment Manager, and a Direct Plan, for which The Vanguard Group, Inc. serves as Investment Manager. Upromise Investments, Inc. serves as the Program Manager for both Plans.

Who's Who in The Program

The Trust—The New York State College Choice Tuition Savings Program Trust Fund (the *"Trust"*) is a statutory trust created by the New York State Legislature specifically for the purpose of holding and investing Program assets. Trust assets are segregated from, and not commingled with, other assets. Although the Comptroller, as trustee of the Trust, is the legal owner of all Trust investments, such investments are held solely for the benefit of Account Owners. An investment in the Program is an investment in municipal fund securities that are issued and offered by the Trust. Although money contributed to an Account will be invested in Portfolios that hold mutual funds (among other types of investments), none of the Trust, the Advisor Plan, or any of the Advisor Plan's Portfolios is a mutual fund, and an investment in the Program is not an investment in shares of any mutual fund.

The Program Administrators—The Comptroller of the State of New York (the *"Comptroller"*) and the New York Higher Education Services Corporation (*"HESC"*) together are the *"Program Administrators"* and are responsible for implementing the Program and establishing rules to govern the Program. Generally, the Comptroller and HESC act jointly with respect to the Program. The Comptroller oversees the investment of all assets of the Program, which the Comptroller holds as trustee of the Trust. HESC transmits payments to education institutions and is responsible for related matters. For more information about the Comptroller and HESC, see **"SECTION 8. LEGAL AND ADMINISTRATIVE INFORMATION—The Comptroller and HESC."**

The Program Manager—Upromise Investments, Inc. serves as the *"Program Manager."* In this capacity, Upromise Investments, Inc. is responsible for the day-to-day operations of the Program, with overall responsibility for the management, administration, distribution, record-keeping, and transfer agency services provided to the Program pursuant to a Management Agreement among it and Columbia Management Group, LLC, the Program Administrators and certain other parties (the *"Management Agreement"*). The Program Manager's term under the Management Agreement extends to August 28, 2010, subject to earlier termination in certain circumstances. Upromise Investments, Inc. is an affiliate of Upromise, Inc. (*"Upromise"*), which operates the Upromise service described below. *"Upromise Investments"* is used to refer collectively or individually, as the case requires, to Upromise Investments, Inc. and Upromise Investment Advisors, LLC. See **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN—Management Agreement Term and Successor Managers."**

Advisor Plan Investment Manager—Upromise Investments and the Program Administrators chose Columbia Management Group, LLC to be the Advisor Plan's *"Investment Manager."* In such capacity, Columbia Management Group, LLC is responsible for the investment of Advisor Plan assets, subject to oversight by the Comptroller, and for marketing and distributing the Advisor Plan. The Investment Manager's term under the Management Agreement and such subcontracts extends to August 28, 2010, subject to earlier termination in certain circumstances. Columbia Management Group, LLC is the primary investment division of Bank of America Corporation. Columbia Management Group, LLC has delegated certain of its Advisor Plan responsibilities to its affiliates, including Columbia Management Advisors, LLC (*"CMA"*), an investment advisor registered with the Securities and Exchange Commission (*"SEC"*), an indirect wholly owned subsidiary of Bank of America Corporation and part of Columbia Management Group, LLC, and Columbia Management Distributors, Inc. (*"CMD"*), an affiliate of CMA and an SEC-registered broker-dealer. CMD is part of Columbia Management Group, LLC and an affiliate of Bank of America. CMD is a member of industry self-regulatory organizations, including the Financial Industry Regulatory Authority, and is a member of the Securities Investor Protection Corporation. CMD is also regulated by the SEC, the Municipal Securities Rulemaking Board ("*MSRB*") and certain state securities regulators. *"Columbia"* is used to refer collectively or individually, as the case requires, to Columbia Management Group, LLC, CMA, CMD, Columbia Management Services, Inc., and their affiliates. See **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN—No Direct Investment in Mutual Funds or Registered Securities" and "—Management Agreement Term and Successor Managers."**

Associated Persons—Throughout this document, New York State, the Comptroller, HESC, all agencies, instrumentalities and funds of New York State, the Trust, Upromise and Upromise Investments, and Columbia, and each of their respective affiliates, officials, officers, directors, employees and representatives are referred to collectively as *"Associated Persons"* of the Advisor Plan.

SECTION 2. GETTING STARTED

This section offers a brief overview of the process needed to: (1) open an Account with the Program; (2) choose a Beneficiary; (3) choose your investment options; and (4) contribute money to an Account. Please see **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Contributions"** for additional details on contributing to your Account, setting up an Automatic Investment Plan, and the guidelines relating to rollovers and transfers.

1. Open an Account

To be an Account Owner, you must be a U.S. citizen or resident alien and have a Social Security number or taxpayer identification number. A local government (or agency or instrumentality thereof) or organization described in Section 501(c)(3) of the Code may open an Account to fund scholarships. Fiduciaries or agents for trusts may be Account Owners, as may custodians under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of any state (collectively, *"UGMA/UTMA"*). See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Contributions."** Minors may be Account Owners; however, if an Account is opened in the name of a minor as Account Owner, a parent or guardian must execute the Enrollment Application on behalf of the minor. You must provide the Program with a U.S. mailing address that is not a post office box. You do not have to be a resident of New York, and there are no income restrictions on Account Owners.

To open an account by mail, complete, sign, and mail an Enrollment Application to New York's 529 College Savings Program Advisor Plan.

Please see **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT"** for a description of the Enrollment Application process and for more details on setting up an Account.

2. Choose a Beneficiary

Select a Beneficiary for the Account on your Enrollment Application. A Beneficiary must be a U.S. citizen or resident alien and have a Social Security number or taxpayer identification number.

You may select only one Beneficiary per Account.

You do not have to be related to the Beneficiary.

You may select yourself as Beneficiary.

3. Choose Investment Options

You may select from a number of different Investment Options, which fall into three categories:

<u>Customized Portfolio Investment Option</u>

Choose from among a number of Portfolios (the *"Single Fund Portfolios"*) each of which invests in a single Underlying Fund. This option can be used to target one or two asset classes or to build a custom asset allocation model. Reallocation from one Single Fund Portfolio to another Single Fund Portfolio (or any other Portfolio) occurs only at your instruction, subject to certain limitations. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Changing Investment Options within the Plan."**

<u>Asset Allocation Portfolio Investment Option</u>

Choose from among eight (8) Portfolios (Aggressive Growth NY 529 Portfolio, Growth NY 529 Portfolio, Moderate Growth NY 529 Portfolio, Balanced NY 529 Portfolio, Conservative NY 529 Portfolio, College NY 529 Portfolio, Diversified Income NY 529 Portfolio and Current Income NY 529 Portfolio (the *"Asset Allocation Portfolios"*)). Reallocation from one Asset Allocation Portfolio to another Asset Allocation Portfolio (or any other Portfolio) occurs only at your instruction, subject to certain limitations. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Changing Investment Options within the Plan."**

<u>Age-Based Investment Option</u>

Invests contributions in one of six (6) Asset Allocation Portfolios (Aggressive Growth NY 529 Portfolio, Growth NY 529 Portfolio, Moderate Growth NY 529 Portfolio, Balanced NY 529 Portfolio, Conservative NY 529 Portfolio and College NY 529 Portfolio), based on the age of the Beneficiary, and automatically allocates assets from one Asset Allocation Portfolio to another over time as the Beneficiary gets older. See **"SECTION 7. FEES AND CHARGES"** and **"APPENDIX B: FEES AND EXPENSES."**

At the time of each contribution, you may select (subject to eligibility) from among four classes of Portfolio Units, each of which has a different fee structure. Certain of these classes involve initial sales charges and/or contingent deferred sales charges on certain withdrawals (including Qualified Withdrawals). Breakpoint discounts may be available in certain circumstances. (See pages B-17 through B-19.) You should consult your financial advisor about the choice of available classes and the availability of breakpoint discounts. Because the fees and expenses you will pay may vary by class and Portfolio, you should consider the applicable fees and expenses when you choose among classes and Portfolios. Please note that Class B Units of Portfolios may not be appropriate for purchase if the Beneficiary of an account is 12 years of age or older.

Please see **"SECTION 4. THE ADVISOR PLAN INVESTMENT OPTIONS" and "APPENDIX A: INVESTMENT OPTIONS"** for details about the Advisor Plan's Investment Options. Please see **"SECTION 7. FEES AND CHARGES"** and **"APPENDIX B: FEES AND EXPENSES"** for more information on the fee structure of each Portfolio and Unit class.

4. Designate a Successor Account Owner

You may wish to consider designating who will become the Account Owner if you should die. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Designation of Successor Account Owner."**

5. Contribute to an Account

Contributions may be made to your Advisor Plan Account by any of the following methods: check, automatic investment plan, electronic bank transfer, transfer from a Upromise service account, rollover from a Non-New York 529 Plan, transfer from another Account in either the Direct Plan or the Advisor Plan, transfer from a Coverdell Education Savings Account, or redemption of a qualified United States Savings Bond. The Program also permits transfers from custodial accounts under UGMA/UTMA. Contributions to an Account may be made by persons other than the Account Owner. Additional information about each method of contributing can be found in **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Contributions."**

SECTION 3. INFORMATION ABOUT YOUR ACCOUNT

Opening an Account

To open an Account, you must complete and submit the Enrollment Application by mail to New York's 529 College Savings Program Advisor Plan. If you are establishing an Account through your financial advisor, please check with your financial advisor before sending the Enrollment Application. By signing the Enrollment Application, you irrevocably agree that the Account is subject to the terms and conditions of the then-current Tuition Savings Agreement, as well as to the description of the Advisor Plan in the Program Brochure.

Control over the Account

Although other persons may contribute to the Account, only the Account Owner may control how the Account's assets are invested and used. Although contributions to the Program are considered completed gifts for federal gift, generation-skipping, and estate tax purposes, a Beneficiary who is not the Account Owner has no control over the assets in the Account. See **"—Designation of Successor Account Owner"** below.

The fees and costs applicable to Accounts will vary based upon a number of factors, including: the Portfolio or Portfolios and class or classes of Portfolio Units to which contributions are allocated; the amount contributed; the Account balance; and the period of time contributions remain allocated to a class of Portfolio Units. The Advisor Plan currently offers several classes of Portfolio Units (*"Class A Units," "Class B Units," "Class C Units"* and *"Class Z Units"* and, collectively, *"Classes"*). If you have selected Class A Units (in certain limited circumstances), Class B Units or Class C Units and make a withdrawal (including a Qualified Withdrawal (defined in **"Withdrawals"** below)) or reallocate to Portfolio Units in another class within a certain period of time, you may have to pay a contingent deferred sales charge. A number of other potential Account Owner actions described under this Section heading may also affect Account fees and costs. Class Z Units are not described in this Program Brochure but are instead offered by a separate program brochure. Class Z Units generally have a different and lower expense structure than Class A, B and C Units. A program brochure for Class Z Units may be obtained by calling 1-800-774-2108, through the Internet at www.ny529advisor.com, or by contacting Columbia. A number of other potential Account Owner actions described under this Section heading may also affect Account fees and costs. See **"SECTION 7. FEES AND CHARGES"** and **"APPENDIX B: FEES AND EXPENSES."**

Contributions

Minimum Contributions

The minimum initial investment in the Advisor Plan is $1,000 per Portfolio selected. Once an investment in a Portfolio is made, additional contributions may be made to the Portfolio so long as each subsequent contribution equals or exceeds $50 (please note the exceptions to these per-Portfolio minimums for contributions made in connection with the Automated Dollar Cost Averaging Program and Upromise service, as described below).

Contributions by Check

All checks should be made payable to "New York's 529 College Savings Program Advisor Plan" and sent to the following address: P.O. Box 55447, Boston, MA 02205-5447 (for regular mail) or c/o Boston Financial Data Services, 30 Dan Road, Canton, MA 02021 (for overnight mail). For established Accounts, the Account number should be included on the check. Third-party contributions, such as those from family and friends, as well as contributions from the Account Owner, may be made directly to an existing Account by checks payable to "New York's 529 College Savings Program Advisor Plan." Account Owners remain in control of their Accounts. **Business checks without the Account Owner's name printed in the payor information on the check will not be accepted. Contributions to an Account by a third party are not deductible from New York taxable income by the third party or the Account Owner.**

Impermissible Methods of Contributing

The Program will not accept contributions made by cash, money order, third-party check in excess of $10,000, traveler's check, starter check, foreign check not in U.S. dollars, check dated more than 180 days prior to the date of receipt, post-dated check, or check with unclear instructions. The Program also will not accept contributions made with stocks, securities, or other non-cash assets. Business checks without Account Owner's name will not be accepted.

Allocation of Contributions

You will be asked to designate on your Enrollment Application or on the appropriate form for subsequent contributions how you want contributions allocated among Investment Options, classes of Portfolio Units, and Portfolio(s).

Automated Dollar Cost Averaging Program

By selecting the Automated Dollar Cost Averaging Program, you may make a lump sum contribution to the Current Income NY 529 Portfolio and, at the time of the lump sum contribution, designate automatic monthly allocations to other Portfolios in the Advisor Plan. To enroll in this program, your total initial contribution to the Current Income NY 529 Portfolio must be at least $5,000, and the amount of your automatic monthly allocation to each Portfolio selected at the time you enroll must be at least $100 per Portfolio. These automatic monthly allocations are not considered reallocations for purposes of the once-per-calendar-year limitation on investment reallocations generally, if specified at the time the lump-sum contribution is made. The monthly allocations will be made on the 15th of the month or, if such day is not a business day, on the next succeeding business day and will continue until your investment in the Current Income NY 529 Portfolio is depleted. Stopping or changing the automatic allocation instructions with respect to prior contributions still remaining in the Current Income NY 529 Portfolio will constitute a reallocation for purposes of the once-per-calendar-year limitation (except for 2009, for which a special IRS rule permits two investment changes in 2009, such as a reallocation). See **"—Changing Investment Options within the Program"** below.

A program of regular investment cannot assure a profit or protect against a loss in a declining market.

Since the dollar cost averaging method involves monthly transfers from the Current Income NY 529 Portfolio regardless of fluctuating price levels of a Portfolio's Underlying Fund(s) (and resulting fluctuations of the Portfolio's Unit value), the Account Owner should consider his or her financial ability to not withdraw the lump sum(s) contributed through periods of low price levels.

Automatic Investment Plan ("AIP")

You may contribute to your Account through periodic automated debits from a checking or savings account if your bank is a member of the Automated Clearing House. To initiate an AIP during enrollment, you must complete the appropriate section of the Enrollment Application. The Enrollment Application must be accompanied by a voided bank check or savings account routing number. You also may set up an AIP after an Account has been established by submitting the appropriate form, which may be obtained online through www.ny529advisor.com. AIP contributions must be in an amount equal to at least $50 per month or at least $150 quarterly.

There is no charge for establishing or maintaining an AIP. Your bank account will be debited on the day you designate, provided the day is a regular business day. If the day you designate falls on a weekend or a holiday, the AIP debit will occur on the next business day. Quarterly investments will be made on the day indicated every three months. The starting date for an AIP must be at least two weeks from the date of submission of the AIP request. If no date is indicated, AIP debits will be made on the 15th of the month (or on the next business day thereafter).

Authorization to perform automated periodic deposits will remain in effect until the Program has received notification of its termination. Either you or the Program may terminate your enrollment in AIP at any time. To be effective, a change to, or termination of, an AIP must be received by the Program at least ten business days before the next AIP debit is scheduled to be deducted from your bank account. If your AIP contribution cannot be processed due to the bank account on which it is drawn containing insufficient funds or due to incomplete or inaccurate information, the Program reserves the right to suspend processing of future AIP contributions.

A program of regular investment cannot assure a profit or protect against a loss in a declining market.

Electronic Bank Transfer ("EBT")

You may contribute to your Account by authorizing the Program to withdraw money by EBT from your bank checking or savings account. To authorize an EBT, you must provide certain information about the bank account from which funds will be withdrawn (the same information required to establish an AIP). Once you have provided that information, you may request an EBT from the designated bank account to your Program Account, online at www.ny529advisor.com or by phone at 1-800-774-2108.

There is no charge for requesting an EBT. EBT purchase requests that are received in good order before 4:30 p.m. Eastern time will be debited from your bank account on the following business day after the date of the request. EBT purchase requests that are received in good order after 4:30 p.m. Eastern time will be debited on the second business day after the date of the request. In certain instances, it may take up to seven business days to invest contributions sent via EBT. If your EBT contribution cannot be processed due to the bank account on which it is drawn containing insufficient funds or due to incomplete or inaccurate information, the Program reserves the right to suspend processing of future EBT contributions.

Upromise Service

You may contribute to your Account by participating in Upromise, a free rewards service that returns, as college savings, a percentage of your spending with thousands of America's leading companies. Once you enroll in the Program, your Upromise account and your Advisor Plan Account can be linked so that your rebate dollars are automatically transferred to your Advisor Plan Account on a periodic basis. The minimum amount for an automatic transfer from a Upromise account to an existing Account within the Program is $25 per Portfolio. Account Owners may be eligible to deduct all or a portion of their rewards savings transferred to their Program Account from their New York adjusted gross income. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT – New York State and Local Tax Consequences."**

The Upromise service is offered by Upromise, and neither Columbia nor the Program is responsible for the operation of the Upromise service. This Program Brochure is not intended to provide information concerning the Upromise service. The Upromise service is administered in accordance with the terms and procedures set forth in the Upromise Member Agreement (as may be amended from time to time) on the Upromise website, which can be accessed through www.ny529advisor.com.

Incoming Rollover Contributions from Non-New York 529 Plans

Contributions to your Account may be made with funds transferred from a Non-New York 529 Plan. This transaction is known as a *"Rollover."* Rollover funds from an account in a Non-New York 529 Plan may be contributed to an Account in the New York Program for the same Beneficiary without federal income tax consequences or imposition of the 10% additional federal income tax (the *"10% Federal Penalty"*) if such Rollover does not occur within 12 months from the date of a previous transfer to any qualified tuition program for the benefit of the same Beneficiary. Rollover funds from an account in a Non-New York 529 Plan also may be contributed to a New York Program Account without federal income tax consequences at any time when you change Beneficiaries, provided that the new Beneficiary is a *"Member of the Family"* of the old Beneficiary as described in **"Substituting Beneficiaries."** A Rollover that does not meet these criteria will be considered a Non-Qualified Withdrawal from the Non-New York 529 Plan (defined in **"Withdrawals"** below). A Non-Qualified Withdrawal is subject to applicable federal and state income tax and the 10% Federal Penalty on earnings and may also have federal or state gift tax, estate tax, or generation-skipping transfer tax consequences. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT."**

Incoming Rollovers can be direct or indirect. Direct Rollovers involve the transfer of money from a Non-New York 529 Plan directly to the Program. Indirect Rollovers involve the distribution of money from an account in a Non-New York 529 Plan to the Account Owner, who then contributes the money to an Account in the Program. To avoid federal income tax consequences, including the imposition of the 10% Federal Penalty, money received by an Account Owner in an indirect Rollover must be contributed to the New York Program within 60 days of the distribution. Account Owners may be eligible to deduct all or a portion of the Rollover from their New York adjusted gross income. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT – New York State and Local Tax Consequences."** You should be aware that not all Non-New York 529 Plans permit direct Rollovers of funds. Additionally, there may be state income tax consequences (and in some cases penalties) from a Rollover out of a state's 529 Plan.

Rollover funds may be contributed to the New York Program, directly (if permitted by the Non-New York 529 Plan) or indirectly, either as an initial contribution when you open an Account or as an additional contribution to an existing Account. An account statement or other documentation from the distributing 529 Plan indicating the portion of the withdrawal attributable to earnings should be provided to the Program. **Until the Program receives this documentation, the entire amount of the Rollover will be treated for all Program record-keeping and tax reporting purposes as a distribution of earnings from the distributing 529 Plan**. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT."**

Transfer within New York Program for Same Beneficiary

Under Section 529 of the Code, you can transfer assets directly between Accounts within the New York Program, in the Direct Plan and the Advisor Plan, once per calendar year for the same Beneficiary, except for 2009, for which a special IRS rule permits two investment changes in 2009, such as a transfer. Such a direct transfer is considered an Investment Exchange for federal and state tax purposes and is therefore subject to the restrictions on Investment Exchanges described below under **"Changing Investment Options within the Program."**

This type of transfer should be done directly between the Accounts, without a distribution of money from the Program, to avoid adverse federal and state tax consequences. For federal and state tax purposes, an indirect transfer involving the distribution of money from the Program would be treated as a Non-Qualified Withdrawal (and not as an Investment Exchange), even though subsequently contributed to the new Account for the same Beneficiary. See **"SECTION 6**. **FEDERAL AND STATE TAX TREATMENT."**

Depending on what Unit class you hold, a transfer from an Advisor Plan Account to a Direct Plan Account may be subject to a contingent deferred sales charge.

Transfer within New York Program for Another Beneficiary

Under Section 529, you can transfer assets within the New York Program, in the Direct Plan and the Advisor Plan, from an Account for one Beneficiary to an Account for another Beneficiary, without federal income taxes or penalty, if the new Beneficiary is a Member of the Family of the prior Beneficiary. Such a transfer will be permitted only to the extent that the aggregate balance of Advisor Plan Accounts and Direct Plan Accounts for the new Beneficiary, including such transfer, would not exceed the Maximum Account Balance. (See *"Maximum Account Balance"* below.)

For federal tax purposes, this type of transfer may be done directly between the Accounts, without a distribution of money from the Program, or indirectly, by contributing money to the receiving Account within 60 days after the distribution from the prior Account. However, for New York income tax purposes, an indirect transfer (with money being distributed from the Program) will be treated as a Non-Qualified Withdrawal (and thus may be subject to New York state taxes on earnings, as well as the recapture of previous New York state tax deductions taken for contributions to the prior Account), even if the money is contributed to the new Account within 60 days and is not subject to federal income tax (although the subsequent recontribution of assets to the new Account may be eligible for the New York state tax deduction for contributions). See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT."**

Depending on what Unit class you hold, a transfer from an Advisor Plan Account to a Direct Plan Account may be subject to a contingent deferred sales charge.

Contributions from a Coverdell Education Savings Account or Qualified United States Savings Bond

Proceeds from the sale of assets held in a Coverdell Education Savings Account (formerly known as an Education IRA) (a *"Coverdell Account"*) or a qualified United States Savings Bond (a *"Qualified Savings Bond"*) may be contributed to the Program. The following documentation should be provided to the Program:

> In the case of a contribution from a Coverdell Account, an account statement or other documentation issued by the financial institution that acted as custodian of the Coverdell Account that shows the total amount contributed to such account and the earnings in the account.
>
> In the case of a contribution from the redemption of a Qualified Savings Bond, an account statement or Form 1099-INT or other documentation issued by the financial institution that redeemed the Qualified Savings Bond showing interest from the redemption of the Qualified Savings Bond.

Until the Program receives this documentation, the entire amount of the contribution will be treated as earnings for record-keeping and tax reporting purposes. See **"SECTION 6**. **FEDERAL AND STATE TAX TREATMENT."**

Transfers from UGMA/UTMA Custodial Accounts

The Program permits a custodian for a minor under UGMA/UTMA to apply funds held in an UGMA/UTMA account to open an Account in the Advisor Plan and to fund additional contributions to such an Account, subject to the laws of the state under which the UGMA/UTMA account was established, and permits the custodian to act as the Account Owner. An UGMA/UTMA account custodian may incur capital gains (or losses) from the sale of non-cash assets held by an UGMA/UTMA account. You should consult a qualified tax advisor with respect to the transfer of UGMA/UTMA custodial assets and the implications of such a transfer.

UGMA/UTMA custodians should consider the following:

> A custodian Account Owner may make withdrawals from the Account only as permitted under the UGMA/UTMA as in effect in the state under which the UGMA/UTMA account was established and by the Advisor Plan;
>
> A custodian Account Owner may not select a new Beneficiary (directly or by means of a Rollover), except as permitted under UGMA/UTMA;
>
> When the custodianship terminates, the Beneficiary is legally entitled to take control of the Account and may become the Account Owner; and
>
> Additional contributions of money not previously gifted to the Beneficiary under the UGMA/UTMA account may be made to a separate, non-custodial Account, to allow the Account Owner to retain control of the separate Account after the custodianship terminates.

Neither the Program nor any of its Associated Persons will be liable for any consequences related to an UGMA/UTMA custodian's improper use, transfer, or characterization of custodial funds.

Maximum Account Balance

Although there is no limit upon the growth of Accounts, contributions to any Account for a Beneficiary will not be permitted if at the time of the proposed contribution the aggregate Account balance, including the proposed contributions, for that Beneficiary (including all Advisor Plan Accounts and Direct Plan Accounts for the same Beneficiary, regardless of Account Owner) would exceed a *"Maximum Account Balance"* limit to be determined periodically by the Program Administrators in compliance with federal requirements. The Maximum Account

Balance is currently $235,000 and will increase to $375,000 on December 1, 2009. While not now expected, the Maximum Account Balance might be reduced under certain circumstances. To determine periodically whether the Maximum Account Balance has changed, log on to www.ny529advisor.com.

Changing Investment Options within the Plan

You may move assets already held in your Account to a different mix of Investment Options (an *"Investment Exchange"*) **once per calendar year without changing the Beneficiary, except for 2009, for which a special IRS rule permits two investment changes in 2009.** You may also make an Investment Exchange at any time you change the Beneficiary, whether or not you have previously directed an Investment Exchange within the calendar year. The Investment Exchanges described in the immediately preceding two sentences will not be subject to federal or State income tax or to the 10% Federal Penalty. Transfers between the Advisor Plan and the Direct Plan within the New York Program are considered to be Investment Exchanges for purposes of the once-per-calendar-year limitation, and all Advisor Plan Accounts and Direct Plan Accounts having the same Account Owner and Beneficiary will be aggregated for purposes of the once-per-calendar-year limitation. Please note that each time you make a contribution to your Account, you must specify an Investment Option or Options, a class of Portfolio Units and the Portfolio allocation(s) and that a decision to change the allocation of future contributions will not affect the current allocation of assets already in your Account.

Assets reallocated from one Portfolio to another will be used to purchase Portfolio Units in the selected Portfolio of the same class as those being surrendered in connection with the reallocation. The new Portfolio Units will retain the same holding-period characteristics as the previously held Portfolio Units for purposes of calculating any applicable contingent deferred sales charge.

Withdrawals

You may withdraw money from your Account at any time, except as noted below. To make a withdrawal, you must submit the appropriate form and provide such other information or documentation (for which a signature guarantee may be needed) as the Program Manager may require. If the request is in good order, the Program Manager typically will process the withdrawal and initiate payment of a distribution within one or two business days after the trade date. (The trade date is determined in accordance with the policies described below in **"—Pricing of Portfolio Units and Trade Date Policies."**) During periods of market volatility and at year-end, withdrawal requests may take up to seven business days to process. The Program Manager will pay the proceeds of a Non-Qualified Withdrawal (defined below) and of withdrawals due to the death or Disability (defined below) of, or receipt of a Qualified Scholarship (defined below) or attendance at a Military Academy (defined below) by, a Beneficiary only by check payable to the Account Owner, or, if directed by the Account Owner, to the Beneficiary.

The Program will not allow you to withdraw money contributed to your Account until it has been collected. For example, if you contribute to an Account by check, you may not withdraw that money until the check has cleared and the money is in your Account.

For amounts that are to be sent to an Eligible Educational Institution (other than a foreign Eligible Educational Institution), the Program Manager may transfer the withdrawal to the applicable Eligible Education Institution directly, or the Program Manager may transfer a withdrawal to HESC after receipt of the withdrawal. HESC, in turn, will transfer the withdrawal to the applicable Eligible Educational Institution. For other withdrawals, the Program Manager will pay you directly. (The term *"Eligible Educational Institution"* is defined below under *"—Qualified Withdrawals."*)

If a Beneficiary or an Account Owner receives a refund from an Eligible Educational Institution, or otherwise, of amounts paid from a Program Account, any such refund will generally be a Non-Qualified Withdrawal unless: (i) it is used for the Beneficiary's Qualified Higher Education Expenses within a reasonable period of time; (ii) it was refunded due to the death or Disability of, or receipt of a Qualified Scholarship or attendance at a Military Academy by, the Beneficiary; or (iii) the refunded amount is rolled over, in accordance with Section 529, to another Program Account for a new Beneficiary who is a Member of the Family of the prior Beneficiary or to an account in a Non-New York 529 Plan (see *"Transfer within New York Program for Another Beneficiary"* and *"Rollovers to a Non-*

New York 529 Plan"). The term Qualified Higher Education Expenses is defined below under *"—Qualified Withdrawals."*

If an Eligible Educational Institution returns any portion of a withdrawal to HESC, HESC will return it to the Program Manager promptly. The Program Manager will forward the returned amount and initiate a payment to the Account Owner on the next business day following its receipt from HESC if the Program Manager receives the funds by the close of trading on that day, and, if not, on the second business day following receipt.

When making a withdrawal from an Account whose assets are invested in more than one Investment Option, you must select the Investment Option or Options from which your funds are to be withdrawn.

The application of a withdrawal to Qualified Higher Education Expenses should be completed within a reasonable time and within the same taxable year as the withdrawal, in order to assure qualification for treatment as payment of Qualified Higher Education Expenses. The IRS and Treasury Department have proposed the adoption of a rule that, in order for earnings to be excluded from income, any withdrawal during a calendar year must be used to pay Qualified Higher Education Expenses during the same calendar year or by March 31 of the following year. Under current federal and State tax law, you and the Beneficiary are responsible for obtaining and retaining records, invoices, or other documents and information that are adequate to substantiate: (i) particular expenses which you claim to be Qualified Higher Education Expenses; and (ii) the death or Disability of a Beneficiary, or the receipt by a Beneficiary of a Qualified Scholarship. The Program has no responsibility to provide, or to assist you in obtaining, such documentation.

For more information about the procedures for withdrawals, Account Owners should call 1-800-774-2108.

Qualified Withdrawals

In a *"Qualified Withdrawal,"* the proceeds are used for the Qualified Higher Education Expenses of your Beneficiary. *"Qualified Higher Education Expenses"* as defined in Section 529 currently include:

> Tuition, fees, and the cost of books, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution;
>
> Certain costs of room and board incurred while attending an Eligible Educational Institution at least half-time; and
>
> In the case of a special-needs Beneficiary, expenses for special-needs services incurred in connection with enrollment or attendance at an Eligible Educational Institution.
>
> **For 2009 and 2010 only, Qualified Higher Education Expenses also include** expenses paid or incurred for the purchase of certain computer technology or equipment or Internet access and related services, if such technology, equipment or services are to be used by the Beneficiary and the Beneficiary's family during any of the years the Beneficiary is enrolled at an Eligible Educational Institution. Expenses for computer software designed for sports, games, or hobbies are not included unless the software is predominately educational in nature.

Room and board expenses may be treated as Qualified Higher Education Expense only if the Beneficiary is enrolled at least half-time. Half-time is defined as half of a full-time academic workload for the course of study the Beneficiary pursues, based on the standard at the institution where he or she is enrolled, as long as such standard is no less than the federal Department of Education student financial aid requirement. A Beneficiary need not be enrolled at least half-time to use a Qualified Withdrawal to pay for expenses relating to tuition, fees, books, supplies, equipment, and special-needs services.

Room and board expenses that may be treated as Qualified Higher Education Expenses generally will be limited to the room and board allowance calculated by the Eligible Educational Institution in its "cost of attendance" for purposes of determining eligibility for federal education assistance for that year. For students living in housing owned or operated by the Eligible Educational Institution, if the actual amount charged for room and board is higher than the cost of attendance figure, then the actual amount may be treated as qualified room and board costs.

"Eligible Educational Institutions" include accredited postsecondary educational institutions in the United States, and certain foreign institutions, offering credit toward an associate's degree, a bachelor's degree, a graduate level or professional degree, or another recognized postsecondary credential, and certain postsecondary vocational and proprietary institutions. To be an Eligible Educational Institution for purposes of Section 529, an institution must be eligible to participate in U.S. Department of Education student financial aid and student loan programs.

The earnings portion of a Qualified Withdrawal is not subject to New York State or federal income taxation.

Non-Qualified Withdrawals

In general, a *"Non-Qualified Withdrawal"* is any withdrawal other than: (i) a Qualified Withdrawal; (ii) a withdrawal due to the death or Disability of the Beneficiary or receipt of a Qualified Scholarship or attendance at a Military Academy by the Beneficiary (to the extent the amount withdrawn does not exceed the amount of the scholarship or the cost of attendance); (iii) a Rollover into a Non-New York 529 Plan in accordance with Section 529; or (iv) a transfer of assets in accordance with Section 529 to an Account for another Beneficiary who is a Member of the Family of the prior Beneficiary (but see *"Transfer within New York Program for Another Beneficiary"* for potential New York State tax consequences). A direct transfer of assets between Program Accounts for the same Beneficiary is considered an Investment Exchange (and not a Non-Qualified Withdrawal) for federal and state tax purposes, subject to the once-per-calendar year limitation on Investment Exchanges, **except for 2009, for which a special IRS rule permits two investment changes in 2009, such as an Investment Exchange.** (See *"Transfer within New York Program for Same Beneficiary."*)

The earnings portion of a Non-Qualified Withdrawal is treated as income to the recipient and thus subject to applicable federal and state income taxes including the 10% Federal Penalty. For New York personal income tax purposes, the earnings and the portion of the distribution attributable to contributions for which a New York State tax deduction was previously taken will be subject to New York personal income tax.

Although the Program will report the earnings portion of all withdrawals as required by applicable federal and state tax law, it is solely the responsibility of the person receiving the withdrawal to calculate and report any resulting tax liability.

Certain Other Withdrawals that are Exempt from the 10% Federal Penalty

Death of the Beneficiary. If the Beneficiary dies, you may select a new Beneficiary, withdraw all or a portion of the Account balance, or authorize all or a portion of the Account balance to be withdrawn and paid to the estate of the Beneficiary. Withdrawals that are paid to the estate of the Beneficiary will not be subject to the 10% Federal Penalty, but earnings will be subject to any applicable federal income tax at the recipient's (the person receiving the tax withdrawal) tax rate. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary (see **"—Substituting Beneficiaries"**), you will not owe federal or New York State income tax. No withdrawals due to the death of a Beneficiary are includable in computing the New York taxable income of either the Account Owner or the Beneficiary.

Disability of the Beneficiary. If the Beneficiary becomes unable to engage in any substantial gainful activity by reason of a medically determinable physical or mental impediment that can be expected to result in death or to be of long-continued or indefinite duration (a *"Disability"*), you may select a new Beneficiary, withdraw all or a portion of the Account balance, or authorize all or a portion of the Account balance to be withdrawn and paid to the Beneficiary. Any such withdrawal will not be subject to the 10% Federal Penalty, but earnings will be subject to any applicable federal income tax at the recipient's tax rate. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary (see **"—Substituting Beneficiaries"**), you will not owe federal or New York State income tax, or the 10% Federal Penalty. No withdrawals due to Disability of the Beneficiary are includable in computing the New York taxable income of either the Account Owner or the Beneficiary.

<u>Receipt of a Qualified Scholarship</u>. If the Beneficiary receives a Qualified Scholarship, you may select a new Beneficiary, withdraw from the Account up to the amount of the Qualified Scholarship, or authorize all or a portion of such amount to be withdrawn and paid to the Beneficiary without imposition of the 10% Federal Penalty, but earnings will be subject to any applicable federal income tax at the recipient's tax rate. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary (see **"—Substituting Beneficiaries"**), you will not owe federal or New York State income tax. A *"Qualified Scholarship"* includes certain educational assistance allowances under federal law as well as certain payments for educational expenses that are exempt from federal income tax, or the 10% Federal Penalty. You should consult a qualified educational or tax advisor to determine whether a particular payment or benefit constitutes a Qualified Scholarship. The entire amount of a withdrawal on account of a Qualified Scholarship is includable in computing the New York taxable income of the Account Owner (other than the portion of any such withdrawal that was not previously deductible for New York personal income tax purposes).

<u>Attendance at a U.S. Military Academy</u>. If the Beneficiary attends the United States Military Academy, the United States Naval Academy, the United States Air Force Academy, the United States Coast Guard Academy, or the United States Merchant Marine Academy (*"U.S. Military Academy"*), you may select a new Beneficiary, withdraw from the Account up to the costs of advanced education at the U.S. Military Academy, or authorize all or a portion of such amount to be withdrawn and paid to the Beneficiary without imposition of the 10% Federal Penalty, but earnings will be subject to any applicable federal income tax at the recipient's tax rate. If you select a new Beneficiary who is a Member of the Family of the former Beneficiary (see **"—Substituting Beneficiaries"**) you will not owe federal or New York State income tax. The entire amount of a withdrawal on account of attendance at a U.S. Military Academy is includable in computing the New York taxable income of the Account Owner (other than the portion of any such withdrawal that was not previously deductible for New York personal income tax purposes).

Rollovers to a Non-New York 529 Plan

You may roll over all or part of the balance of your Program Account to a Non-New York 529 Plan without incurring any federal income taxes or penalty if: (i) such rollover is to an account for the same Beneficiary (provided that such rollover does not occur within 12 months from the date of a previous transfer to any qualified tuition program for the benefit of the Beneficiary) or to an account for a Member of the Family of that Beneficiary; and (ii) the rollover is completed within 60 days of withdrawal. **Such rollover, however, would be subject to New York State taxes on earnings, as well as the recapture of previous New York tax deductions taken for contributions to the Account.**

Transfer to Another Account within New York Program

For a transfer to another Account within the New York Program for the same Beneficiary, see **"Contributions—** *Transfer within New York Program for Same Beneficiary"* above. For a transfer to another Account within the New York Program for another Beneficiary, see **"Contributions**—*Transfer within New York Program for Another Beneficiary"* above.

Contingent Deferred Sales Charge

Four classes of Portfolio Units are offered. If you have selected Class A (in certain limited circumstances), Class B, or Class C Units and make a withdrawal (including a Qualified Withdrawal) or an Investment Exchange to Portfolio Units in another Class within a certain period of time, you may pay a contingent deferred sales charge. For more information on sales charges, please refer to **"SECTION 7. FEES AND CHARGES"** and **"APPENDIX B: FEES AND EXPENSES."**

Unused Account Assets

If assets remain in an Account after the Beneficiary has determined not to complete or has completed higher education, you as Account Owner may exercise one or more of three options:

1. You can keep all or a portion of the remaining assets in the Account to pay future Qualified Higher Education Expenses, such as graduate or professional school expenses, of the existing Beneficiary.

2. You can change the Beneficiary to a Member of the Family.

3. You can withdraw all or a portion of the remaining assets.

The first two options will not result in federal and New York income tax liability. The third option may result in federal and New York or other state income tax liability, including the 10% Federal Penalty. You should consult with a qualified tax advisor. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT."**

Substituting Beneficiaries

Section 529 permits an account owner to change beneficiaries without adverse federal income tax consequences if the new beneficiary is a Member of the Family of the former beneficiary (as defined below). Otherwise, the change is treated as a Non-Qualified Withdrawal subject to federal and applicable state income tax, as well as the 10% Federal Penalty. There may also be federal and state gift tax, estate tax or generation-skipping tax consequences in connection with changing the beneficiary of a 529 Plan account. You should consult a qualified tax advisor. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT—Federal Gift and Estate Taxes."**

To change a Beneficiary, you must submit the appropriate form. You also must submit a new Enrollment Application, unless you previously had established an Account for the new Beneficiary. At the time you change Beneficiaries, you may reallocate assets in the Account to a different mix of Investment Options.

You may not change the Beneficiary of an Account or transfer funds between Accounts to the extent that the resulting aggregate balance of all Accounts for the new Beneficiary (including all Advisor Plan Accounts and Direct Plan Accounts for the same Beneficiary, regardless of Account Owner) would exceed the Maximum Account Balance.

Assets transferred from one Account to another Account for a different Beneficiary will be used to purchase the same class of Portfolio Units as those being surrendered in connection with the transfer, regardless of the Portfolio that the Account Owner selects to invest in with the transferred funds. The new Portfolio Units will retain the same holding-period characteristics as the previously held Portfolio Units for purposes of calculating any applicable contingent deferred sales charge which may apply. **If you change the Beneficiary of an Account that holds Class A (in certain limited circumstances), Class B, or Class C Units to a Beneficiary nearing college age, it is possible that a withdrawal (including a Qualified Withdrawal) will result in the imposition of a contingent deferred sales charge**.

Note: Assets invested in an Age-Based Investment Option, if not reallocated to a different Investment Option, will automatically be moved to a different Portfolio within the same Investment Option corresponding to the age of the new Beneficiary (unless the new Beneficiary is in the same age bracket as the former Beneficiary).

Member of the Family

A *"Member of the Family"* of the Beneficiary is defined for purposes of Section 529 as any person related to the Beneficiary as follows:

Father, mother, or an ancestor of either;

Son, daughter, or a descendant of either;

Stepfather or stepmother;

Stepson or stepdaughter;

Brother, sister, stepbrother, or stepsister;

Brother or sister of the father or mother;

Brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, or mother-in-law;

Son or daughter of a brother or sister;

Spouse of the Beneficiary or any of the individuals mentioned above; and

First cousin.

A legally adopted child or foster child of an individual is to be treated as the child of such individual by blood, and a half-brother or half-sister is treated as a brother or sister.

Pricing of Portfolio Units and Trade Date Policies

Assets in your Account are invested in one or more Portfolios, depending on the Investment Option(s) you select. The price of a Portfolio Unit is calculated once each business day after the close of trading on the New York Stock Exchange (*"NYSE"*), which is normally 4:00 p.m. Eastern time. The price 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 the Program does not transact purchase or redemption requests.

When you purchase or redeem Portfolio Units, you will do so at the price of the Portfolio Units on the trade date. Your trade date will be determined as follows:

If the Program receives your transaction request (whether to contribute money, withdraw money, or exchange money between Investment Options) in good order on a business day prior to the close of the NYSE, your transaction will receive that day's trade date.

If the Program receives your transaction request in good order on a business day after the close of the NYSE or at any time on a non-business day, your transaction will receive the next business day's trade date.

Notwithstanding the preceding two bullets, EBT contributions will receive a trade date of the business day before the bank debit occurs.

Certain Reserved Rights of the Program Administrators

The Program Administrators reserve the right to:

Refuse, change, discontinue, or temporarily suspend Account services, including accepting contributions, and processing withdrawal requests for any reason including, but not limited to, a closure of the NYSE for any reason other than its usual weekend or holiday closings, any period when trading is restricted by the SEC or any emergency circumstances.

Delay sending out the proceeds of a withdrawal request for up to seven days.

Confirmations and Statements/Safeguarding Your Account

You will receive confirmations for any activity in the Account, except for AIP transactions, which will be confirmed on a quarterly basis only. You will receive quarterly account statements indicating, for the applicable time period: (1) contributions made to the Account; (2) withdrawals made from the Account; (3) Investment Exchanges; and (4) the total value of the Account at the end of that time period.

You can securely access your Account information 24 hours a day through www.ny529advisor.com by obtaining an online user name and password.

The Program uses reasonable procedures to confirm that transaction requests are genuine. However, you may be responsible for losses resulting from fraudulent or unauthorized instructions received by the Program Manager, provided the Program Manager reasonably believes the instructions were genuine. To safeguard your Account, please keep your information confidential. Contact the Program Manager immediately if you believe there is a discrepancy between a transaction you requested and your confirmation statement, or if you believe someone has obtained unauthorized access to your Account.

If you receive a confirmation that you believe does not accurately reflect your instructions—e.g., the amount invested differs from the amount contributed or the contribution was not invested in the particular investment options you selected—you have 60 days from the date of the confirmation to notify the Program Manager of the error. If you do not notify the Program Manager within 60 days, you will be considered to have approved the information in the confirmation and to have released the Program and its Associated Persons from all responsibility for matters covered by the confirmation.

Account Restrictions

In addition to rights expressly stated elsewhere in this Program Brochure, the Program reserves the right to: (1) freeze an Account and/or suspend account services when the Program has received reasonable notice of a dispute regarding the assets in an Account, including notice of a dispute in Account ownership or when the Program reasonably believes a fraudulent transaction may occur or has occurred; (2) freeze an Account and/or suspend account services upon the notification to the Program of the death of an Account Owner until the Program receives required documentation in good order and reasonably believes that it is lawful to transfer Account ownership to the successor Account Owner; and (3) redeem an Account, without the Account Owner's permission, in cases of threatening conduct or suspicious, fraudulent or illegal activity. The risk of market loss, tax implications, penalties, and any other expenses as a result of such an Account freeze or redemption will be solely the Account Owner's responsibility.

Designation of Successor Account Owner

You may designate a successor Account Owner to succeed to all of your rights, title, and interest in and to an Account (including the right to change the Beneficiary or withdraw all or any portion of the assets) upon your death. This designation can be made on the initial Enrollment Application, which is available on our website at www.ny529advisor.com. If you fail to designate a successor Account Owner on the initial Enrollment Application, and subsequently decide to make a designation, or if you wish to revoke or change a designation, you may make the change by submitting the appropriate form in writing to the Program Manager. The Account will become effective for the successor Account Owner once your instructions have been received and processed. If you have designated a successor Account Owner, your successor Account Owner will automatically become the Account Owner upon your death. The successor Account Owner will be required to give the Program Manager a certified copy of a death certificate sufficiently identifying you by name and Social Security number or other proof recognized under applicable law and acceptable to the Program Manager before taking any action regarding the Account following your death. To complete the transfer, your successor Account Owner must also complete a new Enrollment Application.

The assets of an Account for which you have designated a successor Account Owner will not be considered assets of your testamentary estate and will not be subject to probate upon your death. If you have not designated a successor Account Owner, ownership of your Account and all rights related thereto will be determined upon your death as provided in applicable laws for wills, estates, and intestate succession. Generally, ownership of the Account will pass from the Account Owner upon his or her death to the executor or administrator of his or her estate and, subsequently, to a beneficiary of his or her estate by bequest or by operation of law. Account Owners who are concerned with assuring who would exercise control over their Accounts upon their death should designate a successor Account Owner or consult with a qualified estate planning professional. Prior to your death, your successor Account Owner has no rights, authority or control over your Account, and you may revoke or change your designation of the successor Account Owner.

You should also consider consulting a qualified tax advisor about the potential tax consequences of a change in Account Owner at your death.

No Assignments or Pledges

Neither an Account nor any portion thereof may be assigned, transferred or pledged as security for a loan (including, but not limited to, a loan used to make contributions to the Account) or otherwise, either by the Account Owner or by the Beneficiary, except for: (i) a change of Beneficiary; (ii) a transfer to another 529 Plan account for which the new beneficiary is the Beneficiary or is a Member of the Family of the Beneficiary; or (iii) a transfer of Account ownership to a successor Account Owner. Any pledge of an interest in an Account will be of no force and effect.

Creditor's Claims

Under federal bankruptcy law, funds contributed to an Account at least 365 days prior to a bankruptcy filing will be excluded from the debtor's bankruptcy estate if the Beneficiary was a child, stepchild, grandchild, or step grandchild of the debtor for the year of contribution. This exclusion from the bankruptcy estate will be subject to (i) a maximum of $5,475 (as adjusted periodically for inflation) for funds contributed to the Program for the Beneficiary between 365 and 720 days prior to the bankruptcy filing and (ii) a general limitation to an aggregate amount not exceeding the total contributions to the Program permitted under Section 529 for the Beneficiary (which may potentially be interpreted to mean the Maximum Account Balance at the time of the bankruptcy filing), as adjusted for changes in the cost of education under a specified index.

In addition, New York law currently provides that Account assets are exempt from money judgments against an Account Owner as follows: (i) fully exempt if the judgment debtor is both the Account Owner and the Beneficiary and is a minor; (ii) fully exempt if the Account is established in connection with a scholarship program; and (iii) otherwise, exempt up to $10,000 (in the aggregate) if the judgment debtor is the Account Owner. Other states might also provide protection of 529 Plan assets from creditor claims in those states. You should consult with a qualified attorney to determine the applicability and effects of the federal bankruptcy law and relevant New York or other state law with respect to your specific circumstances.

SECTION 4. THE ADVISOR PLAN INVESTMENT OPTIONS

All information in this **SECTION 4, APPENDIX A and APPENDIX B** has been provided by Columbia or the Other Advisors (as defined in **APPENDIX A**) for inclusion herein. Such information has not been independently verified by the Comptroller or HESC and no representation is made by the Comptroller or by HESC as to its accuracy or completeness. No Underlying Fund financial information (other than historic expense ratios of the Underlying Funds in **APPENDIX B**) is included in this Program Brochure. For more information about any Underlying Fund, or for instructions on ordering a copy of an Underlying Fund's current prospectus, please refer to **APPENDIX A**. Fee and expense information concerning Portfolio Unit classes, Investment Options and Underlying Funds, including fees applicable to certain Portfolio Unit classes upon certain withdrawals or Investment Exchanges, is included in **APPENDIX B**.

How Contributions Are Invested

The general investment options of the Advisor Plan that are currently offered under this Program Brochure include a Customized Portfolio Investment Option, an Asset Allocation Portfolio Investment Option and an Age-Based Investment Option. These investment options have not been designed to provide any particular total return over any particular time period or investment horizon. See **"APPENDIX A: INVESTMENT OPTIONS"** for a description of the various investment options offered under the Advisor Plan. Portfolios may be modified or terminated from time to time and additional Portfolios may be added in the future.

You may allocate contributions to any one or more of the Portfolios. Note that contributions to the Age-Based Investment Option are subject to special procedures, as described below. Although you may select from among Portfolios for contributions made to your Account, and may vary the Portfolios selected in connection with each contribution, under federal law neither Account Owners nor Beneficiaries may exercise any investment discretion, directly or indirectly, over contributions to an Account or over any earnings on contributions except as otherwise explicitly permitted by Section 529 and regulations or other guidance thereunder. Accordingly, once made, contributions and any earnings thereon may be transferred to another Portfolio only in limited circumstances (generally, once per calendar year or in connection with a change of Beneficiary, **except for 2009, for which a special IRS rule permits two investment changes in 2009, such as a transfer,** or, automatically, in connection with the Age-Based Investment Option or with the Automated Dollar Cost Averaging Program). See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Changing Investment Options within the Plan"** for information about changing the Portfolios in which an Account is invested.

Choosing an Investment Option

The Portfolios described in this Program Brochure allow Account Owners to direct contributions to Portfolios employing different strategies. The following general statements may be a useful starting point in choosing Portfolios. More information about the Portfolios, including anticipated asset allocations and descriptions of their Underlying Funds, is contained in **"APPENDIX A: INVESTMENT OPTIONS."** You should consult your financial advisor when selecting Portfolios and evaluating which Portfolio(s) to select for your Account or if you wish to evaluate your individual financial circumstances. The Program does not offer financial advice. See **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN—No Suitability Determination."**

Customized Portfolio Investment Option

By selecting the Customized Portfolio Investment Option, you may choose from among a number of Single Fund Portfolios, each of which invests all or substantially all of its assets in a single Underlying Fund. Because a Single Fund Portfolio invests in only one Underlying Fund, the investment strategies of the designated Underlying Fund are determinative of the investment strategies of the corresponding Single Fund Portfolio. In addition, the performance of a Single Fund Portfolio is dependent upon the performance of the single designated Underlying Fund. As a result, a Single Fund Portfolio may be more volatile than another type of Portfolio, which may be more broadly diversified through investments in several Underlying Funds, and an Account Owner is encouraged to consult with his or her financial advisor before selecting one. Note that a Single Fund Portfolio's Underlying Fund may change from time to time without prior notice to you, but you will be informed of any such change by receiving either a new Program Brochure, a supplement to this Program Brochure, or other written communication from the Program. An Account Owner may wish to consider diversifying his or her college savings by investing in other Portfolios or other investment vehicles in addition to a Single Fund Portfolio. Before designating any Single Fund Portfolio, an Account Owner should refer to the current prospectus of its Underlying Fund. For information on how to obtain the prospectuses of the Underlying Funds, please refer to **APPENDIX A**.

A list of each Single Fund Portfolio, the name of the Underlying Fund in which it invests, the investment goal of the Underlying Fund and the principal risks of investing in the Underlying Fund is found under **"Description Of Investment Options and Their Target Allocations—Customized Portfolio Investment Option"** in **APPENDIX A**.

Asset Allocation Portfolio Investment Option

Each of the Asset Allocation Portfolios invests in several Underlying Funds. Note that an Asset Allocation Portfolio's Underlying Funds, asset allocations and mix of equity funds and fixed income funds may change from time to time without prior notice to you, but you will be informed of any such change by receiving either a new Program Brochure, a supplement to this Program Brochure, or other written communication from the Program. The current target asset allocations approved by the Comptroller for each of the Asset Allocation Portfolios are described under **"Description of Investment Options and Their Target Allocations—Asset Allocation Portfolio Investment Option—Target Allocations of Asset Allocation Portfolios"** in **APPENDIX A**. A description of each Asset Allocation Portfolio and the principal investment risks of investing in each Asset Allocation Portfolio is set forth under **"Description of Investment Options and Their Target Allocations—Asset Allocation Portfolio Investment Option"** in **APPENDIX A**.

Age-Based Investment Option

If you choose the Age-Based Investment Option, your contribution will be invested in one of six designated Asset Allocation Portfolios for the Age-Based Investment Option with the risk profile tailored to the Beneficiary's age (which is used to approximate when the Account Owner will withdraw contributions to pay for the Beneficiary's Qualified Higher Education Expenses). The assets you invest in the Age-Based Investment Option will automatically be shifted among the Asset Allocation Portfolios as the Beneficiary ages. In general, for younger Beneficiaries, Account assets will be invested more heavily in Underlying Funds that invest in stocks to capitalize on the longer investment horizon and to try to maximize potential returns. As time passes, Account assets are automatically moved into Asset Allocation Portfolios that invest more heavily in Underlying Funds that invest in bonds and cash equivalent investments to preserve capital. Please note that investments in fixed income securities are also subject to investment risk, including risk of loss. Please see **"Description of Investment Options and Their Target Allocations—Age-Based Investment Option"** in **APPENDIX A** for a further description of the Age-Based Investment Option.

Changes in the Portfolios, Underlying Funds, and Asset Allocations

Contributions to the Portfolios are invested in accordance with the various Investment Options approved by the Comptroller. The Comptroller may change the Investment Options at any time without the Account Owner's consent. At least annually, Columbia, in consultation with the Program Manager, will review the then-current Investment Options of the Advisor Plan and determine whether or not to propose any change to the existing Investment Options. Such changes may include, among other things, the addition of new Portfolios, changes in the allocation percentages of existing Portfolios and the addition of new Underlying Funds (which may or may not be mutual funds) and the removal of existing Underlying Funds from Portfolios. Any such action affecting a Portfolio may result in an Account Owner's contributions being reinvested in a Portfolio different from the Portfolio in which contributions were originally invested or in Underlying Funds different than those currently set forth in **APPENDIX A.**

A Portfolio's actual asset allocations may vary from the targeted allocations specified in **APPENDIX A: INVESTMENT OPTIONS** due to the performance of the Underlying Funds. Columbia expects to "rebalance" the

Asset Allocation Portfolios and the Asset Allocation Portfolios of the Age-Based Investment Option periodically by selling and/or purchasing shares of the relevant Underlying Funds, thereby bringing the Portfolios' asset allocations back to the targeted allocations.

The Comptroller, Columbia and the Program Manager reserve the right to discontinue offering Units in any Portfolio or to offer Units of additional Portfolios at any time. In addition, Portfolios (or any Underlying Fund in which a Portfolio invests) may be merged, terminated or reorganized at any time. All of these actions can be taken without the consent of Account Owners.

Account Owners and Beneficiaries will not have the right, directly or indirectly, to exercise any voting rights with respect to the shares of Underlying Funds held on behalf of the Accounts by the Portfolios.

SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN

Investing in the Advisor Plan involves certain risks, including the possibility that you may lose money over short or even long periods of time. In addition to the investment risks of the Portfolios described below in **APPENDIX A: "INVESTMENT OPTIONS—Underlying Fund Risks,"** there are certain risks relating to the Advisor Plan generally, as described more fully below. This list does not constitute an exhaustive summary of the factors you should consider before making a contribution to the Advisor Plan. You should consult your tax or financial advisor before making a contribution or determining what portion of your savings for the Beneficiary's higher education costs should be invested in the Advisor Plan.

No Direct Investment in Mutual Funds or Registered Securities

Although money contributed to the Accounts will be invested in Portfolios that hold mutual funds (among other types of investments), none of the Trust, the Advisor Plan, or any of the Advisor Plan's Investment Portfolios is a mutual fund, and an investment in the Program is not an investment in shares of any mutual fund. 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 SEC or any state, nor are the Trust, the Program, or the Program's Portfolios registered as investment companies with the SEC or any state.

No Guarantee of Principal or Earnings; No Insurance

The value of your Account may increase or decrease over time based on the performance of the Underlying Funds and Portfolio(s) that make up the Investment Option(s) you select. It is possible that, at any given time, your Account's value may be less than the total amount contributed. Neither the Advisor Plan, nor any of its Associated Persons, any agency or instrumentality of the federal government, any fund established by the State of New York or through operation of New York law for the benefit of holders of insurance contracts or policies generally, the Other Advisors or their affiliates, any agent, representative or subcontractor retained in connection makes any guarantee of, insures or has any legal or moral obligation to insure, either the ultimate payout of all or any portion of the amount contributed to an Account or any investment return, or an investment return at any particular level, on an Account. Advisor Plan Accounts are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other federal or state government agency.

Limited Investment Direction

An Account Owner may not direct how a Portfolio's assets are invested. The ongoing management of Advisor Plan investments is the responsibility of the Comptroller, Upromise Investments and Columbia. In addition, an Account Owner is limited under federal law in his or her ability to change the investment allocation for previous contributions and earnings.

Limited Liquidity

Investment in the Program involves the risk of reduced liquidity regarding your investment. Once you open an Account for a Beneficiary, the circumstances under which funds may be withdrawn from the Account without federal and state tax liability, including the 10% Federal Penalty and, in certain instances, recapture of New York State tax deductions, are limited.

No Suitability Determination

The relative risks, costs and potential rewards of investing under any of the Advisor Plan's Investment Options vary considerably. Neither the Program Administrators nor any other person described in this Program Brochure has determined, or assumed any obligation to determine, whether any investment by any Account Owner under any Investment Option or combination of the Investment Options is suitable or appropriate in light of the needs, financial circumstances and investment horizon of the Account Owner or the Beneficiary. This Program Brochure does not constitute a recommendation, and no person described herein, by its participation in the Advisor Plan or otherwise, recommends or intends to recommend any investment by any Account Owner in the Advisor Plan or in any Investment Option or combination of Investment Options. Other types of investments and other types of college savings vehicles may be more appropriate depending upon your personal circumstances.

Potential Changes to the Program

The Program Administrators reserve the right, in their sole discretion, to discontinue the Program, or to change any aspect of the Program. For example, the Program Administrators may change the Advisor Plan's fees and charges; add, subtract, or merge Portfolios; close a Portfolio to new investors; or change the Underlying Fund(s) of a Portfolio. Depending on the nature of the change, Account Owners may be required to participate, or prohibited from participating, in the change with respect to Accounts established before the change.

Limitations imposed by New York State law may require the Portfolios to invest assets differently from the manner described in **"SECTION 4. THE ADVISOR PLAN INVESTMENT OPTIONS."** This, in turn, may affect the performance of the Portfolios.

Management Agreement Term and Successor Managers

Under New York law, the Comptroller and HESC must solicit competitive bids for a new Program Manager whose appointment would be effective at the scheduled termination of the current Management Agreement with Upromise Investments on August 28, 2010. In certain circumstances Upromise Investments may cease to be the Program Manager, or Columbia may cease to be the Investment Manager, before the scheduled termination date. Under the Management Agreement and certain related agreements, the Program Administrators may hire new or additional entities in the future to manage all or part of the Advisor Plan's assets. See **"SECTION 8. LEGAL AND ADMINISTRATIVE INFORMATION—Certain Contractual Matters."**

If a new Program Manager were selected, Account Owners might have to establish new Accounts in order to make additional contributions to the Program. The fee and compensation structure applicable to a new Program Manager, or that applicable to Upromise Investments under a new Management Agreement, might be different from the fees and expenses currently charged. Additionally, a successor Investment Manager may achieve different investment results than would have been achieved by Columbia, even if managing similar Investment Options.

Uncertainty of Tax Consequences

Federal and New York State law and regulations governing the administration of 529 Plans could change or be interpreted in the future in a manner that could result in adverse tax consequences. The United States Department of the Treasury (the *"Treasury Department"*) has issued proposed regulations under Section 529 (the *"Proposed Regulations"*), issued an advance notice of proposed rulemaking (*"Advance Notice"*), and, in conjunction with the Internal Revenue Service (*"IRS"*), published certain notices with respect to the anticipated modification of the Proposed Regulations (the *"Notices"*). As of the date of this Program Brochure, taxpayers may rely upon the Proposed Regulations and the Notices until final regulations are issued or other further action is taken by the Treasury Department. The Proposed Regulations and the Notices do not, however, provide guidance on certain aspects of the Program.

It is uncertain when the Treasury Department may issue final regulations or, if it does, to what extent such final regulations will differ from the Proposed Regulations, Advance Notice and Notices. Other administrative guidance or court decisions might be issued which would adversely affect the federal tax consequences with respect to the Program or contributions to, or withdrawals from, Accounts. Congress could also amend Section 529 or other federal law in a way that would materially change or eliminate the federal tax treatment described herein. The Comptroller, HESC and the Program Manager intend to modify the Program according to applicable law for the Program to meet the requirements of Section 529. If the Program, as currently structured or as subsequently modified, does not meet the requirements of Section 529 for any reason, the tax consequences to the Account Owners and Beneficiaries are uncertain and it is possible that Account Owners could be subject to taxes currently on undistributed earnings in their respective Accounts as well as to other adverse tax consequences. You should consult with a qualified tax advisor.

In addition, changes in or interpretations of the law governing any of the federal and state and local tax consequences described herein may result in adverse tax consequences and may require material changes to the Program's operations in order for the anticipated federal and New York State and local tax consequences to apply.

The discussions herein of New York State and local tax matters are based on opinions of the New York State Department of Taxation and Finance (*"DTF"*) that DTF has based on the conclusion that the Program is a qualified tuition program within the meaning of Section 529. There can be no assurance that there will not be subsequent official interpretations or court decisions which would adversely affect the New York State or local tax consequences for Account Owners and Beneficiaries or that the federal law or the New York statutes governing aspects of the Program may not be amended in a way which would materially alter or eliminate such consequences. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT—New York State and Local Tax Consequences."**

No Indemnification

The Program, Upromise Investments, Columbia, and each of their respective affiliates will not indemnify any Account Owner or Beneficiary against losses or other claims arising from the official or unofficial acts, negligent or otherwise, of Program Administrators or State employees.

Eligibility for Financial Aid

The ownership of assets in a 529 Plan may have an adverse effect on a Beneficiary's eligibility to receive aid under various financial aid programs. The treatment of 529 Plan assets may vary at different educational institutions, and may change over time. Under New York State law, assets in an Account are not taken into consideration in determining the eligibility of the Beneficiary or the Account Owner of the Account for financial aid under any New York State-administered financial aid programs, such as the Tuition Assistance Program.

In making decisions about eligibility for financial aid programs offered by the U.S. government and the amount of such aid required, the U.S. Department of Education takes into consideration a variety of factors, including among other things the assets owned by the student (i.e., the beneficiary) and the assets owned by the student's parents. The U.S. Department of Education generally expects the student to spend a substantially larger portion of his or her own assets on educational expenses than the parents. Beginning with the 2009/2010 school year, available balances in a 529 Plan account will be treated as an asset of (a) the student if the student is an independent student or (b) the parent if the student is a dependent student, regardless of whether the owner of the 529 Plan account is the student or the parent. However, other aid programs, including programs funded by other states or by educational institutions, may count such assets differently when determining eligibility for aid under those programs.

The federal and non-federal financial aid program treatment of assets in a 529 Plan are subject to change at any time. You should therefore check and periodically monitor the applicable laws and other official guidance, as well as particular program and institutional rules and requirements, to determine the impact of 529 Plan assets on eligibility under particular financial aid programs.

Amount of and Inflation in Qualified Higher Education Expenses

There is no guarantee that the money in your Account will be sufficient to cover all of a Beneficiary's higher education expenses, even if contributions are made in the maximum allowable amounts for the Beneficiary. The future inflation in Qualified Higher Education Expenses is uncertain and could exceed the rate of investment return earned by any or all the Investment Options over the corresponding periods.

Education Savings and Investment Alternatives

In addition to the Advisor Plan, the Program Administrators have selected Upromise Investments to serve as the Program Manager for the Direct Plan within the Trust. The Vanguard Group, Inc. has been selected as the Investment Manager for the Direct Plan, which is not sold through financial advisors and does not offer the

Investment Options that are available under the Advisor Plan. However, the fees and expenses of the Direct Plan are lower, and you may wish to consult your financial advisor regarding the Direct Plan.

There are many Non-New York 529 Plans, including 529 Plans designed to provide prepaid tuition and certain other educational expenses, as well as education savings and investment alternatives that differ from the Advisor Plan. Other 529 Plans, and other alternatives, may offer state tax benefits and other benefits unavailable under the Program. These alternative programs may offer different investment vehicles, may entail different tax and other consequences and may have different eligibility requirements and other features, as well as fees and expenses that may be more or less than those charged by the Advisor Plan. You should consider other investment alternatives before establishing an Account in the Advisor Plan.

No Guarantee of Admission to any Institution and Related Matters

There is no guarantee or commitment either from the State of New York, the Comptroller, HESC, Upromise Investments, Columbia or any other person that: (i) any Beneficiary will be admitted to any institution (including any Eligible Educational Institution); (ii) upon admission to an institution, the institution will permit any Beneficiary to continue to attend; or (iii) any Beneficiary will graduate or receive a degree from any institution. New York State residency for a Beneficiary will not be established for tax, financial aid eligibility, or any other purpose merely because of his or her designation as the Beneficiary of a Program Account.

If the Beneficiary does not apply for admission to attend any Eligible Educational Institution, is not accepted for admission to an Eligible Educational Institution, does not achieve satisfactory academic performance, or is otherwise not permitted to continue to attend an Eligible Educational Institution, then earnings withdrawn from the Account may be subject to federal and applicable state income tax, as well as the 10% Federal Penalty. For New York State and local income tax purposes, the portion of such a Non-Qualified Withdrawal attributable to earnings and to previously deducted contributions would be includable in computing taxable income. See **"SECTION 6. FEDERAL AND STATE TAX TREATMENT."**

Medicaid and Other Federal and State Noneducational 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 a 529 Plan account may affect eligibility for Medicaid or other state and federal noneducational benefits.

Regulatory Matters

CMA and CMD (collectively, the *"Columbia Group"*) are subject to an Assurance of Discontinuance with the New York Attorney General (*"NYAG"*) (the *"NYAG Settlement"*) and a cease-and-desist order by the SEC (the *"SEC Order"*) on matters relating to mutual fund trading in certain Columbia Funds, including some of the Underlying Funds held in the Portfolios. The SEC Order and the NYAG Settlement are referred to collectively as the *"Settlements."*

In connection with Columbia Management Group, LLC's providing services to the Columbia Funds, the Board of Trustees of such Funds has agreed to conform to certain governance requirements, including the election of an independent board chair. Under the terms of the SEC Order, the Columbia Group agreed, among other things, to: pay disgorgement and civil money penalties; cease and desist from violations of the antifraud provisions and certain other provisions of the federal securities laws; maintain certain compliance and ethics oversight structures; retain an independent consultant or senior officer to review the Columbia Group's applicable supervisory, compliance, control and other polices and procedures; and retain an independent distribution consultant and independent fee consultant. The NYAG Settlement also, among other things, requires Columbia Management and its affiliates to reduce management fees for certain of the Columbia Funds and other mutual funds through late 2009 and to make certain disclosures to investors relating to expenses.

As a result of these matters or any adverse publicity or other developments resulting from them, including lawsuits brought by shareholders of the affected Columbia Funds, there may be increased redemptions or reduced sales of Columbia Fund shares, which could increase transaction costs or operating expenses, or have other adverse consequences for the Columbia Funds.

Copies of the SEC Order and the Bank of America Corporation Form 8-K filing which incorporates the NYAG Settlement are available on the SEC's website at http://www.sec.gov.

SECTION 6. FEDERAL AND STATE TAX TREATMENT

The following discussion summarizes certain aspects of federal, New York State and local income, gift, estate and generation-skipping transfer tax consequences relating to the Trust and to contributions to, earnings of, and withdrawals from the Accounts.

The summary is not exhaustive and is not intended as individual tax advice. In addition, there can be no assurance that the IRS or the DTF will accept the conclusions reached herein or, that if challenged by the IRS or the DTF, such conclusions would be sustained in court. The applicable federal, State and local tax rules are complex, certain of the rules are at present uncertain and their application to any particular person may vary according to facts and circumstances specific to that person. You should consult a qualified tax advisor regarding the application of federal, state, and local tax law to your circumstances.

This summary and all other statements in this Program Brochure concerning U.S. and state tax issues (i) are not offered as individual tax advice to any person (including any Account Owner or Beneficiary), (ii) are provided as general information in connection with the promotion or marketing of the Program, and (iii) are not provided or intended to be used, and cannot be used by any taxpayer, for the purpose of avoiding U.S. tax penalties.

The summary is based on the relevant provisions of the Code and New York State and local tax law, Proposed Regulations, the Advance Notice, Notices, IRS rulings, opinions of the DTF regarding New York tax matters, and legislative history and interpretations of applicable federal and New York law existing on the date of this Program Brochure. The Program received a ruling from the IRS on May 30, 2001 providing that the Program, as then operated, satisfied the requirements for exemption from federal income tax as a qualified tuition program described in Section 529. However, it is possible that Congress, the New York State Legislature, the Treasury Department, the IRS, the DTF and other taxing authorities or the courts may take actions that will adversely affect the tax law consequences described, and such adverse effects may be retroactive. The Treasury Department has issued no final tax regulations concerning qualified tuition programs, and, when issued, such regulations may alter the tax consequences summarized herein, may condition realization by Account Owners of the tax benefits described herein upon compliance by Account Owners with requirements prescribed by such regulations, or may require Program changes to permit Account Owners to realize such tax benefits. See **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN—Uncertainty of Tax Consequences."** This Program Brochure does not address the potential effects on Account Owners or Beneficiaries of the tax laws of any country other than the United States or any state other than New York.

Under current federal and New York State tax law you and the Beneficiary should retain records, invoices or other documents and information adequate to substantiate: (i) particular expenses which you or the Beneficiary claim to be Qualified Higher Education Expenses; (ii) withdrawals due to death or Disability of, or receipt of a Qualified Scholarship or attendance at a Military Academy by, a Beneficiary; (iii) the earnings component of and compliance with the timing requirements applicable to qualified Rollovers; and (iv) the earnings component of contributions funded with proceeds from Qualified Savings Bonds or Coverdell Accounts, because it is the responsibility of you and the Beneficiary to substantiate contributions to, and withdrawals and transfers from, the Program if the IRS or any state taxing authority so requires. You and the Beneficiary should consult a qualified tax advisor as to what documentation may be required.

We strongly encourage Account Owners and Beneficiaries to consult with their tax advisors regarding the tax consequences of contributing money to, or withdrawing money from, a 529 Plan account.

529 Plans Generally

529 Plans allow individuals and certain other entities to provide for the education-related expenses of a beneficiary in a tax-advantaged manner. To be eligible for these tax benefits, the funds from a 529 Plan account must be used to pay the Qualified Higher Education Expenses of the beneficiary at an Eligible Educational Institution. The terms *"Qualified Higher Education Expenses"* and *"Eligible Educational Institutions"* are generally defined in **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Withdrawals."**

Contributions and Withdrawals

Contributions to an Account do not constitute taxable income to the Beneficiary. In addition, while contributions by an Account Owner to an Account may be deductible by the Account Owner in an amount up to $5,000 for individuals and $10,000 for spouses filing jointly for New York personal income tax purposes, they are not similarly deductible for federal income tax purposes. However, the income earned on any such contributions may generally grow free from federal income tax until distributed. The earnings portion of distributions that are Qualified Withdrawals or qualified Rollovers is not subject to federal income taxation. The earnings portion of other distributions, including Non-Qualified Withdrawals, withdrawals made on account of the death or Disability of the Beneficiary, or withdrawals made on account of receipt of a Qualified Scholarship or attendance at a Military Academy by the Beneficiary, as described below, is includable in computing the distributee's taxable income for the year in which the withdrawals are paid. For these purposes, if a withdrawal is paid to the Beneficiary or to a Qualified Higher Education Institution for the Beneficiary, the Beneficiary is considered the distributee; and for all other withdrawals, the Account Owner is considered the distributee.

In addition, the earnings portion of Non-Qualified Withdrawals is subject to the 10% Federal Penalty. However, the 10% Federal Penalty does not apply to Qualified Withdrawals or to withdrawals made on account of: (i) the death (when paid to the Beneficiary's estate) or Disability of the Beneficiary; (ii) a qualified Rollover, as described below; (iii) the use of the Hope Scholarship tax credit or Lifetime Learning tax credit as allowed under federal income tax law, where such withdrawals are not treaded as being used to pay for Qualified Higher Education Expenses because of the use of such credits; or (iv) receipt of a Qualified Scholarship or attendance at a Military Academy by the Beneficiary to the extent of the scholarship amount or the cost of attendance at such Military Academy. For this purpose, a Qualified Scholarship also includes certain educational assistance allowances under federal law and certain payments for educational expenses or attributable to attendance at certain educational institutions that are exempt from federal income tax.

Any withdrawal will be treated as consisting in part of contributions to an Account and in part of earnings. All New York Program Accounts in the Advisor Plan and the Direct Plan having the same Account Owner and Beneficiary will be aggregated for purposes of calculating the earnings portion of a particular withdrawal. This calculation will be made as of the date of such withdrawal. Thus, if an Account Owner has established more than one New York Program Account for the same Beneficiary, an amount withdrawn from assets invested under one Account or Investment Option may carry with it a greater or lesser amount of earnings than the earnings attributable to the Account or Investment Option from which the distribution is made. All Advisor Plan Accounts and Direct Plan Accounts having the same Beneficiary will be aggregated (regardless of Account Owner) for purposes of determining compliance with the Program's Maximum Account Balance limit.

Qualified Rollovers

An account owner may transfer all or part of the funds in a 529 Plan account to an account in another state's 529 Plan without adverse federal income tax consequences if the transfer occurs within 60 days and the recipient account is established for the benefit of: (i) the same beneficiary, but only if such rollover does not occur within 12 months from the date of a previous transfer to any qualified tuition program for the benefit of the beneficiary; or (ii) an individual who is a *"Member of the Family"* of the original beneficiary. A rollover from the New York Program to a Non-New York 529 Plan will be treated as a Non-Qualified Withdrawal for New York income tax purposes. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Contributions**—*Transfers within New York Program"* and **"SECTION 6. FEDERAL AND STATE TAX TREATMENT—New York State and Local Tax Consequences."**

Other Contributions and Transfers

An individual may generally transfer into a 529 Plan account, without adverse federal income tax consequences, all or part of: (i) funds held in another account in the same qualified tuition program for a Member of the Family of the beneficiary of the receiving account, if the funds are transferred directly between the accounts or contributed to the receiving account within 60 days of the withdrawal from the distributing account; (ii) funds from a Coverdell Account described by Section 530 of the Code; or (iii) the proceeds from the redemption of a Qualified Savings

Bond described in Section 135 of the Code. Transfers between accounts for the same beneficiary within the same qualified tuition program are treated as investment reallocations subject to the once-per-calendar-year limitation **(except for 2009, for which a special IRS rule permits two investment changes in 2009, such as a reallocation)**, but must be made directly between the accounts, without being withdrawn and recontributed, to avoid adverse tax consequences. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Contributions."** For additional information regarding potential New York state tax consequences, see **"SECTION 6. FEDERAL AND STATE TAX TREATMENT—New York State and Local Tax Consequences."**

Other Higher Education Expense Benefit Programs

The tax benefits afforded to 529 Plans 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. The coordinated programs include the Coverdell Accounts under Section 530 of the Code and the Hope Scholarship and Lifetime Learning tax credits under Section 25A of the Code.

Coverdell Accounts

An individual may contribute money to, or withdraw money from, both a 529 Plan account and a Coverdell Account in the same year. The same expenses, however, cannot count both as "qualified education expenses" for Coverdell Account purposes and as Qualified Higher Education Expenses for purposes of Section 529. Accordingly, to the extent the total withdrawals from both programs exceed the amount of the Qualified Higher Education Expenses incurred that qualifies for tax-free treatment under Section 529, the recipient must allocate his or her Qualified Higher Education Expenses between both such withdrawals in order to determine how much may be treated as tax-free under each program.

Hope Scholarship and Lifetime Learning Tax Credits

The use of a Hope Scholarship tax credit or Lifetime Learning tax credit by a qualifying Account Owner and Beneficiary will not affect participation in or receipt of benefits from an Account, so long as any withdrawal from the Account is not used for the same expenses for which the credit was claimed.

Coordination with United States Savings Bonds Provisions

A 529 Plan account owner who meets certain age and income limitations and who makes contributions to the 529 Plan account, the beneficiary of which is the account owner, the account owner's spouse or an eligible dependent of the account owner, may be allowed to exclude all or a portion of income from certain Qualified Savings Bonds issued after 1989 in computing the account owner's federal taxable income for the year in which a contribution to the account is made. In those circumstances, some or all of the income on the Qualified Savings Bond may be recognized at the time of a subsequent distribution from the account.

Federal Gift and Estate Taxes

Contributions (including certain rollover contributions) to a 529 Plan account generally are considered completed gifts to the beneficiary for federal gift, estate and generation-skipping transfer tax purposes and are potentially subject to federal gift tax or generation-skipping transfer tax. Generally, if contributions by a contributor to an Account for a Beneficiary together with all other gifts by the contributor to the Beneficiary, including contributions to all Non-New York 529 Plans for such Beneficiary, do not exceed the federal annual exclusion amount of $13,000 for 2009 ($26,000 for a married contributor who elects to split gifts with his or her spouse for 2009), such contributions will not be subject to the federal gift tax or generation-skipping transfer tax. (The annual exclusion amount is periodically adjusted for inflation.) Except in the situations described below, if the account owner were to die while assets remain in a 529 Plan account, the value of the account would not be included in the account owner's estate.

In cases where contributions to a 529 Plan account exceed the applicable annual exclusion amount for a single beneficiary, the contributions may be subject to federal gift tax and possibly generation-skipping transfer tax in the year of contribution. However, in these cases, a contributor may elect to apply the contribution against the annual exclusion equally over a five-year period, by filing a gift tax return and making this election for the year in which the gift was made. This option is applicable only for contributions up to five times the available annual exclusion amount in the year of the contribution. For example, for 2009, the maximum contribution that may be made using this election would be $65,000 (or $130,000 for spouses electing to split gifts by a duly filed gift tax return). Once this election is made, if the contributor makes any additional gifts to the same beneficiary in the same or the next four years, such additional gifts may be subject to gift or generation-skipping transfer tax in the calendar year of each such additional gift. If the contributor chooses to use the five-year forward election and dies before the end of the five-year period, the portion of the contribution allocable to the calendar years remaining in the five-year period (beginning with the calendar year after the contributor's death) would be included in the contributor's estate for federal estate tax purposes.

Each contributor currently has a $1,000,000 lifetime exclusion that may be applied to gifts greater than the annual exclusion amounts referred to above. A married couple may elect to split gifts and apply their combined exemptions of $2,000,000 to gifts made by either of them. The $2,000,000 lifetime gift tax exclusion also would apply to gifts of community property. Although the IRS requires gift tax returns to be filed for gifts greater than the annual exclusion amount, no gift tax will be due until the lifetime exemptions have been used. An Account Owner or potential Account Owner should consult a qualified tax advisor regarding the applicability of gift, estate and generation-skipping transfer taxes to Program Account transactions.

The Code provides that amounts distributed on account of the death of a 529 Plan beneficiary are included in the gross estate of that beneficiary for federal estate tax purposes. Although the Proposed Regulations provide that all amounts in a 529 Plan account at the time of a beneficiary's death may be included in that beneficiary's gross estate, regardless of whether distributions are made on account of that beneficiary's death, the Advance Notice proposes to modify this rule so that the value of the account will be included in the beneficiary's gross estate only if the entire Account is distributed to the estate of that beneficiary within 6 month's of such beneficiary's death.

A change of the beneficiary of a 529 Plan account or a transfer to an account for another beneficiary will potentially be subject to gift tax only if the new beneficiary is of a younger generation than the beneficiary being replaced or is not a Member of the Family of the beneficiary being replaced. In addition, if the new beneficiary is two or more generations below the beneficiary being replaced, the transfer may be subject to the generation-skipping transfer tax (discussed below). Under the Proposed Regulations, these taxes are imposed on the prior beneficiary; however, the Advance Notice proposes that these taxes be imposed on the Account Owner. You should consult a qualified tax advisor for guidance when considering a change of Beneficiary or a transfer to another Program Account or to an account in a Non-New York 529 Plan and should evaluate the potential gift tax and generation-skipping transfer tax implications to an existing Beneficiary when considering such a change.

Because contributions to a 529 Plan account are treated as completed gifts for federal transfer tax purposes, contributors may also need to be concerned about the generation-skipping transfer tax with respect to their contributions. This tax may apply to contributions greater than the gift tax annual exclusion amount or the amount that may be elected to be ratably spread over the above-referenced five-year period, where the beneficiary of the account is deemed to be a member of a generation that is more than one generation younger than the generation of the contributor. Each taxpayer in 2009 has a $3,500,000 generation-skipping transfer tax exemption that will be allocated to transfers that are subject to generation-skipping transfer tax unless the taxpayer elects otherwise. Account Owners concerned about application of the generation-skipping transfer tax should consult their tax advisors.

You should consult a qualified tax advisor with respect to the potential federal gift, estate and generation-skipping transfer tax consequences of transfers from your Upromise service account.

New York State and Local Tax Consequences

This Program Brochure describes certain New York tax benefits, which are available only to New York taxpayers. If you are not a New York taxpayer, consider before investing whether your or the beneficiary's home state offers a 529 Plan that provides its taxpayers with favorable state tax or other benefits that may only be available through investment in the home state's 529 Plan, and which are not available through investment in the Advisor Plan. Since different states have different tax provisions, this Program Brochure contains limited information about the state tax consequences of investing in the Advisor Plan. Therefore, please consult your financial, tax, or other advisor to learn more about how state-based benefits (or any limitations) would apply to your specific circumstances. You also may wish to contact your home state's 529 Plan(s), or any other 529 Plan, to learn more about those plans' features, benefits and limitations. Keep in mind that state-based benefits should be one of many appropriately weighted factors to be considered when making an investment decision.

Contributions by an Account Owner are deductible in computing the Account Owner's New York taxable income for New York personal income tax purposes in an amount not to exceed $5,000 taken together for all contributions to all Program Accounts of the Account Owner in any taxable year (and only to the extent not deductible or eligible for credit for federal income tax purposes). For contributions to be deductible for a given calendar year, the Account Owner must make them before the end of that year. For New York personal income tax purposes, the Program will treat contributions sent by U.S. mail as having been made the year sent if the United States Postal Service has postmarked the envelopes in which they are sent on or before December 31 of that year (although this treatment is not determinative for federal tax purposes). Regardless of the calendar year for which a contribution is deductible, the trade date of the contribution (and thus the price of the Portfolio Units purchased with the contribution) will be determined based on the day the Program receives the contribution, and with respect to EBT contributions on the business day before the bank debit occurs. See **"SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Pricing of Portfolio Units and Trade Date Policies."**

Spouses who file a joint New York State income tax return may deduct up to $10,000 in contributions made by either spouse even if only one spouse has New York adjusted gross income. Thus, for example, a married couple who files a joint New York State income tax return could deduct $10,000 in determining their New York adjusted gross income if one spouse made contributions of $10,000 to an account or if only one spouse had New York adjusted gross income. If you are a non-resident New York State taxpayer, you should consult a qualified tax advisor to assess whether you should deduct contributions to the Program on your New York State tax returns or instead pay more taxes in New York and, if available, take an increased credit in your home state for such taxes paid to New York.

Contributions to an Account by a third party are not deductible from New York taxable income by the third party or the Account Owner.

Contributions are not includable in computing the New York taxable income of Beneficiaries for New York personal income tax purposes.

The Trust will not pay a New York franchise tax or other tax based on income. The earnings of the Trust credited to an Account will not be includable in computing the New York taxable income of either the Account Owner or the Beneficiary of the Account if the earnings remain in the Account.

The Program has received a letter from the DTF advising that all transfers from an Account in the Program to an account in another state's qualified tuition program that occur on or after January 1, 2003, will be treated as Non-Qualified Withdrawals for New York tax purposes. New York State's Tax Law treats such transfers as a Non-Qualified Withdrawal whether the transfer is to an account of the same designated beneficiary or to an account of a qualified family member and without regard to whether such transfer results in income for federal tax purposes. Accordingly, any portion of the transferred amount attributable to earnings or to contributions for which previous deductions were taken will be included in the distributee's New York gross income.

The DTF further advised the Program that, effective January 1, 2003, all withdrawals from an Account resulting in actual disbursement of funds that are subsequently redeposited by the Account Owner into a Program Account will be treated as Non-Qualified Withdrawals for New York personal income tax purposes, without regard to whether such withdrawal and redeposit will result in income for federal tax purposes. Accordingly, the portion of the withdrawn amount attributable to earnings or to contributions for which previous deductions were taken will be included in the Account Owner's New York gross income. Such a redeposit may result in the availability to the Account Owner of a New York tax deduction for contributions to the Program.

No portion of any Qualified Withdrawal or any withdrawal due to the death or Disability of the Beneficiary of the Account will be includable in computing the New York taxable income of either the Account Owner or the Beneficiary of the Account for New York personal income tax purposes.

The entire amount of Non-Qualified Withdrawals and withdrawals due to a Qualified Scholarship or attendance at a Military Academy received by the Beneficiary from an Account will be includable in computing your New York taxable income for the year in which you make the withdrawal, other than any portion attributable to contributions to the account which were not previously deductible for New York State personal income tax purposes.

The Program has received a letter from the DTF advising that incoming rollover contributions from an account in another qualified tuition program to an Account in the Program that occur within sixty days of the date of the distribution, for the benefit of the Beneficiary or a Member of the Family of the prior Beneficiary, may be eligible to be deducted in computing the Account Owner's New York taxable income for New York personal income tax purposes up to $5,000 ($10,000 if filing jointly). DTF further advised the Program that Upromise savings transferred to your Program Account may be eligible to be deducted in computing the Account Owner's New York taxable income for New York personal income tax purposes.

New York repealed its gift tax on January 1, 2000. The federal estate tax characterization of Account balances, contributions, withdrawals from Accounts and changes in the Beneficiary of an Account governs the characterization of these items for New York estate tax purposes. For Account Owners who are New York City or City of Yonkers taxpayers, the discussion of New York State tax consequences described above governs the computation of taxable income for New York City personal income tax and the City of Yonkers resident income tax surcharge.

Prospective Account Owners should consider the potential impact of income taxes imposed by jurisdictions other than New York State, the City of New York and the City of Yonkers. Other state or local taxes may apply, including gift and estate taxes imposed by other states, depending on the residency or domicile of the Account Owner or the Beneficiary. Account Owners and Beneficiaries should consult a qualified tax advisor about the applicability, if any, of state or local taxes in other jurisdictions and the applicability of New York State and local income, estate and gift taxes on Account Owners and Beneficiaries who are not New York residents.

It is possible that a recipient of money withdrawn from the Program may be subject to income tax on those withdrawals by the state where he or she lives or pays taxes. It is also possible that amounts rolled over into the Program from a Non-New York 529 Plan may be subject to a tax imposed on the Rollover amount by that other state. You should consult with your tax advisor regarding the state tax consequences of participating in the Program.

You should consult a qualified tax advisor with respect to the New York State and local tax consequences of transfers from your Upromise account.

SECTION 7. FEES AND CHARGES

Account Owners will bear expenses at the Advisor Plan level and will also indirectly bear the cost of investing in the Underlying Funds. At the Advisor Plan level, an Account will be subject to certain fees that are charged daily against the assets of each Portfolio, an annual Account fee, certain transaction fees and, depending on the class of Portfolio Units selected, any applicable sales charges. Breakpoint discounts may be available in certain circumstances. The asset-based fees, the annual Account fee, the transaction fees and any applicable sales charges (and related breakpoint discounts), as well as recent expenses of the Underlying Funds, are set forth in **"APPENDIX B: FEES AND EXPENSES."**

Four classes of Portfolio Units *("Class A", "Class B", "Class C"* and *"Class Z"* and, collectively, *"Classes"*) are available (subject to eligibility) for each Portfolio which offers only Class A and Class Z Units. This Program Brochure offers only Class A, B and C Units. Each class has its own sales charge and fee structure. Subject to eligibility, Account Owners may select from among Class A, B and C Units for each contribution they make. Determining which Unit class is best for you depends on the dollar amount you are investing and the age of your Account's Beneficiary and other factors, including when you plan to withdraw assets from your Account. Based on your personal situation, your financial advisor can help you decide which class of shares makes the most sense for you. Note that Class B Units of Portfolios may not be appropriate for purchase if the Beneficiary of an account is 12 years of age or older. Account Owners should check with their broker-dealer to ensure this is a suitable investment for their particular circumstance. Account Owners may choose to invest subsequent contributions in a class of Portfolio Units different from the class of Portfolio Units previously selected. If an Account invests in more than one class of Portfolio Units, the Program Manager will track separately the assets in the Account that are allocable to each class.

The Program Administrators, in their sole discretion, may establish new Advisor Plan-level fees and expenses or increase or otherwise modify existing Advisor Plan-level fees and expenses as they deem appropriate. The fees and expenses of the Underlying Funds may also change at any time. In the future, the Advisor Plan fees and expenses could be higher or lower than those discussed in this Program Brochure.

If you have selected Class A (in certain limited circumstances), Class B, or Class C Units and make a withdrawal (including a qualified withdrawal) or an Investment Exchange to Portfolio Units in another Class within a certain period of time, you may have to pay a contingent deferred sales charge. Please refer to **"APPENDIX B: FEES AND EXPENSES"** for a description of the fees and expenses (including applicable sales charges) and other attributes of the classes of Portfolio Units available under the Advisor Plan.

SECTION 8. LEGAL AND ADMINISTRATIVE INFORMATION

The Comptroller and HESC

The Comptroller and HESC are jointly responsible for implementing and administering the Program.

The New York State Constitution established the position of Comptroller as an independent, statewide elected position. The Comptroller is the administrative head of the Department of Audit and Control, commonly known as the Office of the State Comptroller. The Comptroller is New York State's chief fiscal officer and auditor and is responsible, as sole trustee of the New York State and Local Retirement System and the New York State and Local Police and Fire Retirement System, for more than $100 billion of assets. The Office of the State Comptroller performs the State of New York's pre-and post-audit functions, monitors and reports on other public entities and works to ensure that New York State and its local governments are discharging their responsibilities in an efficient, effective and timely manner.

HESC is an agency of the State of New York created by statute to improve the postsecondary educational opportunities of eligible students through the centralized administration of New York State financial aid and loan programs. HESC coordinates the State of New York's administrative efforts in student financial aid and loan programs with those of the federal government.

Compliance with New York Retirement and Social Security Law

The Trust is subject, on an aggregate basis, to the investment limitations set forth in Article 4-A of the New York State Retirement and Social Security Law (*"Article 4-A"*), as modified by Article 6 of the New York State Finance Law. Among other things, Article 4-A restricts the amount that the Trust can invest in stocks, either directly or through the Underlying Funds. It is possible that Account Owners will allocate their assets among the various Portfolios and among investment options available under the Advisor Plan in such a way that the Trust, in the aggregate, would exceed the statutory limit for stocks. If this occurs, the Program Administrators will direct that certain Portfolios that invest all or partly in stocks reduce their investment in stocks (and increase their investment in bonds or other securities) to the extent necessary for the Trust to comply in the aggregate with the limitation imposed by Article 4-A on stock investments. If this were to happen, appropriate notice (in account statements and on www.ny529advisor.com) would be made to affected Account Owners.

Securities Laws

The staff of the SEC has advised the Comptroller and HESC that it will not recommend any enforcement action to the SEC if, among other things, the Program distributes the interests in the Trust and the Tuition Savings Agreements in reliance upon the exemption from registration provided in Section 3(a)(2) under the Securities Act of 1933, as amended, in reliance on an opinion of counsel to the staff of the SEC to that effect. In addition, the Comptroller and HESC have received a no-action letter from the New York State Attorney General confirming that the Program may conduct the offering of the Trust interests and the Tuition Savings Agreements in New York without registration under the New York State securities law. The Trust interests and the Tuition Savings Agreements are not required to be registered under the securities or "blue sky" laws of any other state or other jurisdiction, and, under current law, interests in the Trust and Tuition Savings Agreements may be offered to individuals in all 50 states and the District of Columbia.

Continuing Disclosure and Financial Audits

Certain financial information and operating data (the *"Annual Information"*) relating to the Trust, and notices of the occurrence of certain enumerated events, will be filed by or on behalf of the Trust with each Nationally Recognized Municipal Securities Information Repository (*"NRMSIR"*) and with a New York State information depository, if one then exists, in accordance with a Continuing Disclosure Certificate relative to the Program, delivered pursuant to Rule 15c2-12 as promulgated by the SEC under the Securities Exchange Act of 1934.

Notices of certain enumerated events will be filed by or on behalf of the Trust with each NRMSIR or the MSRB and with a New York State depository, if one then exists.

The Program Manager is responsible for preparing annual financial statements for the Trust, which shall be audited by a nationally recognized firm of independent certified public accountants. The Annual Information is hereby incorporated by reference herein.

Tax Withholding and Reports

Under the Proposed Regulations, distributions from Accounts are not subject to backup withholding. The Program Manager will report withdrawals and other matters to the IRS, the DTF, Account Owners and other persons, if any, to the extent required pursuant to federal, state or local law, regulation or ruling. Under federal law, the Program Manager will file a separate return with the IRS reporting distributions from an Account to each distributee reflecting, among other information, the earnings portion of Account withdrawals during the calendar year to which the report pertains. Under current federal and state tax law, you should retain records, invoices or other documents and information sufficient to establish the source of Account contributions, particular expenses which you claim to be Qualified Higher Education Expenses, and, if applicable, the death or Disability of, or receipt of a Qualified Scholarship by, the Beneficiary.

Conflicts with Applicable Law

This Program Brochure is for information purposes only. In the event of any conflicts between the description of the Program contained herein and any requirement of federal or New York law applicable to the matters addressed herein, such legal requirement shall prevail over this Program Brochure. Applicable federal or New York State law will govern all matters pertaining to the Program that are not discussed in this Program Brochure.

Certain Contractual Matters

As Program Manager pursuant to the Management Agreement, Upromise Investments is responsible for the performance of investment management, administrative, record keeping, reporting, regulatory, tax reporting, marketing and other services in connection with the operation of the Advisor Plan in conformance with certain standards established in the Management Agreement. Columbia Management Group, LLC pays Upromise Investment Advisors, LLC for certain program management and administrative services. As Investment Manager pursuant to the Management Agreement and certain related agreements, Columbia will be initially directly responsible for the distribution, marketing and investment management of the Advisor Plan in conformance with certain standards established in such agreements.

Upromise Investments has delegated certain services which it is obligated to perform pursuant to the Management Agreement, with respect to the Advisor Plan, with the consent of the Comptroller and HESC, to Columbia. Columbia and Upromise Investments may hereafter delegate the performance of other services required of them only with the prior written consent of the Comptroller and HESC.

The Management Agreement and related agreements provide that no delegation by Upromise Investments or Columbia of any of their respective duties and obligations will relieve them of any of their respective responsibilities as Program Manager or Investment Manager, as applicable, and Upromise Investments and Columbia will be responsible for the performance of the services by their respective delegates. References to Upromise Investments or Columbia in this Program Brochure include, as relevant, any entity to which Upromise Investments or Columbia delegates its duties to perform services of Upromise Investments or Columbia as referred to above.

Termination of Upromise Investments' participation in the Advisor Plan as Program Manager or of Columbia's participation in the Advisor Plan as Investment Manager may not lead to termination of the other's participation in the Advisor Plan.

Under the terms of the Management Agreement and certain related agreements, Upromise Investments and Columbia are required to treat all Account Owner and Beneficiary information confidentially. Upromise

Investments and Columbia are prohibited from using or disclosing such information, except as may be necessary to perform their obligations under the terms of the Management Agreement and such agreements.

Miscellaneous

Please keep the Program Brochure that you have most recently received, all supplements to such Program Brochure and the Tuition Savings Agreement applicable when you opened your Account for future reference. These documents give you important information about the Program, including information about the investment risks associated with, and the terms under which you agree to participate in, the Advisor Plan.

References made herein to certain documents and reports are summaries thereof which are not complete or definitive, and reference is made to those documents and reports for complete information as to the content thereof.

If you have questions about the Program, including requests for an Enrollment Application or other forms, you should visit us at www.ny529advisor.com or call the Program toll-free at 1-800-774-2108. You may also address questions and requests in writing to: New York's 529 College Savings Program Advisor Plan, P.O. Box 55447, Boston, MA 02205-5447.

New York State Personal Privacy Protection Law Notice

Personal Information is being requested from you by the Office of the Comptroller of the New York State (*"Comptroller"*) and the New York Higher Education Services Corporation (*"HESC"*) (the *"Program Administrators"* of New York's 529 College Savings Program), by Upromise Investments, Inc. (the *"Program Manager"*), and by The Vanguard Group, Inc. or Columbia Management Group, LLC (the *"Investment Advisors"*), or their employees agents, or representatives.

Personal Information you submit will be maintained in the records of New York's 529 College Savings Program. The officials responsible for the Program records are the Program co-directors employed by the Comptroller and HESC. Their address is P.O. Box 55440, Boston, MA 02205-8323. The telephone number of the Program is 877-NYSAVES.

Personal information is collected from you under the authority of the New York State College Choice Tuition Savings Program Act (Article 14-A of the New York Education Law) and Section 529. The personal information you submit will be used to maintain records of your contributions to the Program and the earnings on those contributions and to process transactions you request. If you decline to submit the requested information it may be impossible for you to be enrolled in the Program or for the Program to process transactions you request.

The Program Administrators, Program Manager and the Investment Advisors, as applicable, will report to the Account Owner all known instances of unauthorized acquisition of unencrypted computerized data which compromises the security, confidentiality or integrity of your personal information. If such an incident should occur, you will be notified in either writing, by email or by telephone. If it is determined that the cost of providing the notice by any of the above means would, in the aggregate exceed $250,000, or the affected class of persons exceeds $500,000 or if you do not have sufficient contact information on file, a substitute notification, as may be appropriate, will be sent. This may consist of any or all of the following: e-mail notice, conspicuous posting on the websites of the Program Administrators, Program Manager and the Investment Advisors, as applicable, and notification to major statewide media.

Treatment of Personal Information

Under the terms of the Management Agreement, the Program Manager, Upromise Investments, and the Investment Manager, Columbia Management Group, LLC, are required to treat all personal Account information confidentially. The Program Manager and the Investment Manager are prohibited from using or disclosing such personal information, except as may be necessary to perform its obligations under the terms of the Management Agreement with the Program Administrators, or if required by applicable law, by court order or other order.

Upromise Investments maintains Program records as required by Article 14-A of the New York State Education Law, which governs the Program's operations, and applicable New York law. As a result, Upromise Investments does not, for example, share personal information you provide in connection with your New York's 529 College Savings Program account with its affiliates, or use it to develop, offer and deliver products and services, or send marketing messages to you without your consent. However, information you provide to Upromise in connection with your Upromise account may be shared among Upromise affiliates, used to develop, offer and deliver products and services, or send marketing messages to you without your consent.

If you have questions about Upromise's Privacy Policy or Upromise Investments' policy regarding the Program, please contact us at customercare@upromise.com, or call 1-800-877-6647, or write to us at: Attention: Chief Compliance Officer, Upromise Investments, Inc., 95 Wells Avenue, Suite 160, Newton, Massachusetts 02459.

APPENDIX A: INVESTMENT OPTIONS

All information in this APPENDIX A has been provided by Columbia or, in the case of Underlying Funds not managed by Columbia, certain other investment advisors not affiliated with Columbia (the *"Other Advisors"*) for inclusion herein. Such information has not been independently verified by Upromise, Upromise Investments, the Comptroller or HESC and no representation is made by the Comptroller or by HESC as to its accuracy or completeness. Fee and expense information concerning Classes of Units, Investment Options and Underlying Funds, including fees applicable to certain Classes of Units upon certain withdrawals and Investment Exchanges, is included in APPENDIX B. No other Underlying Fund financial information is included in this Program Brochure.

This **APPENDIX A** addresses in more detail the Investment Options you can choose in making contributions to an Advisor Plan Account. In particular, this APPENDIX A provides information about the Investment Options and their anticipated asset allocations. The three Investment Options are:

* the Customized Portfolio Investment Option,
* the Asset Allocation Portfolio Investment Option, and
* the Age-Based Investment Option.

Since each of the Portfolios invests in Underlying Funds, this **APPENDIX A** also includes information about the Underlying Funds in which the Portfolios currently invest, including relevant risk factors which are described below under **"Underlying Fund Risks."** The recent expense ratios of the Underlying Funds are set forth in **APPENDIX B: FEES AND EXPENSES** under **"UNDERLYING FUND EXPENSES."** Columbia has provided the information in this **APPENDIX A** with respect to the Columbia-advised Underlying Funds; RiverSource Investments, LLC has provided the information in this **APPENDIX A** with respect to the Underlying Funds it advises; BlackRock Advisors, LLC has provided the information in this **APPENDIX A** with respect to the Underlying Funds it advises; J.P. Morgan Investment Management Inc. has provided the information in this **APPENDIX A** with respect to the Underlying Funds it advises; Legg Mason Partners Fund Advisor, LLC has provided the information in this **APPENDIX A** with respect to the Underlying Funds it advises; and UBS Global Asset Management (Americas) Inc. has provided the information in this **APPENDIX A** with respect to the Underlying Funds it advises.

Please read this **APPENDIX A**, as well as the rest of the Program Brochure, carefully for more detailed information about the Investment Options before you invest or send money.

As noted in the Program Brochure, the Comptroller has the right to approve the creation of additional Portfolios, approve changing the asset allocations and Underlying Funds of existing Portfolios or merge, terminate or reorganize Portfolios, or cease accepting new contributions to Portfolios. In addition, the Underlying Funds may merge, terminate or reorganize, or cease accepting new contributions. Account Owners have no right to consent or object to any such changes or any rights or legal interest in any investment made by the Advisor Plan with contributions received. Without limiting the foregoing, Account Owners do not, by virtue of an investment in the Advisor Plan, become shareholders of any Underlying Fund. Instead, Account Owners will own Portfolio Units.

Additional information regarding each of the Underlying Funds can be found in the prospectuses, statements of additional information and annual and semi-annual reports for each Underlying Fund. You may obtain this material for the Underlying Funds managed by Columbia by calling 1-800-774-2108 or by going to www.columbiafunds.com. Information on how to obtain this material for the Underlying Funds managed by the Other Advisors is set forth under the description of those funds in "UNDERLYING FUNDS" below.

The Program Brochure (including this APPENDIX A) shall not constitute an offer of shares in any of the Underlying Funds.

DESCRIPTION OF INVESTMENT OPTIONS AND THEIR TARGET ALLOCATIONS

Customized Portfolio Investment Option

The Customized Portfolio Investment Option allows you to choose from among seventeen (17) Single Fund Portfolios, each of which invests all or substantially all of its assets in a single Underlying Fund as described below. Unlike with the Age-Based Investment Option, investments in a Customized Portfolio Investment Option will not change to a more conservative investing style as the Beneficiary gets older. The principal risks of the Underlying Fund in which each Single Fund Portfolio invests are described below under **"Underlying Fund Risks."**

The **Columbia Acorn NY 529 Portfolio** invests in Columbia Acorn Fund, which seeks long-term capital appreciation. The principal risks presented by an investment in Columbia Acorn Fund include investment strategy risk, market risk, smaller company securities risk, industry sector risk, foreign securities risk, and emerging market securities risk.

The **Columbia Acorn Select NY 529 Portfolio** invests in Columbia Acorn Select, which seeks long-term capital appreciation. The principal risks of investing in Columbia Acorn Select include investment strategy risk, market risk, smaller company securities risk, industry sector risk, foreign securities risk, emerging market securities risk, and non-diversified fund risk.

The **Columbia Acorn USA NY 529 Portfolio** invests in Columbia Acorn USA, which seeks long-term capital appreciation. The principal risks of investing in Columbia Acorn USA include investment strategy risk, market risk, smaller company securities risk, and industry sector risk.

The **Columbia Large Cap Value NY 529 Portfolio** invests in Columbia Large Cap Value Fund, which seeks long-term capital appreciation. The principal risks of investing in Columbia Large Cap Value Fund include investment strategy risk, market risk, value securities risk, foreign securities risk, and real estate investment trusts risk.

The **Columbia Marsico Growth NY 529 Portfolio** invests in Columbia Marsico Growth Fund, which seeks long-term growth of capital. The principal risks of investing in Columbia Marsico Growth Fund include investment strategy risk, market risk, growth securities risk, foreign securities risk, emerging market securities risk, and special situations risk.

The **Columbia Mid Cap Value NY 529 Portfolio** invests in Columbia Mid Cap Value Fund, which seeks long-term capital appreciation. The principal risks of investing in Columbia Mid Cap Value Fund include investment strategy risk, market risk, value securities risk, smaller company securities risk, foreign securities risk, and real estate investment trusts risk.

The **Columbia Small Cap Core NY 529 Portfolio** invests in Columbia Small Cap Core Fund, which seeks long-term capital appreciation. The principal risks of investing in Columbia Small Cap Core Fund include investment strategy risk, market risk, smaller company securities risk, value securities risk, foreign securities risk, derivatives risk, and currency risk.

The **Columbia Small Cap Value NY 529 Portfolio** invests in Columbia Small Cap Value Fund I, which seeks long-term capital appreciation. The principal risks presented by an investment in Columbia Small Cap Value Fund I include investment strategy risk, market risk, value securities risk, smaller company securities risk, foreign securities risk, and industry sector risk.

The **Columbia Thermostat NY 529 Portfolio** invests in Columbia Thermostat Fund, which seeks long-term capital appreciation. The principal risks of investing in Columbia Thermostat Fund include investment strategy risk, asset allocation risk, investing in other funds risk, market risk, interest rate risk, credit risk, low and below investment grade securities risk, value securities risk, growth securities risk, industry sector risk, foreign securities risk, emerging market securities risk, smaller company securities risk, index risk, U.S. Government obligations risk, derivatives risk, convertible securities risk, and non-diversified fund risk.

The **Premiere Aggressive Growth NY 529 Portfolio** invests in Legg Mason ClearBridge Aggressive Growth Fund, which seeks capital appreciation. The principal risks of investing in Legg Mason ClearBridge Aggressive Growth Fund include management risk, market risk, equity risk, and smaller company securities risk

The **Premiere Classic Value NY 529 Portfolio** invests in RiverSource Equity Value Fund, which seeks to provide long-term growth of capital. The principal risks of investing in RiverSource Equity Value Fund include management risk, issuer risk, foreign securities risk, market risk, and industry sector risk.

The **Premiere Large Cap Value NY 529 Portfolio** invests in BlackRock Large Cap Value Fund, which seeks long-term capital growth by investing all of its assets in the Master Large Cap Value Portfolio (the "Portfolio") of the Master Large Cap Series LLC. The Portfolio invests primarily in a diversified portfolio of equity securities of large cap companies located in the United States that its investment advisor believes are undervalued. The principal risks of investing in BlackRock Large Cap Value Fund include market risk, selection risk, investment strategy risk, value securities risk, derivatives risk, liquidity risk, when issued and delayed delivery securities and forward commitments risk, borrowing and leverage risk, depositary receipts risk, foreign securities risk, securities lending risk, and investing in other funds risk.

The **Premiere Global Allocation NY 529 Portfolio** invests in UBS Global Allocation Fund, which seeks to maximize total return, consisting of capital appreciation and current income. The principal risks of investing in UBS Global Allocation Fund include interest rate risk, U.S. Government obligations risk, credit risk, prepayment or call risk, market risk, smaller company securities risk, foreign securities risk, emerging market securities risk, asset allocation risk, and derivatives risk.

The **Premiere International Equity NY 529 Portfolio** invests in JPMorgan International Equity Fund, which seeks total return from long-term capital growth and income. The principal risks of investing in JPMorgan International Equity Fund include market risk, equity risk, foreign securities risk, emerging market securities risk, geographic focus risk, depositary receipts risk, convertible securities risk, investing in other funds risk, derivatives risk, currency risk, redemption risk, and temporary defensive positions risk.

The **Columbia Intermediate Bond 529 Portfolio** invests in Columbia Intermediate Bond Fund, which seeks total return, consisting of current income and capital appreciation. The principal risks presented by an investment in Columbia Intermediate Bond Fund include investment strategy risk, market risk, interest rate risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, credit risk, low and below investment grade securities risk, foreign securities risk, reinvestment risk, liquidity risk, derivatives risk, changing distribution levels risk, and frequent trading risk.

The **Columbia Strategic Income NY 529 Portfolio** invests in Columbia Strategic Income Fund, which seeks total return, consisting of current income and capital appreciation. The principal risks presented by an investment in Columbia Strategic Income Fund include investment strategy risk, market risk, low and below investment grade securities risk, interest rate risk, credit risk, foreign securities risk, currency risk, emerging market securities risk, U.S. Government obligations risk, mortgage-backed securities risk, asset-backed securities risk, reinvestment risk, dollar rolls risk, and derivatives risk.

Asset Allocation Portfolio Investment Option

The Asset Allocation Portfolio Investment Option allows you to choose from among the following eight (8) Asset Allocation Portfolios. Unlike with the Age-Based Investment Option, investments in the Asset Allocation Portfolio Investment Option will not change to a more conservative investing style as the Beneficiary gets older. The asset allocations for each Asset Allocation Portfolio (or any other Portfolio) may change from time to time without prior notice to you. This means, among other things, that Underlying Funds may be added or removed, and a Portfolio's mix of Underlying Funds that invest primarily in equity securities and Underlying Funds that invest primarily in fixed income/money market securities may change from time to time. See **"SECTION 4. INVESTMENT OPTIONS—Changes in the Portfolios, Underlying Funds and Asset Allocations." The principal risks of the Underlying Funds in which each Asset Allocation Portfolio invests is described below under "Underlying Fund Risks."**

As of the date of this Program Brochure, the **Aggressive Growth NY 529 Portfolio** invests in the following ten (10) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Mid Cap Value Fund, Columbia Acorn Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Acorn International and Columbia Multi-Advisor International Equity Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** Up to 100% of its assets may be invested in Underlying Funds that primarily invest in equity securities. This Portfolio is subject to greater market risk and volatility than the other Asset Allocation Portfolios. This Portfolio may be more suitable for investors with a higher risk tolerance.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, industry sector risk, growth securities risk, foreign securities risk, smaller company securities risk, derivatives risk, special situations risk, emerging market securities risk, currency risk, convertible securities risk, technology sector risk, real estate investment trusts risks, and frequent trading risk.

As of the date of this Program Brochure, the **Growth NY 529 Portfolio** invests in the following thirteen (13) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Mid Cap Value Fund, Columbia Acorn Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Acorn International, Columbia Multi-Advisor International Equity Fund, Columbia Conservative High Yield Fund, Columbia Intermediate Bond Fund and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** Approximately 80% of its assets are expected to be invested in Underlying Funds that primarily invest in equity securities and approximately 20% of its assets are expected to be invested in Underlying Funds that primarily invest in fixed income securities. Although this Portfolio is expected to be subject to less market risk and volatility than the Aggressive Growth NY 529 Portfolio, its potential returns are expected to be lower, and the Portfolio is expected to be subject to greater market risk and volatility than the other Asset Allocation Portfolios (other than the Aggressive Growth NY 529 Portfolio).

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, industry sector risk, growth securities risk, foreign securities risk, smaller company securities risk, derivatives risk, special situations risk, emerging market securities risk, currency risk, convertible securities risk, technology sector risk, real estate investment trusts risk, frequent trading risk, interest rate risk, reinvestment risk, credit risk, low and below investment grade securities risk, changing distribution levels risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, index risk, money market fund risk, and liquidity risk.

As of the date of this Program Brochure, the **Moderate Growth NY 529 Portfolio** invests in the following thirteen (13) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Mid Cap Value Fund, Columbia Acorn Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Acorn International, Columbia Multi-Advisor International Equity Fund, Columbia Conservative High Yield Fund, Columbia Intermediate Bond Fund and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios.**" Approximately 60% of its assets are expected to be invested in Underlying Funds that invest primarily in equity securities and approximately 40% of its assets are expected to be invested in Underlying Funds that invest primarily in fixed income securities. Although this Portfolio is expected to be subject to less market risk and volatility than those Assets Allocation Portfolios that invest a higher percentage of their assets in equity securities, its potential return is also expected to be lower. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, industry sector risk, growth securities risk, foreign securities risk, smaller company securities risk, derivatives risk, special situations risk, emerging market securities risk, currency risk, convertible securities risk, technology sector risk, real estate investment trusts risk, frequent trading risk, interest rate risk, reinvestment risk, credit risk, low and below investment grade securities risk, changing distribution levels risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, index risk, money market fund risk, and liquidity risk.

As of the date of this Program Brochure, the **Balanced NY 529 Portfolio** invests in the following fourteen (14) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Mid Cap Value Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Acorn International, Columbia Multi-Advisor International Equity Fund, Columbia Conservative High Yield Fund, Columbia Short Term Bond Fund, Columbia Intermediate Bond Fund, Columbia Cash Reserves and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** Approximately 55% of its assets are expected to be invested in Underlying Funds that invest primarily in fixed income or money market securities and approximately 45% of its assets are expected to be invested in Underlying Funds that invest primarily in equity securities. This Portfolio is expected to be subject to less market risk and volatility than the Aggressive Growth, Growth and Moderate Growth NY 529 Asset Allocation Portfolios, but is expected to offer lower potential returns. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, industry sector risk, growth securities risk, foreign securities risk, smaller company securities risk, derivatives risk, special situations risk, emerging market securities risk, currency risk, convertible securities risk, technology sector risk, real estate investment trusts risk, frequent trading risk, interest rate risk, reinvestment risk, credit risk, low and below investment grade securities risk, changing distribution levels risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, municipal securities risk, liquidity risk, money market fund risk, index risk, and repurchase agreements risk.

As of the date of this Program Brochure, the **Conservative NY 529 Portfolio** invests in the following thirteen (13) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Mid Cap Value Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Acorn International, Columbia Multi-Advisor International Equity Fund, Columbia Short Term Bond Fund, Columbia Intermediate Bond Fund, Columbia Cash Reserves and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** Approximately 70% of the assets of this Portfolio are expected to be invested in Underlying Funds that invest primarily in fixed income or money market securities and approximately 30% of its assets are expected to be invested in Underlying Funds that invest primarily in equity securities. This Portfolio is expected to be subject to less market risk and volatility than each of the other Asset Allocation Portfolios, other than the College NY 529 Portfolio, Diversified Income NY 529 Portfolio and the Current Income NY 529 Portfolio, but is expected to offer lower potential returns than the other Asset Allocation Portfolios, other than the College NY 529 Portfolio, Diversified Income NY 529 Portfolio and the Current Income NY 529 Portfolio. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, industry sector risk, growth securities risk, foreign securities risk, smaller company securities risk, derivatives risk, special situations risk, emerging market securities risk, currency risk, convertible securities risk, technology sector risk, real estate investment trusts risk, frequent trading risk, interest rate risk, low and below investment grade securities risk, changing distribution levels risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, municipal securities risk, liquidity risk, index risk, credit risk, money market fund risk, and repurchase agreements risk.

As of the date of this Program Brochure, the **College NY 529 Portfolio** invests in the following seven (7) Underlying Funds: Columbia Large Cap Value Fund, Columbia Large Cap Core Fund, Columbia Marsico Growth Fund, Columbia Short Term Bond Fund, Columbia Intermediate Bond Fund, Columbia Cash Reserves and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"— Target Allocations of Asset Allocation Portfolios."** Approximately 80% of its assets are expected to be invested in Underlying Funds that invest primarily in fixed income or money market securities and approximately 20% of its assets are expected to be invested in Underlying Funds that invest primarily in equity securities. This Portfolio is expected to have lower levels of market risk and volatility than the other Asset Allocation Portfolios, but is expected to offer lower potential returns. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, investing in other funds risk, value securities risk, technology sector risk, growth securities risk, foreign securities risk, real estate investment trusts risk, convertible securities risk, derivatives risk, frequent trading risk, emerging market securities risk, interest rate risk, credit risk, reinvestment risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, municipal securities risk, low and below investment grade securities risk, liquidity risk, changing distribution levels risk, money market fund risk, index risk, and repurchase agreements risk.

As of the date of this Program Brochure, the **Diversified Income NY 529 Portfolio** invests in the following five (5) Underlying Funds: Columbia Conservative High Yield Fund, Columbia High Income Fund, Columbia Short Term Bond Fund, Columbia Intermediate Bond Fund and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** All of this Portfolio's assets are expected to be invested in Underlying Funds that invest primarily in fixed income securities or loans. This Portfolio is expected to have lower levels of market risk and volatility than the other Asset Allocation Portfolios, but is expected to offer lower potential returns. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, low and below investment grade securities risk, interest rate risk, credit risk, changing distribution levels risk, liquidity risk, derivatives risk, currency risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, frequent trading risk, foreign securities risk, reinvestment risk, convertible securities risk, index risk, money market fund risk, and zero-coupon bonds risk.

As of the date of this Program Brochure, the **Current Income NY 529 Portfolio** invests in the following four (4) Underlying Funds: Columbia High Income Fund, Columbia Short Term Bond Fund, Columbia Cash Reserves and Columbia U.S. Treasury Index Fund, in accordance with the target asset allocations set forth below in the table set forth under **"—Target Allocations of Asset Allocation Portfolios."** All of this Portfolio's assets are expected to be invested in Underlying Funds that invest primarily in fixed income and money market securities. This Portfolio is expected to have lower levels of market risk and volatility than the other Asset Allocation Portfolios, but is expected to offer lower potential returns. This Portfolio is subject to greater risks associated with investments in fixed income securities, such as interest rate risk, than Portfolios that invest less heavily in Underlying Funds that invest primarily in fixed income securities.

The principal risks associated with investing in the Underlying Funds in which this Portfolio invests include the following: investment strategy risk, market risk, interest rate risk, low and below investment grade securities risk, foreign securities risk, credit risk, money market fund risk, changing distribution levels risk, U.S. Government obligations risk, asset-backed securities risk, municipal securities risk, repurchase agreements risk, derivatives risk, mortgage-backed securities risk, dollar rolls risk, zero-coupon bonds risk, convertible securities risk, liquidity risk, index risk, and reinvestment risk.

Target Allocations of Asset Allocation Portfolios

The table below provides the target asset class allocations as of the date of this Program Brochure applicable to the eight Asset Allocation Portfolios, as well as the Underlying Funds currently selected for investments to underlie each Asset Allocation Portfolio. The table also identifies the portions of each Portfolio invested in "*equity funds*" and in "*fixed income/money market funds*." (Please note that total allocations may reflect rounding.) Target asset allocations may change from time to time and actual asset allocations will change with fluctuations in the value of each Underlying Fund's investments. See **"SECTION 4. THE ADVISOR PLAN INVESTMENT OPTIONS-Changes in the Portfolios, Underlying Funds and Asset Allocations"** above.

ASSET ALLOCATION PORTFOLIOS									
CORRESPONDING BENEFICIARY AGES FOR AGED-BASED PORTFOLIOS:		**0-4 YEARS**	**5-8 YEARS**	**9-12 YEARS**	**13-15 YEARS**	**16-18 YEARS**	**OVER 18 YEARS**	**N/A**	**N/A**
ASSET CLASS	**UNDERLYING FUND**	**AGGRESSIVE GROWTH NY 529 PORTFOLIO**	**GROWTH NY 529 PORTFOLIO**	**MODERATE GROWTH NY 529 PORTFOLIO**	**BALANCED NY 529 PORTFOLIO**	**CONSERVATIVE NY 529 PORTFOLIO**	**COLLEGE NY 529 PORTFOLIO**	**DIVERSIFIED INCOME NY 529 PORTFOLIO**	**CURRENT INCOME NY 529 PORTFOLIO**
LARGE-CAP EQUITY	**COLUMBIA LARGE CAP VALUE FUND**	23.00%	18.00%	14.00%	10.00%	7.00%	7.00%	0%	0%
	COLUMBIA LARGE CAP CORE FUND	22.00%	18.00%	13.00%	11.00%	7.00%	6.00%	0%	0%
	COLUMBIA MARSICO GROWTH FUND	23.00%	18.00%	14.00%	10.00%	7.00%	7.00%	0%	0%
MID-CAP EQUITY	**COLUMBIA MID CAP GROWTH FUND**	5.00%	4.00%	3.00%	2.25%	1.75%	0%	0%	0%
	COLUMBIA MID CAP VALUE FUND	5.00%	4.00%	3.00%	2.25%	1.75%	0%	0%	0%
SMALL-CAP EQUITY	**COLUMBIA ACORN FUND**	1.00%	1.00%	0.50%	0%	0%	0%	0%	0%
	COLUMBIA SMALL CAP VALUE FUND I	3.00%	2.50%	1.75%	1.25%	0.75%	0%	0%	0%
	COLUMBIA SMALL CAP GROWTH FUND II	3.00%	2.50%	1.75%	1.25%	0.75%	0%	0%	0%
INTERNATIONAL EQUITY	**COLUMBIA ACORN INTERNATIONAL**	3.00%	2.50%	1.75%	1.50%	0.50%	0%	0%	0%
	COLUMBIA MULTI-ADVISOR INTERNATIONAL EQUITY FUND	12.00%	9.50%	7.25%	5.50%	3.50%	0%	0%	0%
FIXED INCOME/MONEY MARKET	**COLUMBIA CONSERVATIVE HIGH YIELD FUND**	0%	2.00%	4.00%	5.00%	0%	0%	34.00%	0%

	COLUMBIA SHORT TERM BOND FUND	0%	0%	0%	7.50%	15.00%	25.00%	16.00%	26.50%
	COLUMBIA INTERMEDIATE BOND FUND	0%	16.00%	34.00%	33.00%	38.00%	28.00%	32.00%	0%
	COLUMBIA U.S. TREASURY INDEX FUND	0%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%
	COLUMBIA CASH RESERVES	0%	0%	0%	7.50%	15.00%	25.00%	0%	45.00%
	COLUMBIA HIGH INCOME FUND	0%	0%	0%	0%	0%	0%	16.00%	26.50%
TOTAL		100%	100%	100%	100%	100%	100%	100%	100%
BREAKDOWN BY ASSET CLASSES:									
EQUITY FUNDS:		100%	80%	60%	45%	30%	20%	0%	0%
FIXED INCOME/MONEY MARKET FUNDS:		0%	20%	40%	55%	70%	80%	100%	100%

Age-Based Investment Option

By selecting the Age-Based Investment Option for a contribution, you choose to invest your contribution in an Asset Allocation Portfolio with the risk profile tailored to your Beneficiary's age (using the Beneficiary's age as an approximation of the time remaining before the Account Owner will withdraw contributions). In the Age-Based Investment Option, your contribution is allocated to one of the first six Asset Allocation Portfolios described above (the Diversified Income NY 529 Portfolio and the Current Income NY 529 Portfolio are not included in the Age-Based Investment Option), depending on the age of the Beneficiary, and the contributed assets are automatically reallocated from more aggressive Asset Allocation Portfolios (largely equity based) to more conservative Asset Allocation Portfolios (largely fixed income based) as the Beneficiary ages. Note that Underlying Funds that invest primarily in fixed income securities and money market securities are subject to investment risks, just as are Underlying Funds that invest primarily in equity securities, and may be more subject to certain risks, such as interest rate risk. This reallocation will occur no later than the end of the calendar quarter following the calendar quarter in which the Beneficiary has a birthday that requires a change of Portfolios. The table below shows how the assets invested in the Age-Based Investment Option are invested for Beneficiaries in six different age bands:

Age of Beneficiary	**Assets Are Invested in the Following Asset Allocation Portfolios:***
0-4 years	Aggressive Growth NY 529 Portfolio
5-8 years	Growth NY 529 Portfolio
9-12 years	Moderate Growth NY 529 Portfolio
13-15 years	Balanced NY 529 Portfolio
16-18 years	Conservative NY 529 Portfolio
Over 18 years	College NY 529 Portfolio

* See **"DESCRIPTION OF INVESTMENT OPTIONS AND THEIR TARGET ALLOCATIONS—Asset Allocation Portfolio Investment Option"** and **"—Target Allocations of Asset Allocation Portfolios"** above in this **APPENDIX A** for a description of the Asset Allocation Portfolios.

PORTFOLIO PERFORMANCE

The tables below show the average annual total returns for each Portfolio as of September 30, 2009 for the one, three-year and five –year periods then ended, and the life of each Portfolio. The inception date for each Portfolio (other than the Columbia Strategic Income NY 529 Portfolio, Columbia Small Cap Value NY 529 Portfolio, Columbia Intermediate Bond 529 Portfolio and Columbia Acorn NY 529 Portfolio, which commenced operations on June 22, 2005) is December 23, 2003. The performance data in these tables reflect performance with and without any applicable sales and redemption charges, but do not reflect imposition of the $25 annual Account maintenance fee, and the returns shown would be lower if they did. The tables also show the returns for one or more benchmark indices that, as of the date of this Program Brochure, apply to each Portfolio. The indices are not available for investment, and the returns for the indices do not reflect sales charges, fees, brokerage commissions, taxes or other expenses of investing. To obtain up-to-date performance information for any Portfolio, please call 800-774-2108, visit the Program's website at www.ny529advisor.com or contact your financial advisor. Past performance is not predictive of future results.

Aggressive Growth NY 529 Portfolio+ (Beneficiary Age 0-4 Years in Age-Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(5.91%)	(11.30%)	(4.72%)	(6.57%)	1.63%	0.43%	1.39%	0.36%
Class B Units	(6.56%)	(11.24%)	(5.39%)	(6.35%)	0.89%	0.50%	0.66%	0.50%
Class C Units	(6.49%)	(7.42%)	(5.42%)	(5.42%)	0.87%	0.87%	0.65%	0.65%
Aggressive Growth Blend[1]	(4.21%)	N/A	(4.22%)	N/A	2.91%	N/A	3.00%*	N/A

+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

1 The **Aggressive Growth NY 529 Portfolio's** performance is compared to a blend (Aggressive Growth Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (68%), Russell Midcap (10%), Russell 2000 (7%), and MSCI AC World ex US (15%).

* Benchmark performance is from December 31, 2003.

Growth NY 529 Portfolio+ (Beneficiary Age 5-8 Years in Age-Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(0.79%)	(6.51%)	(2.41%)	(4.30%)	2.44%	1.24%	2.22%	1.17%
Class B Units	(1.45%)	(6.38%)	(3.13%)	(4.11%)	1.68%	1.30%	1.47%	1.31%
Class C Units	(1.45%)	(2.43%)	(3.13%)	(3.13%)	1.66%	1.66%	1.47%	1.47%
Growth Blend[2]	(0.56%)	N/A	(1.88%)	N/A	3.62%	N/A	3.67%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

2 The **Growth NY 529 Portfolio's** performance is compared to a blend (Growth Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (54%), Russell Midcap (8%), Russell 2000 (6%), MSCI AC World ex US (12%), Barclays Capital Aggregate Bond (18%), and Merrill Lynch U.S. High Yield, Cash Pay (2%).

* Benchmark performance is from December 31, 2003.

Moderate Growth NY 529 Portfolio+ (Beneficiary Age 9-12 Years in Age-Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	3.73%	(2.26%)	(0.45%)	(2.39%)	2.95%	1.73%	2.73%	1.68%
Class B Units	2.94%	(2.06%)	(1.19%)	(2.19%)	2.19%	1.82%	1.98%	1.82%
Class C Units	2.94%	1.94%	(1.19%)	(1.19%)	2.17%	2.17%	1.97%	1.97%
Moderate Growth Blend[3]	2.92%	N/A	0.35%	N/A	4.17%	N/A	4.17%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

3 The **Moderate Growth NY 529 Portfolio's** performance is compared to a blend (Moderate Growth Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (41%), Russell Midcap (6%), Russell 2000 (4%), MSCI AC World ex US (9%), Barclays Capital Aggregate Bond (36%), and Merrill Lynch U.S. High Yield, Cash Pay (4%).

* Benchmark performance is from December 31, 2003.

Balanced NY 529 Portfolio+ (Beneficiary Age 13-15 Years in Age-Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	5.52%	(0.59%)	0.89%	(1.07%)	3.27%	2.04%	2.98%	1.93%
Class B Units	4.71%	(0.29%)	0.15%	(0.86%)	2.49%	2.12%	2.20%	2.04%
Class C Units	4.71%	3.71%	0.15%	0.15%	2.49%	2.49%	2.20%	2.20%
Balanced Blend[4]	4.30%	N/A	1.67%	N/A	4.33%	N/A	4.25%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

[4] The **Balanced NY 529 Portfolio's** performance is compared to a blend (Balanced Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (31%), Russell Midcap (4.5%), Russell 2000 (2.5%), MSCI AC World ex US (7%), Barclays Capital Aggregate Bond (35%), Merrill Lynch US High Yield, Cash Pay (5%), Barclays Capital 1-3 Year U.S. Government/Credit (7.5%) and Ibbotson 30 Day U.S. Treasury Bill (7.5%).

* Benchmark performance is from December 31, 2003.

Conservative NY 529 Portfolio+ (Beneficiary Age 16-18 Years in Age Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	6.36%	0.25%	1.92%	(0.06%)	3.32%	2.10%	3.03%	1.98%
Class B Units	5.38%	0.38%	1.11%	0.12%	2.50%	2.14%	2.23%	2.08%
Class C Units	5.62%	4.62%	1.31%	1.31%	2.66%	2.66%	2.39%	2.39%
Conservative Blend[5]	4.48%	N/A	2.81%	N/A	4.23%	N/A	4.08%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

[5] The **Conservative NY 529 Portfolio's** performance is compared to a blend (Conservative Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (21.0%), Russell Midcap (3.5%), Russell 2000 (1.5%), MSCI AC World ex US (4.0%), Barclays Capital Aggregate Bond (40%), Barclays Capital 1-3 Year U.S. Government/Credit (15%) and Ibbotson 30 Day U.S. Treasury Bill (15%).

* Benchmark performance from December 31, 2003.

College NY 529 Portfolio+ (Beneficiary Age Over 18 Years in Age Based Portfolio)	One Year (excluding sales/ redemption charges)	One Year (including sales redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales /redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	5.81%	(0.26%)	2.43%	0.43%	3.02%	1.81%	2.68%	1.63%
Class B Units	4.90%	(0.10%)	1.64%	0.66%	2.22%	1.85%	1.89%	1.73%
Class C Units	5.14%	4.14%	1.84%	1.84%	2.40%	2.40%	2.06%	2.06%
College Blend[6]	3.41%	N/A	3.09%	N/A	3.80%	N/A	3.60%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

6 The **College NY 529 Portfolio's** performance is compared to a blend (College Blend) of indices that represent the asset classes that the Portfolio invests in through its investment weighting in Underlying Funds. The indices are weighted in accordance with the target asset allocation of the Portfolio as of the date of this Program Brochure: Russell 1000 (20%), Barclays Capital Aggregate Bond (30%), Barclays Capital 1-3 Year U.S. Government/Credit (25%) and Ibbotson 30 Day U.S. Treasury Bill (25%).

* Benchmark performance from December 31, 2003.

Columbia Diversified Income NY 529 Portfolio[7]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	3.60%	(1.32%)	(0.82%)	(2.41%)	1.38%	0.40%	2.00%	1.14%
Class B Units	2.78%	(2.22%)	(1.60%)	(2.59%)	0.61%	0.22%	1.19%	1.03%
Class C Units	2.95%	1.95%	(1.44%)	(1.44%)	0.78%	0.78%	1.36%	1.36%
Diversified Income Blend[8]	8.94%	N/A	2.91%	N/A	3.97%	N/A	4.24%*	N/A

7 Effective November 17, 2008, and subsequently, effective February 17, 2009, the Columbia Diversified Income NY 529 Portfolio changed the Underlying Funds in which it invests. As a result, the Portfolio's performance for the periods prior to November 17, 2008, and February 17, 2009, may not reflect what its performance would have been had it been invested in the current Underlying Funds.

8 The **Diversified Income NY 529 Portfolio's** performance is compared to a blend (Diversified Income Blend) of the following indices, which are indices of the Underlying Funds that the portfolio invests in and which are weighted in proportion to the target allocation of the Underlying Funds as of the date of this Program Brochure: J.P. Morgan Developed BB High Yield (34%), Barclay's Capital 1-3 Year U.S. Government/Credit (16%), Barclays Capital Aggregate Bond (34%) and Credit Suisse U.S. High Yield Bond (16%).

* Benchmark performance from December 31, 2003.

Columbia Current Income NY 529 Portfolio+[9]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(3.83%)	(8.41%)	(3.11%)	(4.67%)	0.44%	(0.54%)	0.95%	0.10%
Class B Units	(4.45%)	(9.22%)	(3.87%)	(4.84%)	(0.33%)	(0.74%)	0.17%	N/A
Class C Units	(4.41%)	(5.37%)	(3.73%)	(3.73%)	(0.20%)	(0.20%)	0.31%	0.31%
Current Income Blend[10]	1.68%	N/A	1.28%	N/A	2.65%	N/A	2.77%*	N/A

\+ Certain Underlying Funds in which the Portfolio invests changed effective September 16, 2005 and September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Funds.

9 Effective November 17, 2008, and subsequently, effective February 17, 2009, the Columbia Current Income NY 529 Portfolio changed the Underlying Funds in which it invests. As a result, the Portfolio's performance for the periods prior to November 17, 2008, and February 17, 2009, may not reflect what its performance would have been had it been invested in the current Underlying Funds.

10 The **Current Income NY 529 Portfolio's** performance is compared to a blend (Current Income Blend) of the following indices, which are indices of the Underlying Funds that the portfolio invests in and which are weighted in proportion to the target allocation of the Underlying Funds as of the date of this Program Brochure: Barclay's Capital 1-3 Year U.S. Government/Credit (27.5%), Ibbotson 30 Day U.S. Treasury Bill (45%) and Credit Suisse High Yield Bond (27.5%).

* Benchmark performance from December 31, 2003.

Columbia Acorn NY 529	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales charges)	Since Inception (including sales charges)
Class A Units	(1.65%)	(7.28%)	(2.54%)	(4.46%)	N/A	N/A	1.60%	0.20%
Class B Units	(2.45%)	(7.33%)	(3.31%)	(4.29%)	N/A	N/A	0.81%	0.35%
Class C Units	(2.45%)	(3.43%)	(3.31%)	(3.31%)	N/A	N/A	0.81%	0.81%
Russell 2500 Index[11]	(5.68%)	N/A	(3.78%)	N/A	N/A	N/A	0.26%*	N/A

11 The Russell 2500 Index is an unmanaged index that measures the performance of the smallest 2500 companies in the Russell 3000 Index, which represents approximately 20% of the total market capitalization of the Russell 3000 Index.

* Benchmark performance from June 22, 2005.

Columbia Acorn Select NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	7.07%	0.92%	(2.39%)	(4.28%)	4.71%	3.48%	4.90%	3.83%
Class B Units	6.23%	1.23%	(3.12%)	(4.10%)	3.93%	3.58%	4.10%	3.95%
Class C Units	6.23%	5.23%	(3.15%)	(3.15%)	3.91%	3.91%	4.10%	4.10%
S&P MidCap 400 Index[12]	(3.11%)	N/A	(1.40%)	N/A	4.53%	N/A	4.77%*	N/A

[12] The S&P MidCap 400 is an unmanaged market value-weighted index that tracks the performance of 400 mid-cap U.S. companies.

* Benchmark performance from December 22, 2003.

Columbia Acorn USA NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(4.42%)	(9.89%)	(4.72%)	(6.57%)	2.68%	1.46%	3.39%	2.33%
Class B Units	(5.15%)	(9.89%)	(5.46%)	(6.42%)	1.90%	1.52%	2.60%	2.45%
Class C Units	(5.07%)	(6.01%)	(5.43%)	(5.43%)	1.91%	1.91%	2.63%	2.63%
Russell 2000 Index[13]	(9.55%)	N/A	(4.57%)	N/A	2.41%	N/A	2.99%*	N/A

[13] The Russell 2000 Index is an unmanaged index that tracks the performance of the 2000 smallest of the 3,000 largest U.S. companies based on market capitalization.

* Benchmark performance is from December 22, 2003.

Columbia Large Cap Value NY 529 Portfolio[14]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(8.69%)	(13.95%)	(6.93%)	(8.74%)	0.04%	(1.15%)	1.03%	0.00%
Class B Units	(9.36%)	(13.89%)	(7.62%)	(8.55%)	(0.73%)	(1.13%)	0.29%	0.12%
Class C Units	(9.28%)	(10.18%)	(7.60%)	(7.60%)	(0.71%)	(0.71%)	0.29%	0.29%
Russell 1000 Value Index[15]	(10.62%)	N/A	(7.87%)	N/A	0.90%	N/A	2.03%*	N/A

14 The Underlying Fund in which the Portfolio invests changed effective September 16, 2005. As a result, the Portfolio's performance for the periods prior to September 16, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Fund.

15 The Russell 1000 Value Index is an unmanaged index that measures the performance of those Russell 1000 Index companies with lower price-to-book ratios and lower forecasted growth values.

* Benchmark performance is from December 22, 2003.

Columbia Marsico Growth NY 529 Portfolio[16]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(6.74%)	(12.09%)	(5.10%)	(6.95%)	(1.19%)	(2.36%)	(2.62%)	(3.61%)
Class B Units	(7.66%)	(12.27%)	(5.90%)	(6.85%)	(1.97%)	(2.37%)	(3.38%)	(3.55%)
Class C Units	(7.43%)	(8.36%)	(5.82%)	(5.82%)	(1.93%)	(1.93%)	(3.34%)	(3.34%)
Russell 1000 Growth Index[17]	(1.85%)	N/A	(2.50%)	N/A	1.86%	N/A	1.47%*	N/A

16 The underlying Fund in which the Portfolio invests changed effective May 2, 2005. As a result, the Portfolio's performance for the periods prior to May 2, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Fund.

17 The Russell 1000 Growth Index is an unmanaged index that measures the performance of those Russell 1000 Index companies with higher price-to-book ratios and higher forecasted growth values.

* Benchmark performance is from December 22, 2003.

Columbia Mid Cap Value NY 529 Portfolio[18]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(10.03%)	(15.22%)	(5.85%)	(7.69%)	2.02%	0.82%	2.83%	1.78%
Class B Units	(10.71%)	(15.18%)	(6.54%)	(7.48%)	1.27%	0.89%	2.06%	1.90%
Class C Units	(10.94%)	(11.83%)	(6.62%)	(6.62%)	1.22%	1.22%	2.03%	2.03%
Russell MidCap Value Index[19]	(7.12%)	N/A	(5.65%)	N/A	3.53%	N/A	4.90%*	N/A

18 The Underlying Fund in which the Portfolio invests changed effective September 23, 2005. As a result, the Portfolio's performance for the periods prior to September 23, 2005 may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Fund.

19 The Russell MidCap Value Index is an unmanaged index that measures the performance of those Russell MidCap Index companies with lower price-to-book ratios and lower forecasted growth values.

* Benchmark performance is from December 22, 2003.

Columbia Small Cap Core NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(7.56%)	(12.87%)	(3.23%)	(5.13%)	2.97%	1.76%	3.18%	2.13%
Class B Units	(8.30%)	(12.89%)	(3.93%)	(4.90%)	2.19%	1.82%	2.43%	2.28%
Class C Units	(8.30%)	(9.22%)	(3.96%)	(3.96%)	2.19%	2.19%	2.43%	2.43%
Russell 2000 Growth Index[20]	(6.32%)	N/A	(2.60%)	N/A	2.91%	N/A	2.71%*	N/A

20 The Russell 2000 Growth Index is an unmanaged index that measures the performance of those Russell 2000 Index companies with higher price-to-book ratios and higher forecasted growth values.

* Benchmark performance is from December 22, 2003.

Columbia Small Cap Value NY 529	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(8.41%)	(13.64%)	(3.25%)	(5.13%)	N/A	N/A	1.31%	(0.09%)
Class B Units	(8.95%)	(13.51%)	(3.87%)	(4.84%)	N/A	N/A	0.63%	0.16%
Class C Units	(8.97%)	(9.88%)	(3.90%)	(3.90%)	N/A	N/A	0.58%	0.58%
Russell 2000 Value Index[21]	(12.61%)	N/A	(6.65%)	N/A	N/A	N/A	0.77%*	N/A

21 The Russell 2000 Value Index is an unmanaged index that measures the performance of those Russell 2000 Value Index companies with lower price-to-book ratios and lower forecasted growth values.

* Benchmark performance is from June 22, 2005.

Columbia Thermostat NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	0.61%	(5.16%)	(1.10%)	(3.03%)	2.61%	1.41%	2.56%	1.51%
Class B Units	(0.09%)	(5.09%)	(1.85%)	(2.84%)	1.85%	1.47%	1.82%	1.66%
Class C Units	(0.09%)	(1.09%)	(1.82%)	(1.82%)	1.87%	1.87%	1.82%	1.82%
S&P 500 Index[22]	(6.91%)	N/A	(5.43%)	N/A	1.02%	N/A	1.45%*	N/A

22 The S&P 500 Index is an unmanaged index that tracks the performance of 500 widely held, large-capitalization U.S. stocks.

* Benchmark performance is from December 22, 2003.

Premiere Aggressive Growth NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(2.02%)	(7.63%)	(8.77%)	(10.55%)	(0.96%)	(2.13%)	(0.54%)	(1.56%)
Class B Units	(2.83%)	(7.69%)	(9.47%)	(10.38%)	(1.72%)	(2.12%)	(1.32%)	(1.49%)
Class C Units	(2.83%)	(3.80%)	(9.48%)	(9.48%)	(1.74%)	(1.74%)	(1.30%)	(1.30%)
Russell 3000 Growth Index[23]	(2.19%)	N/A	(2.51%)	N/A	1.96%	N/A	1.57%*	N/A

[23] The Russell 3000 Growth Index is an unmanaged index that measures the performance of those Russell 3000 Index companies with higher price-to-book ratios and higher forecasted growth values.

* Benchmark performance is from December 22, 2003.

Premiere Classic Value NY 529 Portfolio[24]	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(7.83%)	(13.11%)	(9.47%)	(11.23%)	(1.58%)	(2.74%)	(0.81%)	(1.82%)
Class B Units	(8.28%)	(12.87%)	(10.01%)	(10.92%)	(2.24%)	(2.63%)	(1.45%)	(1.62%)
Class C Units	(8.51%)	(9.42%)	(10.15%)	(10.15%)	(2.32%)	(2.32%)	(1.54%)	(1.54%)
Russell 1000 Value Index[25]	(10.62%)	N/A	(7.87%)	N/A	0.90%	N/A	2.03%*	N/A

[24] The Underlying Fund in which the Portfolio invests changed effective September 11, 2009. As a result, the Portfolio's performance for the periods prior to September 11, 2009, may not reflect what its performance would have been had the Portfolio always been invested in the current Underlying Fund.

[25] The Russell 1000 Value Index is an unmanaged index that measures the performance of those Russell 1000 Index companies with lower price-to-book ratios and lower forecasted growth values.

* Benchmark performance is from December 22, 2003.

Premiere Large Cap Value NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	(11.15%)	(16.27%)	(8.18%)	(9.97%)	1.19%	0.00%	2.42%	1.37%
Class B Units	(11.88%)	(16.28%)	(8.92%)	(9.84%)	0.41%	0.01%	1.63%	1.47%
Class C Units	(11.81%)	(12.69%)	(8.87%)	(8.87%)	0.42%	0.42%	1.63%	1.63%
Russell 1000 Value Index[26]	(10.62%)	N/A	(7.87%)	N/A	0.90%	N/A	2.03%*	N/A

26 The Russell 1000 Value Index is an unmanaged index that measures the performance of those Russell 1000 Index companies with lower price-to-book ratios and lower forecasted growth values.

* Benchmark performance is from December 22, 2003.

Premiere Global Allocation NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	1.90%	(3.98%)	(3.17%)	(5.06%)	2.44%	1.23%	2.92%	1.87%
Class B Units	1.16%	(3.84%)	(3.89%)	(4.86%)	1.65%	1.28%	2.14%	1.98%
Class C Units	0.81%	(0.19%)	(3.98%)	(3.98%)	1.46%	1.46%	2.09%	2.09%
Global Securities Markets Index (GSMI) Blend[27]	4.15%	N/A	0.66%	N/A	5.12%	N/A	4.99%*	N/A

27 The Premiere Global Allocation NY 529 Portfolio's performance is compared to the Global Securities Markets Index (GSMI), a proprietary benchmark created by UBS Global Asset Management (Americas) Inc. This index is a blend of the following indices as of the date of this Program Brochure: MSCI All-Country World Index (65%), Citigroup World Government Bond Ex US Index (15%), Citigroup World Government Bond US Index (15%), JPMorgan Emerging Markets Bond Index Global (2%) and Merrill Lynch US High Yield Cash Pay Constrained Index (3%). The Premiere Global Allocation NY 529 Portfolio's performance is also compared to broad based indices including the Russell 3000 Index, MSCI World Free Index (net) and the Citigroup World Government Bond Index.

* Benchmark performance is from December 31, 2003.

Premiere International Equity NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	3.53%	(2.44%)	(3.63%)	(5.51%)	4.82%	3.58%	4.94%	3.87%
Class B Units	2.76%	(2.24%)	(4.34%)	(5.30%)	4.05%	3.71%	4.15%	4.01%
Class C Units	2.85%	1.85%	(4.29%)	(4.29%)	4.05%	4.05%	4.15%	4.15%
MSCI EAFE Index[28]	3.23%	N/A	(3.60%)	N/A	6.07%	N/A	6.57%*	N/A

28 The Morgan Stanley Capital International Europe, Australasia and Far East Index (MSCI EAFE) is a free float-adjusted market capitalization index that is designed to measure developed market equity performance, excluding the U.S. and Canada.

* Benchmark performance is from December 22, 2003.

Columbia Intermediate Bond NY 529	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	15.46%	9.97%	4.74%	3.06%	N/A	N/A	3.95%	2.77%
Class B Units	14.64%	9.64%	3.97%	3.04%	N/A	N/A	3.18%	2.75%
Class C Units	14.77%	13.77%	4.15%	4.15%	N/A	N/A	3.32%	3.32%
Barclays Capital Aggregate Bond Index[29]	10.56%	N/A	6.41%	N/A	N/A	N/A	5.19%*	N/A

29 The Barclays Capital Aggregate Bond Index is an unmanaged index of U.S. government agency and U.S. treasury securities, investment grade corporate bonds and asset-, mortgage- and commercial mortgage-backed securities.

* Benchmark performance is from June 22, 2005.

Columbia Strategic Income NY 529 Portfolio	One Year (excluding sales/ redemption charges)	One Year (including sales/ redemption charges)	Three Year (excluding sales/ redemption charges)	Three Year (including sales/ redemption charges)	Five Year (excluding sales/ redemption charges)	Five Year (including sales/ redemption charges)	Since Inception (excluding sales/ redemption charges)	Since Inception (including sales/ redemption charges)
Class A Units	11.68%	6.34%	5.41%	3.72%	N/A	N/A	4.84%	3.65%
Class B Units	10.83%	5.83%	4.61%	3.68%	N/A	N/A	4.09%	3.68%
Class C Units	11.06%	10.06%	4.77%	4.77%	N/A	N/A	4.26%	4.26%
Barclays Capital Govt./Credit Bond Index[30]	11.46%	N/A	6.25%	N/A	N/A	N/A	4.94%*	N/A

[30] The Barclays Capital Government/Credit Bond Index is the non-securitized component of the Barclays Capital Aggregate Bond Index and includes Treasuries, Government-Related issues and U.S. Dollar Corporates.

* Benchmark performance is from June 22, 2005.

UNDERLYING FUNDS

The following descriptions identify each of the Underlying Funds (each of which is referred to as a *"Fund"*) in which, as of the date of this Program Brochure, it is anticipated that the Portfolios will invest and briefly summarize the investment objective, the principal investment strategies and certain investment risks of such Underlying Fund. These summaries are based on information contained in the most recent prospectus of each Underlying Fund available prior to the date of this Program Brochure. The investment objective, principal investment strategies and risks of an Underlying Fund may change at any time, without the consent of, or notice to, an Account Owner. In addition, the Underlying Funds available to the Portfolios may be changed at any time and may not necessarily be mutual funds. No assurance can be given that any Underlying Fund will achieve its investment objective and future performance cannot be guaranteed. In seeking to achieve their investment objectives, the Underlying Funds may invest in various types of securities and engage in various investment techniques that are not described below because they are not the principal focus of an Underlying Fund. These types of securities and investment practices are identified and discussed in an Underlying Fund's prospectus and statement of additional information. At times, the investment advisor of an Underlying Fund may determine that adverse market conditions make it desirable to suspend temporarily the Underlying Fund's normal investment activities. During such times, the Underlying Fund may be permitted, but is not required, to invest in cash or high-quality, short-term debt securities, without limit. Taking a temporary defensive position may prevent an Underlying Fund from achieving its investment objective. Some of the Underlying Funds are series of a registered investment company with multiple series, and others are the only fund of a registered investment company. The registered investment company that is associated with each Underlying Fund is set forth below in parentheses next to the name of the relevant Underlying Fund.

For information on how to obtain copies of the prospectuses, statements of additional information, and annual and semi-annual reports of the Underlying Funds, refer to the first page of this APPENDIX A.

Underlying Fund Descriptions

RiverSource Equity Value Fund (a series of RiverSource Strategy Series, Inc.)

Advised by RiverSource Investments, LLC

Investment Objective and Principal Investment Strategies— RiverSource Equity Fund seeks to provide shareholders with growth of capital and income. Under normal market conditions, the Fund invests at least 80% of its net assets in equity securities. These securities may provide income, offer the opportunity for long-term capital appreciation, or both. The Fund's investment philosophy is rooted in the belief that a disciplined, systematic, value-oriented approach to investing primarily in large-cap companies provides investors with an excellent opportunity for long-term growth of capital. The Fund may invest up to 25% of its net assets in foreign investments. The Fund can invest in any economic sector and, at times, it may emphasize one or more particular sectors.

In pursuit of the Fund's objective, the Fund's investment advisor chooses equity investments by seeking to:

- Select companies that are undervalued based on a variety of measures, including, but not limited to price-to-earnings ratios, price-to-book ratios, price-to-free cash flow, current and projected dividends, sum-of-the parts or breakup value and historic relative price valuations.
- Identify companies with moderate growth potential based on:
  - effective management, as demonstrated by overall performance;
  - financial strength; and
  - underappreciated potential for improvement in industry and thematic trends.
- In evaluating whether to sell a security, the advisor considers, among other factors, whether:
  - the security is overvalued relative to alternative investments.
  - the security has reached the advisor's price objective.

- the company has met the advisor's earnings and/or growth expectations.

- the security exhibits unacceptable correlation characteristics with other portfolio holdings.

- the company or the security continues to meet the other standards described above.

Additional information regarding this Fund can be found in its prospectus, statement of additional information and annual and semi-annual reports to shareholders. You may obtain this material by calling 1-800-297-3863 or going to http://www.RiverSource.com.

Principal Risks of Investing— The principal risks presented by an investment in the Fund include management risk, issuer risk, foreign securities risk, market risk, and industry sector risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Acorn Fund (a series of Columbia Acorn Trust)

Advised by Columbia Wanger Asset Management, L.P.

Investment Objective and Principal Investment Strategies—Columbia Acorn Fund seeks long-term capital appreciation. Under normal circumstances, the Fund invests a majority of its net assets in small-and mid-sized companies with market capitalizations under $5 billion at the time of investment. However, if the Fund's investments in such companies represent less than a majority of its net assets, the Fund may continue to hold and to make additional investments in an existing company in its portfolio even if that company's capitalization has grown to exceed $5 billion. Except as noted above, under normal circumstances, the Fund may invest in other companies with market capitalizations above $5 billion, provided that immediately after that investment a majority of its net assets would be invested in companies with market capitalizations under $5 billion. The Fund's investment advisor believes that stocks of companies with market capitalizations under $5 billion, which generally are not as well know by financial analysts as larger companies, may offer higher return potential than stocks of larger companies.

The Fund invests the majority of its assets in U.S. companies, but also may invest up to 33% of its total assets in foreign companies in developed markets (for example, Japan, Canada and the United Kingdom) and in emerging markets (for example, China, India and Brazil).

The advisor typically seeks companies with:

- A strong business franchise that offers growth potential.

- Products and services that give the company a competitive advantage.

- A stock price the advisor believes is reasonable relative to the assets and earning power of the company.

The advisor may sell a portfolio holding if the security reaches the advisor's price target, if the company has a deterioration of fundamentals, such as failing to meet key operating benchmarks, or if the advisor believes other securities are more attractive. The advisor also may sell a portfolio holding to fund redemptions.

Principal Risks of Investing—The Fund is subject to investment strategy risk, market risk, smaller company securities risk, industry sector risk, foreign securities risk, and emerging market securities risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Acorn Select (a series of Columbia Acorn Trust)

Advised by Columbia Wanger Asset Management, L.P.

Investment Objective and Principal Investment Strategies— Columbia Acorn Select seeks long-term capital appreciation. Under normal circumstances, the Fund invests a majority of its net assets in companies with market capitalizations under $20 billion at the time of investment. However, if the Fund's investments in such companies represent less than a majority of its net assets, the Fund may continue to hold and to make additional investments in an existing company in its portfolio even if that company's capitalization has grown to exceed $20 billion. Except as noted above, under normal circumstances, the Fund may invest in other companies with market capitalizations above $20 billion, provided that immediately after that investment a majority of its assets would be invested in companies with market capitalizations under $20 billion. The Fund's investment advisor believes that stocks of companies with market capitalizations under $20 billion, which generally are not as well known by financial analysts as larger companies, may offer higher return potential than stocks of larger companies.

The Fund invests the majority of its assets in U.S. companies, but also may invest up to 33% of its total assets in foreign companies in developed markets (for example, Japan, Canada and the United Kingdom) and in emerging markets (for example, China, India and Brazil).

The Fund takes advantage of the advisor's research and stock-picking capabilities to invest in a limited number of companies (generally between 30-60), offering the potential to provide above-average growth over time. The Fund is non-diversified, which means that it can invest a greater percentage of its assets in a single issuer than can a diversified fund.

The advisor typically seeks companies with:

- A strong business franchise that offers growth potential.
- Products and services that give the company a competitive advantage.
- A stock price the advisor believes is reasonable relative to the assets and earning power of the company.

The advisor may sell a portfolio holding if the security reaches the advisor's price target, if the company has a deterioration of fundamentals, such as failing to meet key operating benchmarks, or if the Fund's advisor believes other securities are more attractive. The advisor also may sell a portfolio holding to fund redemptions.

Principal Risks of Investing—The Fund is subject to investment strategy risk, market risk, smaller company securities risk, industry sector risk, foreign securities risk, emerging market securities risk and non-diversified fund risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Acorn USA (a series of Columbia Acorn Trust)

Advised by Columbia Wanger Asset Management, L.P.

Investment Objective and Principal Investment Strategies— Columbia Acorn USA seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in U.S. companies.

Under normal circumstances, the Fund invests a majority of its net assets in small- and mid-sized companies with market capitalizations under $5 billion at the time of investment. However, if the Fund's investments in such companies represent less than a majority of its net assets, the Fund may continue to hold and to make additional investments in an existing company in its portfolio even if that company's capitalization has grown to exceed $5 billion. Except as noted above, under normal circumstances, the Fund may invest in other companies with market capitalizations above $5 billion, provided that immediately after that investment a majority of its net assets would be invested in companies with market capitalizations under $5 billion.

The Fund's investment advisor believes that stocks of companies with market capitalizations under $5 billion, which generally are not as well known by financial analysts as larger companies, may offer higher return potential than stocks of larger companies.

The advisor typically seeks companies with:

- A strong business franchise that offers growth potential.
- Products and services that give the company a competitive advantage.

- A stock price the advisor believes is reasonable relative to the assets and earning power of the company.

The advisor may sell a portfolio holding if the security reaches the advisor's price target, if the company has a deterioration of fundamentals, such as failing to meet key operating benchmarks, or if the advisor believes other securities are more attractive. The advisor also may sell a portfolio holding to fund redemptions.

Principal Risks of Investing—The Fund is subject to investment strategy risk, market risk, smaller company securities risk and industry sector risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Large Cap Value Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Value Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies— Columbia Large Cap Value Fund seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 80% of net assets in equity securities of companies that have market capitalizations in the range of the companies in the Russell 1000 Value Index at the time of purchase (between $36 million and $334.8 billion as of September 30, 2009) that the Fund's investment advisor believes are undervalued and have the potential for long-term growth. The Fund may invest up to 20% of total assets in foreign securities. The Fund may also invest in real estate investment trusts.

The advisor combines fundamental and quantitative analysis with risk management in identifying value opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- businesses that are believed to be fundamentally sound and undervalued due to investor indifference, investor misperception of company prospects, or other factors.

- various measures of valuation, including price-to-cash flow, price-to-earnings, price-to-sales, and price-to-book value. The advisor believes that companies with lower valuations are generally more likely to provide opportunities for capital appreciation.

- a company's current operating margins relative to its historic range and future potential.

- potential indicators of stock price appreciation, such as anticipated earnings growth, company restructuring, changes in management, business model changes, new product opportunities, or anticipated improvements in macroeconomic factors.

The advisor may sell a security when the security's price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, value securities risk, foreign securities risk and real estate investment trusts risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Mid Cap Value Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Mid Cap Value Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies— Columbia Mid Cap Value Fund seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 80% of net assets in equity securities of U.S. companies that have market capitalizations in the range of the companies in the Russell Midcap Value Index at the time of purchase (between $36 million and $12.9 billion as of September 30, 2009) that the Fund's investment advisor believes are undervalued and have the potential for long-term growth. The Fund may invest up to 20% of its total assets in foreign securities. The Fund also may invest in real estate investment trusts.

The advisor combines fundamental and quantitative analysis with risk management in identifying value opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- businesses that are believed to be fundamentally sound and undervalued due to investor indifference, investor misperception of company prospects, or other factors.

- various measures of valuation, including price-to-cash flow, price-to-earnings, price-to-sales, and price-to-book value. The advisor believes that companies with lower valuations are generally more likely to provide opportunities for capital appreciation.

- a company's current operating margins relative to its historic range and future potential.

- potential indicators of stock price appreciation, such as anticipated earnings growth, company restructuring, changes in management, business model changes, new product opportunities, or anticipated improvements in macroeconomic factors.

The advisor may sell a security when the security's price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risk of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, value securities risk, smaller company securities risk, foreign securities risk and real estate investment trusts risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Small Cap Core Fund (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia Small Cap Core Fund seeks long-term capital appreciation. Under normal market conditions, the Fund invests at least 80% of net assets in stocks of companies that have market capitalizations in the range of companies in the Russell 2000 Index at the time of purchase (between $2 million and $3.1 billion as of September 30, 2009). The Fund generally invests in common stocks of companies that the Fund's investment advisor believes are undervalued.

The Fund may invest up to 20% of total assets in foreign equity securities. The Fund may invest directly in foreign securities or directly through depositary receipts. Depositary receipts are receipts issued by a bank or trust company and evidence ownership of underlying securities issued by foreign companies.

The Fund may invest in derivatives, including futures, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns or as a substitute for a position in an underlying asset.

The advisor combines fundamental and quantitative analysis with risk management in identifying value opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- businesses that are believed to be fundamentally sound and undervalued due to investor indifference, investor misperception of company prospects, or other factors.

- various measures of valuation, including price-to-cash flow, price-to-earnings, price-to-sales, and price-to-book value. The advisor believes that companies with lower valuations are generally more likely to provide opportunities for capital appreciation.

- a company's current operating margins relative to its historic range and future potential.

- potential indicators of stock price appreciation, such as anticipated earnings growth, company restructuring, changes in management, business model changes, new product opportunities, or anticipated improvements in macroeconomic factors.

The advisor may sell a security when the advisor determines the security is no longer undervalued; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, market risk, smaller company securities risk, value securities risk, foreign securities risk, derivatives risk and currency risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Small Cap Value Fund I (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies –Columbia Small Cap Value Fund I seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 80% of net assets in equity securities of companies that have market capitalizations in the range of the companies in the Russell 2000 Value Index at the time of purchase (between $2 million and $3.1 billion as of September 30, 2009), that the advisor believes are undervalued. The Fund may invest up to 20% of total assets in foreign securities.

The advisor combines fundamental and quantitative analysis with risk management in identifying value opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- businesses that are believed to be fundamentally sound and undervalued due to investor indifference, investor misperception of company prospects, or other factors.

- various measures of valuation, including price-to-cash flow, price-to-earnings, price-to-sales, and price-to-book value. The advisor believes that companies with lower valuations are generally more likely to provide opportunities for capital appreciation.

- a company's current operating margins relative to its historic range and future potential.

- potential indicators of stock price appreciation, such as anticipated earnings growth, company restructuring, changes in management, business model changes, new product opportunities, or anticipated improvements in macroeconomic factors.

The advisor may sell a security when the security's price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, market risk, value securities risk, smaller company securities risk, foreign securities risk, and industry sector risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Small Cap Growth Fund II (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Small Company Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia Small Cap Growth Fund II seeks long-term growth of capital. Under normal circumstances, the Fund invests at least 80% of net assets in securities of companies that have market capitalizations in the range of companies in the Russell 2000 Growth Index at the time of purchase (between $4 million and $3.1 billion as of September 30, 2009). The Fund may invest up to 20% of total assets in foreign securities.

The Fund's investment advisor combines fundamental and quantitative analysis with risk management to identify investment opportunities and construct the Fund's portfolio. The advisor considers, among other factors:

- overall economic and market conditions.

- The financial condition and management of a company, including its competitive position, the quality of its balance sheet and earnings, its future prospects, and the potential for growth and stock price appreciation.

The advisor may sell a security when the security's price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing – The Fund is subject to investment strategy risk, market risk, growth securities risk, smaller company securities risk, technology sector risk, industry sector risk, and foreign securities risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Thermostat Fund (a series of Liberty Acorn Trust)

Advised by Columbia Wanger Asset Management, L.P.

Investment Objective and Principal Investment Strategies –Columbia Thermostat Fund seeks long-term capital appreciation. Columbia Thermostat Fund pursues its investment objective by investing in other mutual funds. As a "fund of funds," under normal circumstances, Thermostat allocates at least 95% of its net assets (stock/bond assets) among a selected group of stock and bond mutual funds ("Portfolio Funds") according to the current level of the Standard & Poor's 500 Stock Index ("S&P 500"). Generally, when the S&P 500 goes up in relation to predetermined ranges set by the Fund's investment advisor, the Fund sells a portion of its stock funds and invests more in the bond funds and when the S&P 500 goes down in relation to the ranges, the Fund increases its investment in the stock funds. Under normal circumstances, Thermostat may invest up to 5% of net assets plus any cash received that day in cash, high-quality short-term paper and government securities.

Many asset allocation funds generally move assets from stocks to bonds when the market goes up, and from bonds to stocks when the market goes down. Most asset allocation funds are run by sophisticated investment professionals, who make subjective decisions based on economic and financial data and complex graphs of market behavior. By contrast, the day-to-day investment decisions for Thermostat are made according to a single predetermined rule. The temperature in your house is run by a single rule; your thermostat turns on the furnace if your house is too cold or turns on the air conditioner if your house is too warm. This Fund works the same way, so it is named Columbia Thermostat Fund.

Because Thermostat invests according to a pre-set program, there is no need for subjective day-to-day management. Although another successful asset allocation strategy might do better than Thermostat, Thermostat is designed for those who doubt the wisdom of trying to "time" the market and are unsure of the long-term trend of the stock market. Thermostat takes psychology out of investing; it avoids the temptation to buy more stocks because the stock market is currently going up or to sell stocks because the market is declining. Thermostat operates continuously and substantially automatically, subject to periodic review of the pre-set program by the advisor and the Fund's Board of Trustees. As described below, the advisor has the authority to review the structure and allocation ranges of the stock/bond allocation table and to make any changes considered appropriate.

The advisor chooses the Portfolio Funds to provide participation in the major sectors of the stock and bond markets. If you believe that the stock market will tend to go up most of the time, then you should probably own a fully-invested stock fund and use a buy-and-hold strategy. Buy-and-hold was an excellent strategy in the 1982-1999 bull market. However, there have been long periods in the past when buy-and-hold was not the best strategy, such as 1930-1954 and 1969-1981, when the market fluctuated but did not make significant new highs. Thermostat may be a good investment choice for you if you believe that the market may fluctuate in a trading range for many years, that a remarkable bull market ended early in 2000 and that the market may not reach significant new highs for many years.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, asset allocation risk, investing in other funds risk, market risk, interest rate risk, credit risk, low and below investment grade securities risk, value securities risk, growth securities risk, industry sector risk, foreign securities risk, emerging market securities risk, smaller company securities risk, index risk, U.S. Government obligations risk, derivatives risk, convertible securities risk, and non-diversified fund risk. (See **"UNDERLYING FUND RISKS"** below.)

BlackRock Large Cap Value Fund (a series of BlackRock Large Cap Series Funds, Inc.)
(Formerly known as "Merrill Lynch Large Cap Value Fund")

Advised by BlackRock Advisors, LLC

Investment Objective and Principal Investment Strategies—BlackRock Large Cap Value Fund seeks long-term capital growth by investing all of its assets in Master Large Cap Value Portfolio (the "Master Portfolio") of the Master Large Cap Series LLC. The Master Portfolio has the same investment objective as the Fund. The Master Portfolio invests primarily in a diversified portfolio of equity securities, primarily common stock, of large cap companies located in the United States that its investment advisor believes are undervalued. The Master Portfolio invests at least 80% of its assets in equity securities of large cap companies its investment advisor selects from among those that are, at the time of purchase, included in the Fund's benchmark, the Russell 1000® Value Index. The Master Portfolio's investment advisor uses quantitative models that employ various factors to look for companies that, in its opinion, are consistent with the investment strategy of the Portfolio.

Additional information regarding this Fund can be found in its prospectus, statement of additional information and annual and semi-annual reports to shareholders. You may obtain this material by calling 1-800-441-7762 or going to www.blackrock.com.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include market risk, selection risk, investment strategy risk, value securities risk, derivatives risk, liquidity risk, when issued and delayed delivery securities and forward commitments risk, borrowing and leverage risk, securities lending risk, foreign securities risk, depositary receipts risk, and investing in other funds risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Marsico Growth Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Marsico Growth Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies— Marsico Growth Fund seeks long-term growth of capital. The Fund invests all or substantially all of its assets in Columbia Marsico Growth Master Portfolio ("Master Portfolio"). The Master Portfolio has the same investment objective as the Fund. Under normal circumstances, the Master Portfolio invests primarily in equity securities of large-capitalization companies that have market capitalizations of $5 billion or more at the time of purchase. The Master Portfolio generally holds a core position of between 35 and 50 common stocks. The number of securities held by the Master Portfolio occasionally may exceed this range, such as when the Master Portfolio is accumulating new positions, phasing out and replacing existing positions, or responding to exceptional market conditions. The Master Portfolio may invest up to 25% of total assets in foreign securities, including emerging market securities.

The core investments of the Master Portfolio generally may include established companies and securities that are believed to offer long-term growth potential. However, the Master Portfolio's investments also typically may include securities of less mature companies, companies or securities with more aggressive growth characteristics, and companies undergoing significant changes, such as the introduction of a new product line, the appointment of a new management team, or an acquisition.

The Master Portfolio's investment advisor has engaged an investment sub-advisor – Marsico Capital Management, LLC ("Marsico") – which manages the Master Portfolio on a day-to-day basis, although the advisor retains general investment management responsibility for the management of the Master Portfolio. In selecting investments for the Master Portfolio, Marsico uses an approach that combines "top-down" macroeconomic analysis with "bottom-up" stock selection. The "top-down" approach may take into consideration macroeconomic factors such as, without limitation, interest rates, inflation, demographics, the regulatory environment and the global competitive landscape. In addition, Marsico may also examine other factors that may include, without limitation, the most attractive global investment opportunities, industry consolidation, and the sustainability of financial trends observed. As a result of the "top-down" analysis, Marsico seeks to identify sectors, industries and companies that may benefit from the overall trends Marsico has observed.

Marsico then looks for individual companies or securities with earnings growth potential that may not be recognized by the market at large. In determining whether a particular company or security may be a suitable investment, Marsico may focus on any of a number of different attributes that may include, without limitation, the company's specific market expertise or dominance; its franchise durability and pricing power; solid fundamentals (e.g., a strong balance sheet, improving returns on equity, the ability to generate free cash flow, apparent use of conservative accounting standards and transparent financial disclosure), strong and ethical management; commitment to shareholder interests; reasonable valuations in the context of projected growth rates, and other indications that a company or security may be an attractive investment prospect. This process is called "bottom-up" stock selection.

As part of this fundamental, "bottom-up" research, Marsico may visit with various levels of a company's management, as well as with its customers and (as relevant) suppliers, distributors and competitors. Marsico also may prepare detailed earnings and cash flow models of companies. These models may assist Marsico in projecting potential earnings growth and other important company financial characteristics under different scenarios. Each model is typically customized to follow a particular company and is generally intended to replicate and describe a company's past, present and potential future performance. The models may include quantitative information and detailed narratives that reflect updated interpretations of corporate data and company and industry developments.

Marsico may reduce or sell investments in portfolio companies if, in the opinion of Marsico, a company's fundamentals change substantially, its stock price appreciates excessively in relation to fundamental earnings growth prospects, the company appears not to realize its growth potential, there are more attractive investment opportunities elsewhere, or for other reasons.

Principal Risks of Investing – The Fund is subject to investment strategy risk, market risk, growth securities risk, foreign securities risk, emerging market securities risk, and special situations risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Mid Cap Growth Fund (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies— Columbia Mid Cap Growth Fund seeks significant capital appreciation by investing, under normal market conditions, at least 80% of its net assets (plus any borrowings for investment purposes) in stocks of companies with a market capitalization, at the time of initial purchase, equal to or less than the largest stock in the Russell Midcap Index.

Under normal circumstances, the Fund invests at least 80% of net assets in equity securities of companies that have market capitalizations in the range of the companies in the Russell Midcap Index at the time of purchase (between

$36 million and $15.4 billion as of September 30, 2009). The Fund invests primarily in common stocks of companies that the Fund's investment advisor believes have the potential for long-term, above-average earnings growth. The Fund also may invest up to 20% of net assets in equity securities of companies that have market capitalizations outside the range of the Russell MidCap Index.

The Fund may also invest up to 20% of total assets in foreign securities. The Fund may invest directly in foreign securities or indirectly through depositary receipts. Depositary receipts are receipts issued by a bank or trust company and evidence ownership of underlying securities issued by foreign companies.

The Fund may invest in derivatives, including futures, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns or as a substitute for a position in an underlying asset. The Fund may also invest in convertible securities, including preferred stock, warrants and debentures.

The Fund may invest in special situations such as initial public offerings, in companies involved in management changes, tender offers, mergers and other corporate restructurings and in companies developing new technologies.

The advisor combines fundamental and quantitative analysis with risk management in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- overall economic and market conditions.
- the financial condition and management of a company, including its competitive position, the quality of its balance sheet and earnings, its future prospects, and the potential for growth and stock price appreciation

The advisor may sell a security when the security's price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

The Fund's investment strategy may involve the frequent trading of portfolio securities. This may cause the Fund to incur higher transaction costs (which may adversely affect the Fund's performance).

Principal Risks of Investing –The principal risks presented by an investment in the Fund include investment strategy risk, market risk, growth securities risk, smaller company securities risk, foreign securities risk, derivatives risk, convertible securities risk, currency risk, special situations risk, industry sector risk and frequent trading risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Large Cap Core Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Strategic Growth Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies—Columbia Large Cap Core Fund seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 80% of net assets in securities of companies that have market capitalizations in the range of the companies in the S&P 500 Index (between $814 million and $329.7 billion as of September 30, 2009). The Fund may invest up to 20% of total assets in foreign securities. The Fund normally invests in common stocks, preferred stocks and convertible securities like warrants and rights. The Fund also may invest in exchange-traded funds.

The Fund's investment advisor combines fundamental and quantitative analysis with risk management to identify investment opportunities in constructing the Fund's portfolio. The advisor considers, among other factors:

- overall economic and market conditions.

- the financial condition and management of a company, including its competitive position, the quality of its balance sheet and earnings, its future prospects, and the potential for growth and stock price appreciation.

The advisor may sell a security when its price reaches a target set by the advisor; if the advisor believes that there is deterioration in the issuer's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

The Fund's investment strategy may involve the frequent trading of portfolio securities. This may cause the Fund to incur higher transaction costs (which may adversely affect the Fund's performance).

Principal Risks of Investing – The Fund is subject to investment strategy risk, market risk, growth securities risk, value securities risk, foreign securities risk, convertible securities risk, investing in other funds risk, technology sector risk, derivatives risk and frequent trading risk. (See **"UNDERLYING FUND RISKS"** below.)

Legg Mason ClearBridge Aggressive Growth Fund (a series of Legg Mason Partners Equity Trust)
(Formerly known as "Legg Mason Partners Aggressive Growth Fund")

Managed by Legg Mason Partners Fund Advisor, LLC, Investment Manager. ClearBridge Advisors, LLC, Sub-Advisor.

Investment Objective and Principal Investment Strategies—Legg Mason ClearBridge Aggressive Growth Fund seeks capital appreciation. The Fund invests primarily in common stocks of companies that its portfolio manager believes are experiencing, or will experience, growth in earnings that exceeds the average rate of earnings growth of the companies which comprise the S&P 500 Index. The Fund may invest in the securities of large, well-known companies that offer prospects of long-term earnings growth. However, because higher earnings growth rates are often achieved by small- to medium-sized companies, a significant portion of the Fund's assets may be invested in the securities of such companies.

The Fund's portfolio manager emphasizes individual security selection while diversifying the Fund's investments across industries, which may help to reduce risk. The Fund's portfolio manager focuses primarily, but not exclusively, on emerging growth companies that have passed their "start-up" phase and show positive earnings and the prospect of achieving significant profit gains beginning in the two to three years after the fund acquires their stocks. When evaluating an individual stock, the portfolio manager considers whether the company may benefit from:

- New technologies, products or services
- New cost reducing measures
- Changes in management
- Favorable changes in government regulations

Additional information regarding this Fund can be found in its prospectus, statement of additional information and annual and semi-annual reports to shareholders. You may obtain this material by calling Funds Investor Services at 1-800-822-5544 or Institutional Shareholder Services at 1-888-425-6432 or going to www.leggmason.com/individualinvestors.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include management risk, market risk, equity risk, and smaller company securities risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Acorn International (a series of Columbia Acorn Trust)

Advised by Columbia Wanger Asset Management, L.P.

Investment Objective and Principal Investment Strategies—Columbia Acorn International seeks long-term capital appreciation. Under normal circumstances, the Fund invests at least 75% of its total assets in foreign companies in developed markets (for example, Japan, Canada and the United Kingdom) and in emerging markets (for example, China, India and Brazil).

Under normal circumstances, the Fund invests a majority of its net assets in small- and mid-sized companies with market capitalizations under $5 billion at the time of investment. However, if the Fund's investments in such companies represent less than a majority of its net assets, the Fund may continue to hold and to make additional investments in an existing company in its portfolio even if that company's capitalization has grown to exceed $5 billion. Except as noted above, under normal circumstances, the Fund may invest in other companies with market capitalizations above $5 billion, provided that immediately after that investment a majority of its net assets would be invested in companies with market capitalizations under $5 billion.

The advisor believes that stocks of companies with market capitalizations under $5 billion, which generally are not as well known by financial analysts as larger companies, may offer higher return potential than stocks of larger companies.

The advisor typically seeks companies with.

- A strong business franchise that offers growth potential.
- Products and services that give the company a competitive advantage.
- A stock price the advisor believes is reasonable relative to the assets and earning power of the company.

The advisor may sell a portfolio holding if the security reaches the advisor's price target, if the company has a deterioration of fundamentals, such as failing to meet key operating benchmarks, or if the advisor believes other securities are more attractive. The advisor also may sell a portfolio holding to fund redemptions.

Principal Risks of Investing— The principal risks presented by an investment in the Fund include investment strategy risk, market risk, smaller company securities risk, industry sector risk, foreign securities risk, and emerging market securities risk. (See **"UNDERLYING FUND RISKS"** below.)

JPMorgan International Equity Fund (a series of JPMorgan Trust I)

Advised by J.P. Morgan Investment Management Inc.

Investment Objective and Principal Investment Strategies—The JPMorgan International Equity Fund seeks to provide total return from long-term capital growth and income. Total return consists of capital growth and current income. Under normal conditions, the Fund will invest at least 80% of the value of its Assets in equity investments. "Assets" means net assets, plus the amount of borrowings for investment purposes. The Fund will primarily invest in foreign companies of various sizes, including foreign subsidiaries of U.S. companies.

Equity securities in which the Fund can invest may include common stocks, preferred stocks, convertible securities, depositary receipts and rights and warrants to buy common stocks.

The Fund may invest in shares of exchange-traded funds (ETFs), affiliated money market funds and other investment companies. An ETF is a registered investment company that seeks to track the performance of a particular market index. These indexes include not only broad-market indexes but more specific indexes as well, including those relating to particular sectors, markets, regions or industries.

Derivatives, which are investments that have a value based on another investment, exchange rate or index, may also be used as substitutes for securities in which the Fund can invest. The Fund may use futures contracts, options, swaps and other derivatives as tools in the management of portfolio assets. The Fund may use derivatives to hedge various investments, for risk management and to increase the Fund's income or gain.

The Fund may invest in securities denominated in U.S. dollars, major reserve currencies and currencies of other countries in which it can invest.

No more than 20% of the Fund's Assets will be invested in debt securities denominated in a currency other than the U.S. dollar. No more than 20% of the Fund's Assets will be invested in debt securities issued by a foreign government or international organization, such as the World Bank.

Capital markets in certain countries may be either less developed or not easy to access. The Fund may invest in these countries by investing in closed-end investment companies which are authorized to invest in those countries.

For cash management or temporary defensive purposes, the Fund may invest any portion of its total assets in affiliated money market funds, high-quality money market instruments or repurchase agreements.

The Fund's Board of Trustees may change any of these investment policies (including its investment objective) without shareholder approval.

The Fund is diversified as defined in the Investment Company Act of 1940.

Additional information regarding this Fund can be found in its prospectus, statement of additional information and annual and semi-annual reports to shareholders. You may obtain this material by calling 1-800-480-4111 or going to www.jpmorganfunds.com.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include market risk, equity risk, foreign securities risk, emerging market securities risk, geographic focus risk, depositary receipts risk, convertible securities risk, investing in other funds risk, derivatives risk, currency risk, redemption risk, and temporary defensive positions risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Multi-Advisor International Equity Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations International Equity Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies—Columbia Multi-Advisor International Equity Fund seeks long-term capital growth. Under normal circumstances, the Fund invests at least 80% of net assets in equity securities of established companies located in at least three countries other than the United States, including emerging market countries. The Fund invests in companies that are believed to have the potential for growth or to be undervalued. The Fund may invest in mutual funds managed by the Fund's investment advisor or an affiliate of the advisor, third-party advised mutual funds, foreign investment funds or trusts, convertible securities, real estate investment trusts and depositary receipts. Depositary receipts are receipts issued by a bank or trust company and evidence ownership of underlying securities issued by foreign companies.

The advisor has engaged Marsico Capital Management, LLC ("Marsico") to manage a portion of the Fund's assets (the "Marsico sleeve") on a day-to-day basis, with the advisor managing the balance of the Fund's assets (the "Advisor sleeve") on a day-to-day basis. The advisor also retains general investment management responsibility for the Fund.

The current targeted allocation to each of the Marsico sleeve and Advisor sleeve is approximately 50% of the Fund's net assets. Because the investment results of each sleeve may vary, the actual allocation to each sleeve as of any given date may vary from the targeted allocation. The advisor monitors the allocation of the Fund's assets and rebalances the allocation between the Advisor sleeve and Marsico sleeve so that the actual allocation does not exceed plus or minus 5% of the targeted allocation.

The investment styles for the advisor and Marsico are as follows:

The advisor

The advisor combines fundamental and quantitative analysis with risk management in identifying value opportunities and constructing the Fund's portfolio. The advisor considers, among other factors:

- businesses that are believed to be fundamentally sound and undervalued due to investor indifference, investor misperception of company prospects, or other factors.
- various measures of valuation, including price-to-cash flow, price-to-earnings, price-to-sales, and price-to-book value and a discounted cash flow model.
- a company's current operating margins relative to its historic range and future potential.
- potential indicators of stock price appreciation, such as anticipated earnings growth, company restructuring, changes in management, business model changes, new product opportunities, or anticipated improvements in macroeconomic factors.

The advisor also seeks to manage the Fund's overall risk exposure by maintaining the targeted industry, geographic and market capitalization sector exposure for the Fund.

Marsico

Marsico combines "top-down" macroeconomic analysis with "bottom-up" stock selection that focuses primarily on investing in securities with earnings growth potential that may not be realized by other investors.

Marsico or the advisor may sell a security when the security's price reaches a target set by them; if they believe that there is deterioration in the company's financial circumstances or fundamental prospects, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of change.

Principal Risks of Investing – The Fund is subject to investment strategy risk, market risk, growth securities risk, value securities risk, foreign securities risk, emerging market securities risk, currency risk, derivatives risk, special situations risk, real estate investment trusts risk, convertible securities risk, and investing in other funds risk. (See **"UNDERLYING FUND RISKS"** below.)

UBS Global Allocation Fund (a series of The UBS Funds)

Advised by UBS Global Asset Management (Americas) Inc.

Investment Objective and Principal Investment Strategies—The UBS Global Allocation Fund seeks to maximize total return, consisting of capital appreciation and current income. The Fund invests in equity and fixed income securities of issuers located within and outside the United States. Under normal circumstances, the Fund will allocate its assets between fixed income securities and equity securities.

Investments in fixed income securities may include, but are not limited to, debt securities of governments throughout the world (including the United States), their agencies and instrumentalities, debt securities of corporations, mortgage-backed securities and asset-backed securities. Investments in equity securities may include, but are not limited to, common stock and preferred stock. The Fund may invest in other open-end investment companies advised by its investment advisor to gain exposure to emerging markets, global loan and high yield asset classes, as well as various other asset classes permitted for investments by the Fund. The Fund does not pay fees in connection with its investment in the investment companies advised by the Fund's investment advisor, but may pay expenses associated with such investments. In addition, the Fund may invest in other open-end investment companies, exchange-traded funds and similarly structured pooled investments in order to provide exposure to equity and fixed-income markets. To the extent that the Fund invests in securities of other open-end investment companies, exchange-traded funds and similarly structured pooled investments, the Fund will bear the fees and expenses of such vehicles in addition to the fees and expenses of its own operation.

The Fund may, but is not required to, use derivatives for risk management purposes or as part of the Fund's investment strategies. The Fund may use derivatives to earn income and enhance returns, to manage or adjust the risk profile of the Fund, to replace more traditional direct investments, or to obtain exposure to certain markets.

The Fund is a multi-asset fund, and invests in each of the major asset classes: U.S. fixed income, U.S. equities, international fixed income (including emerging markets), and international equities (including emerging markets) based on the advisor's assessment of prevailing market conditions in the U.S. and abroad. The Fund invests its assets in investments that are economically tied to a number of countries throughout the world. As of June 30, 2008, the Fund was invested in securities of issuers from 36 countries either directly or through its investments in other investment companies, and approximately 73% of its assets were invested in U.S. markets; however, as of May 1, 2009, the advisor expects that, under normal market conditions, the Fund will invest significantly (at least 40-80% of its total assets – unless market conditions are not deemed favorable by the advisor in which case the Fund would invest at least 30% of its total assets) in companies organized or having their principal place of business outside the United States or doing a substantial amount of business outside the United States.

Within the equity portion of the Fund's portfolio, the advisor generally selects securities whose fundamental values it believes are greater than their market prices. In this context, the fundamental value of a given security is the advisor's assessment of what a security is worth. The advisor bases its estimates of value upon economic, industry and company analysis, as well as upon a company's management team, competitive advantage and core competencies. The advisor then compares its assessment of a security's value against the prevailing market prices, with the aim of constructing a portfolio of stocks with attractive relative price/value characteristics.

For each security under analysis, the fundamental value estimate is compared to the company's current market price to ascertain whether a valuation anomaly exists.

A stock with a market price below the estimated intrinsic or fundamental value would be considered a candidate for inclusion in the Fund's portfolio. This comparison between price and intrinsic or fundamental value allows comparisons across industries and countries.

Within the equity portion of the Fund's portfolio, the advisor also may utilize a growth-oriented strategy when investing in U.S. and non-U.S. securities. In selecting growth equities, the advisor seeks to invest in companies that possess a dominant market position and franchise, a major technological edge or a unique competitive advantage, in part by using a proprietary quantitative screening system that ranks stocks using a series of growth, valuation and momentum metrics, including earnings revision trends, expected earnings growth rates, sales acceleration, price earnings multiples and positive stock price momentum. The advisor expects that these companies can sustain an above average return on invested capital at a higher level and over a longer period of time than is reflected in the current market prices.

In selecting fixed income securities, the advisor uses an internally developed valuation model that quantifies return expectations for all major bond markets, domestic and foreign. The model employs a qualitative credit review process that assesses the ways in which macroeconomic forces (such as inflation, risk premiums and interest rates) may affect industry trends. Against the output of this model, the advisor considers the viability of specific debt securities compared to certain qualitative factors, such as management strength, market position, competitive environment and financial flexibility, as well as certain quantitative factors, such as historical operating results, calculation of credit ratios and expected future outlook. These securities will have an initial maturity of more than one year. The Fund may invest in both investment grade and high yield (lower-rated) securities.

The advisor's fixed income strategy combines judgments about the absolute value of the fixed income universe and the relative value of issuer sectors, maturity intervals, duration of securities, quality and coupon segments and specific circumstances facing the issuers of fixed income securities. Duration measures a fixed income security's price sensitivity to interest rates by indicating the approximate change in a fixed income security's price if interest rates move up or down in 1% increments. Duration management involves adjusting the sensitivity to interest rates of the holdings within a country. The advisor manages duration by choosing a maturity mix that provides opportunity for appreciation while also limiting interest rate risks.

The Fund's risk is carefully monitored with consideration given to the risk generated by individual positions, sector, country, and currency views.

In addition to the strategies described above, the advisor may also determine that it is appropriate or preferable, based on cost, liquidity and value-added considerations, for the Fund to invest in passively-managed investment vehicles, including, but not limited to, index funds and exchange-traded funds, in order to gain exposure to the major asset classes in which the Fund invests. Such investments by the Fund would be subject to the SEC limitations on investments in other investment company securities.

The Fund may invest in cash or cash equivalent instruments, including shares of an affiliated investment company. When market conditions warrant, the Fund may make substantial temporary defensive investments in cash equivalents, which may affect the Fund's ability to pursue its investment objective. The advisor actively manages the Fund. As such, the Fund may have high portfolio turnover, which may result in higher costs for brokerage commissions, transaction costs and taxable gains. The trading costs and tax effects associated with portfolio turnover may adversely affect the Fund's performance.

Additional information regarding this Fund can be found in its prospectus, statement of additional information and annual and semi-annual reports to shareholders. You may obtain this material by calling 1-800-647-1568 or by going to www.ubs.com.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include interest rate risk, U.S. Government obligations risk, credit risk, prepayment or call risk, market risk, smaller company securities risk, foreign securities risk, emerging market securities risk, asset allocation risk, and derivatives risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Conservative High Yield Fund (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia Conservative High Yield Fund seeks a high level of income, with capital appreciation as a secondary goal, by investing in non-investment-grade corporate debt securities, commonly referred to as "junk" or "high-yield" bonds. Under normal circumstances, the Fund invests at least 80% of net assets in bonds rated, at the time of purchase, Ba or B by Moody's Investors Service, Inc. ("Moody's") or BB or B by Standard & Poor's Corporation ("S&P"). These securities are commonly referred to as "junk" or "high-yield" bonds. The Fund will invest no more than 10% of total assets in bonds rated, at the time of purchase, Caa by Moody's or CCC by S&P and will not invest in bonds rated, at the time of purchase, below these grades. By focusing on higher-quality junk bonds, the Fund seeks access to higher yielding bonds without assuming all the risk associated with the broader junk bond market. The Fund's dollar-weighted average maturity and duration will vary over time depending on current market and economic conditions. The Fund may invest in securities that are publicly offered or privately placed.

The Fund may invest in derivatives, including futures, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns or as a substitute for a position in an underlying asset.

The Fund may invest up to 20% of total assets in foreign debt securities.

The Fund's investment advisor evaluates a number of factors in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers local, national and global economic conditions, market conditions, interest rate movements, and other relevant factors to determine the allocation of the Fund's assets among different issuers, industry sectors and maturities.

The advisor, in connection with selecting individual investments for the Fund, evaluates a security based on its potential to generate income and/or capital appreciation. The advisor considers, among other factors, the creditworthiness of the issuer of the security and the various features of the security, such as its interest rate, yield, maturity, any call features and value relative to other securities.

The advisor may sell a security if the advisor believes that there is deterioration in the issuer's financial circumstances, or that other investments are more attractive; if there is deterioration in a security's credit rating; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, low and below investment grade securities risk, interest rate risk, credit risk, changing distribution levels risk, foreign securities risk, reinvestment risk, derivatives risk and currency risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia High Income Fund (a series of Columbia Funds Series Trust)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia High Income Fund seeks total return, consisting of a high level of income and capital appreciation. Under normal circumstances, the Fund invests at least 80% of its net assets in domestic and foreign corporate below investment grade debt securities. These securities generally will be, at the time of purchase, rated "BB" or below by Standard & Poor's Corporation ("S&P") or unrated but determined by the Fund's investment advisor, to be of comparable quality.

The Fund invests primarily in domestic corporate below investment grade securities (including private placements), U.S. dollar-denominated foreign corporate below investment grade securities (including private placements), zero-coupon bonds and U.S. Government obligations. The Fund may invest up to 20% of net assets in equity securities that may include convertible securities. The Fund is not managed to a specific duration.

The Fund's investment advisor has engaged an investment sub-advisor – MacKay Shields LLC ("MacKay Shields") – which manages the Fund on a day-to-day basis, although the advisor retains general investment management responsibility for the management of the Fund. MacKay Shields evaluates a security's potential to generate income and price appreciation in identifying investment opportunities and constructing the Fund's portfolio.

When selecting investments for the Fund, MacKay Shields: focuses on individual security selection ("bottom-up" analysis); uses fundamental credit analysis; emphasizes current income while attempting to minimize risk to principal; seeks to identify a catalyst for capital appreciation such as an operational or financial restructuring; and attempts to manage risk by diversifying the Fund's investments across securities of many different issuers.

MacKay Shields may sell a security when its price reaches a target set by MacKay Shields; if MacKay Shields believes there is deterioration in the issuer's financial circumstances, or that other investments are more attractive; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, market risk, low and below investment grade securities risk, credit risk, changing distribution levels risk, interest rate risk, liquidity risk, foreign securities risk, zero-coupon bonds risk, and convertible securities risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Intermediate Bond Fund (a series of Columbia Funds Series Trust I)
Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies– Columbia Intermediate Bond Fund seeks total return, consisting of current income and capital appreciation. Under normal circumstances, the Fund invests at least 80% of net assets in bonds, including debt securities issued by the U.S. Government and its agencies, debt securities issued by corporations, mortgage- and other asset-backed securities and dollar-denominated securities issued by foreign governments, companies or other entities. The Fund also invests at least 60% of net assets in debt securities that, at the time of purchase, are rated in at least one of the three highest bond rating categories or are unrated securities determined by the Fund's investment advisor to be of comparable quality. The Fund may invest up to 20% of net assets in securities that, at the time of purchase, are below investment grade securities or in unrated securities determined by the advisor to be of comparable quality. Under normal circumstances, the Fund's dollar-weighted average effective maturity will be between three and ten years.

The Fund also may invest in derivatives, including futures, forwards, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns, or as a substitute for a position in an underlying asset. The Fund also may invest in private placements to seek to enhance its yield.

The Fund also may participate in mortgage dollar rolls up to the Fund's then current position in mortgage-backed securities.

The advisor evaluates a number of factors in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers local, national and global economic conditions, market conditions, interest rate movements, and other relevant factors to determine the allocation of the Fund's assets among different issuers, industry sectors and maturities.

The advisor, in connection with selecting individual investments for the Fund, evaluates a security based on its potential to generate income and/or capital appreciation. The advisor considers, among other factors, the creditworthiness of the issuer of the security and the various features of the security, such as its interest rate, yield, maturity, any call features and value relative to other securities.

The advisor may sell a security if the advisor believes that there is deterioration in the issuer's financial condition, or that other investments are more attractive; if there is deterioration in a security's credit rating; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

The Fund's investment strategy may involve the frequent trading of portfolio securities. This may cause the Fund to incur higher transaction costs (which may adversely affect the Fund's performance).

Principal Risks of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, interest rate risk, U.S. Government obligations risk, dollar rolls risk, asset-backed securities risk, mortgage-backed securities risk, credit risk, low and below investment grade securities risk, foreign securities risk, reinvestment risk, liquidity risk, derivatives risk, changing distribution levels risk and frequent trading risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Short Term Bond Fund (a series of Columbia Funds Series Trust)
(Formerly known as "Nations Short-Term Income Fund")

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia Short Term Bond Fund seeks current income, consistent with minimal fluctuation of principal. Under normal circumstances, the Fund invests at least 80% of its net assets in bonds, including debt securities issued by the U.S. Government and its agencies, debt securities issued by corporations, mortgage- and other asset-backed securities, and dollar-denominated securities issued by foreign governments, companies or other entities. The Fund also invests at least 65% of total assets in securities that, at the time of purchase, are investment grade debt securities or unrated securities determined by the Fund's investment advisor to be of comparable quality. Under normal circumstances, the Fund's dollar-weighted average effective maturity will be three years or less, and its duration will be three years or less.

The Fund may invest in derivatives, including futures, forwards, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns, or as a substitute for a position in an underlying asset. The Fund also may invest in private placements. The Fund also may participate in mortgage dollar rolls up to the Fund's then current position in mortgage-backed securities.

The advisor evaluates a number of factors in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers local, national and global economic conditions, market conditions, interest rate movements, and other relevant factors to determine the allocation of the Fund's assets among different issuers, industry sectors and maturities.

The advisor, in connection with selecting individual investments for the Fund, evaluates a security based on its potential to generate income and/or capital appreciation. The advisor considers, among other factors, the creditworthiness of the issuer of the security and the various features of the security, such as its interest rate, yield, maturity, any call features and value relative to other securities.

The advisor may sell a security if the advisor believes that there is deterioration in the issuer's financial circumstances, or that other investments are more attractive; if there is deterioration in a security's credit rating; or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, interest rate risk, U.S. Government obligations risk, dollar rolls risk, mortgage-backed securities risk, asset-backed securities risk, credit risk, foreign securities risk, reinvestment risk, liquidity risk, derivatives risk and changing distribution levels risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Strategic Income Fund (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies –Columbia Strategic Income Fund seeks total return, consisting of current income and capital appreciation. Under normal circumstances, the Fund invests primarily in debt securities in the following three segments of the debt securities market: (i) securities issued by the U.S. Government and its agencies, including mortgage- and other asset-backed securities; (ii) securities issued by foreign governments, companies or other entities, including in emerging market countries and non-dollar denominated securities; and (iii) below investment grade corporate debt securities or unrated corporate debt securities determined by the Fund's investment advisor to be of comparable quality, which are commonly referred to as "junk bonds."

The Fund may invest in derivatives, including futures, forwards, options, swap contracts and other derivative instruments. The Fund may invest in derivatives for both hedging and non-hedging purposes, including, for example, to seek to enhance returns or as a substitute for a position in an underlying asset. The Fund also may invest in private placements.

The Fund also may participate in mortgage dollar rolls up to the Fund's then current position in mortgage-backed securities.

The advisor evaluates a number of factors in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers local, national and global economic conditions, market conditions, interest rate movements, and other relevant factors to determine the allocation of the Fund's assets among different issuers, industry sectors and maturities.

The advisor, in connection with selecting individual investments for the Fund, evaluates a security based on its potential to generate income and/or capital appreciation. The advisor considers, among other factors, the creditworthiness of the issuer of the security and the various features of the security, such as its coupon, yield, maturity, any call features and value relative to other securities.

The advisor may sell a security if the advisor believes that there is deterioration in the issuer's financial condition, or that other investments are more attractive; if there is deterioration in a security's credit rating; or for other reasons.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, market risk, low and below investment grade securities risk, interest rate risk, credit risk, foreign securities risk, currency risk, emerging market securities risk, U.S. Government obligations risk, mortgage-backed securities risk, asset-backed securities risk, reinvestment risk, dollar rolls risk, and derivatives risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia U.S. Treasury Index Fund

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies – Columbia U.S. Treasury Index Fund seeks total return that corresponds to the total return of the Citigroup Bond U.S. Treasury Index, before fees and expenses. Under normal circumstances, the Fund invests at least 80% of its net assets in securities that comprise the Citigroup Bond U.S. Treasury Index. The Citigroup Bond U.S. Treasury Index is an unmanaged index composed of U.S. Treasury notes and bonds with remaining maturities of at least one year and outstanding principal of at least $25 million and which are included in the Citigroup Broad Investment-Grade Bond Index. Different securities have different weightings in the Citigroup Bond U.S. Treasury Index. Securities in the Citigroup Bond U.S. Treasury Index are weighted by market value, that is, the price per bond or note multiplied by the number of bonds or notes outstanding.

In seeking to match the performance of the Citigroup Bond U.S. Treasury Index, before fees and expenses, the Fund's investment advisor attempts to allocate the Fund's assets among securities in the Citigroup Bond U.S. Treasury Index. In determining whether to include a security in the Fund's portfolio, the advisor will consider a security's effect on the Fund's total market value, average coupon rate, and average weighted maturity as compared to the Citigroup Bond U.S. Treasury Index. The Fund will only purchase securities that are included in the Citigroup Bond U.S. Treasury Index at the time of purchase.

The Fund attempts to achieve at least a 95% correlation between the performance of the Citigroup Bond U.S. Treasury Index and the Fund's investment results, before fees and expenses. The Fund's ability to track the Citigroup Bond U.S. Treasury Index is affected by, among other things, transaction costs and other expenses, changes in the composition of the Citigroup Bond U.S. Treasury Index, and by the timing and amount of shareholder purchases and redemptions. The Fund will not hold all of the securities in the Citigroup Bond U.S. Treasury Index.

The advisor may sell a security when the security's percentage weighting in the index is reduced, when the security is removed from the index, or for other reasons.

The Fund's policy regarding the 80% investment requirement of "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the Fund's Board of Trustees without shareholder approval as long as shareholders are given 60 days notice of the change.

Principal Risks of Investing – The principal risks presented by an investment in the Fund include investment strategy risk, market risk, index risk, interest rate risk, credit risk, U.S. government obligations risk and money market fund risk. (See **"UNDERLYING FUND RISKS"** below.)

Columbia Cash Reserves (a series of Columbia Funds Series Trust I)

Advised by Columbia Management Advisors, LLC

Investment Objective and Principal Investment Strategies— Columbia Cash Reserves seeks current income, consistent with capital preservation and maintenance of a high degree of liquidity. The Fund invests in high-quality money market instruments, including primarily short-term debt securities of U.S. and foreign issuers. The Fund purchases only first-tier securities, which include bank obligations (including certificates of deposit and time deposits issued by domestic or foreign banks or their subsidiaries or branches), commercial paper, corporate bonds, extendible commercial notes, asset-backed securities, funding agreements, municipal securities, repurchase agreements and other high-quality, short-term obligations. These securities may have fixed, floating or variable rates of interest.

The Fund may invest more than 25% of its assets in U.S. dollar-denominated bank obligations of U.S. banks, foreign branches of U.S. banks and U.S. branches of foreign banks.

The Fund's investment advisor evaluates a number of factors in identifying investment opportunities and constructing the Fund's portfolio. The advisor considers local, national and global economic conditions, market conditions, interest rate movements, and other relevant factors to determine the allocation of the Fund's assets among different securities.

The advisor, in connection with selecting individual investments for the Fund, evaluates a security based on its potential to generate income and to preserve capital. The advisor considers, among other factors, the creditworthiness of the issuer of the security and the various features of the security, such as its interest rate, yield, maturity and value relative to other securities.

The advisor seeks to maintain a constant net asset value of $1.00 per share for the Fund.

The advisor may sell an instrument before it matures in order to meet cash flows needs; to manage the portfolio's maturity; if the advisor believes that the instrument is no longer a suitable investment, or that other investments are more attractive; or for other reasons.

Principal Risks of Investing—The principal risks presented by an investment in the Fund include investment strategy risk, market risk, money market fund risk, changing distribution levels risk, interest rate risk, credit risk, U.S. Government obligations risk, asset-backed securities risk, municipal securities risk, repurchase agreements risk and foreign securities risk. (See **"UNDERLYING FUND RISKS"** below.)

UNDERLYING FUND RISKS

An Underlying Fund may not achieve its investment objective in all circumstances. The descriptions below provide more detail about many of the principal general risks and related risks of investments in mutual funds such as the Underlying Funds, and about circumstances that could adversely affect the value of an investment in an Underlying Fund. In seeking to achieve its investment objective, an Underlying Fund may invest in various types of securities and engage in various investment techniques which are not the principal focus of the Underlying Fund and therefore are not described below. Such investment practices are identified and discussed in each Underlying Fund's prospectus and statement of additional information. To the extent that a Portfolio invests in an Underlying Fund, it is subject to the same risks as the Underlying Fund. As a result of the following and other risks, it is possible to lose money by investing in any particular Portfolio. An investment in the Underlying Funds is not a deposit in a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. For risks of investing in the Advisor Plan, see **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN"** above.

Asset Allocation Risk. Asset allocation risk is the risk that an Underlying Fund's allocation among asset classes or investments will cause the Fund's shares to lose value or cause the Fund to underperform other funds with similar investment objectives, or that the investments themselves will not produce the returns expected. For example, an Underlying Fund may be overweighted in equity securities when the stock market is falling and the fixed income market is rising.

Asset-Backed Securities Risk. Payment of interest and repayment of principal maybe impacted by the cash flows generated by the assets backing these securities. The value of an Underlying Fund's asset-backed securities may be affected by, among other things, changes in: interest rates, factors concerning the interests in and structure of the issuer or the originator of the receivables, or the creditworthiness of the entities that provide any supporting letters of credit, surety bonds or other credit enhancements or the market's assessment of the quality of underlying assets. Asset-backed securities represent interests in, or are backed by, pools of receivables such as credit card, auto, student and home equity loans. They may also be backed, in turn, by securities backed by these types of loans and others, such as mortgage loans. Asset-backed securities can have a fixed or an adjustable rate. Most asset-backed securities are subject to prepayment risk, which is the possibility that the underlying debt may be refinanced or prepaid prior to maturity during periods of declining or low interest rates, causing the Underlying Fund to have to reinvest the money received in securities that have lower yields. In addition, the impact of prepayments on the value of asset-backed securities may be difficult to predict and may result in greater volatility. Rising or high interest rates tend to extend the duration of asset-backed securities, making them more volatile and more sensitive to changes in interest rates.

Borrowing and Leverage Risk. An Underlying Fund may borrow for temporary or emergency purposes, including to meet redemptions, for the payment of dividends, for share repurchases or for the clearance of transactions. Borrowing may exaggerate changes in the net asset value of Fund shares and in the return on a Fund's portfolio. Borrowing will cost a Fund interest expense and other fees. The costs of borrowing may reduce a Fund's return.

Certain derivative securities that a Fund may buy or other techniques that a Fund may use may create leverage, including, but not limited to, when issued securities, forward commitments and futures contracts and options.

The use of leverage for investment purposes creates opportunities for greater total returns but at the same time involves risks. Any investment income or gains earned with respect to the amounts borrowed that is in excess of the interest which is due on the borrowing, will augment the Fund's income. Conversely, if the investment performance with respect to the amounts borrowed fails to cover the interest on such borrowings, the value of the Fund's shares may decrease more quickly than would otherwise be the case and dividends on shares could be reduced or eliminated. Interest payments and fees incurred in connection with such borrowings will reduce the amount of net income available for payment to shareholders.

Changing Distribution Levels Risk. The amount of the distributions paid by an Underlying Fund generally depends on the amount of income and/or dividends received by the Fund on the securities it holds. The Fund may not be able to pay distributions or may have to reduce its distribution level if the income and/or dividends the Fund receives from its investments decline.

Convertible Securities Risk. Convertible securities are subject to the usual risks associated with debt securities, such as the interest rate risk and credit risk. Convertible securities also react to changes in the value of the common stock into which they convert, and are thus subject to market risk. Because the value of a convertible security can be influenced by both interest rates and market movements, a convertible security generally is not as sensitive to interest rates as a similar debt security, and generally will not vary in value in response to other factors to the same extent as the underlying common stock. In the event of a liquidation of the issuing company, holders of convertible securities would typically be paid before the company's common stockholders but after holders of any senior debt obligations of the company. An Underlying Fund may be forced to convert a convertible security before it otherwise would choose to do so, which may decrease the Fund's return.

Credit Risk. Credit risk applies to most debt securities, but is generally not a factor for obligations backed by the "full faith and credit" of the U.S. Government. An Underlying Fund could lose money if the issuer of a debt security is unable or perceived to be unable to pay interest or repay principal when it becomes due. Various factors could affect the issuer's actual or perceived willingness or ability to make timely interest or principal payments, including changes in the issuer's financial condition or in general economic conditions. Debt securities backed by an issuer's taxing authority may be subject to legal limits on the issuer's power to increase taxes or otherwise to raise revenue, or may be dependent on legislative appropriation or government aid. Certain debt securities are backed only by revenues derived from a particular project or source, rather than by an issuer's taxing authority, and thus may have a greater risk of default.

Currency Risk. Securities denominated in different currencies are subject to the risk that, for example, if the value of a foreign currency were to decline against the U.S. dollar, such decline would reduce the U.S. dollar value of any securities held by the Underlying Fund denominated in that currency.

Depositary Receipts Risk. An Underlying Fund may invest in securities of foreign issuers in the form of depositary receipts or other securities that are convertible into securities of foreign issuers. American Depositary Receipts are receipts typically issued by an American bank or trust company that evidence underlying securities issued by a foreign corporation. European Depositary Receipts (issued in Europe) and Global Depositary Receipts (issued throughout the world) each evidence a similar ownership arrangement. An Underlying Fund may also invest in unsponsored 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. Depositary Receipts are generally subject to the same risks as the foreign securities that they evidence or into which they may be converted.

Derivatives Risk. Derivatives are financial contracts whose values are, for example, based on (or "derived" from) traditional securities (such as a stock or bond), assets (such as a commodity like gold or foreign currency), reference rates (such as LIBOR) or market indices (such as the S&P 500® Index). Derivatives involve special risks and may result in losses or may limit an Underlying Fund's potential gain from favorable market movements. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing an Underlying Fund to lose more money than it would have lost had it invested in the underlying security. The values of derivatives may move in unexpected ways, especially in unusual market conditions, and may result in increased volatility, among other consequences. Other risks arise from an Underlying Fund's potential inability to terminate or sell derivative positions. A liquid secondary market may not always exist for the Fund's derivative positions at times when the Fund might wish to terminate or sell such positions. Over-the-counter instruments (instruments not traded on an exchange) may be illiquid, and transactions in derivatives traded in the over-the-counter market are subject to the risk that the other party will not meet its obligations. The use of derivatives also involves the risks of mispricing or improper valuation and that changes in the value of the derivative may not correlate perfectly with the underlying security, asset, reference rate or index. The Fund also may not be able to find a suitable derivative transaction counterparty, and thus may be unable to engage in derivatives transactions when it is deemed favorable to do so, or at all.

Dollar Rolls Risk. Dollar rolls are transactions in which an Underlying Fund sells securities to a counterparty and simultaneously agrees to purchase those or similar securities in the future at a predetermined price. Dollar rolls involve the risk that the market value of the securities the Fund is obligated to repurchase may decline below the repurchase price, or that the counterparty may default on its obligations. These transactions may also increase the Fund's portfolio turnover rate. If the Fund reinvests the proceeds of the security sold, the Fund will also be subject to the risk that the investments purchased with such proceeds will decline in value (a form of leverage risk).

Emerging Market Securities Risk. Securities issued by foreign governments or companies in emerging market countries, like those in Eastern Europe, the Middle East, Asia, Latin America or Africa are more likely to have greater exposure to the risks of investing in foreign securities that are described in Foreign Securities Risk. In addition, these countries are more likely to experience instability resulting, for example, from rapid social, political and economic development. Their economies are usually less mature and their securities markets are typically less developed with more limited trading activity than more developed countries. Emerging market securities tend to be more volatile than securities in more developed markets. Many emerging market countries are heavily dependent on international trade, which makes them more sensitive to world commodity prices and economic downturns in other countries. Some emerging market countries have a higher risk of currency devaluations, and some of these countries may experience periods of high inflation or rapid changes in inflation rates.

Equity Risk. Equity risk is the risk that stock prices will fall over short or extended periods of time. Although the stock market historically has outperformed other asset classes over the long term, the stock market tends to move in cycles. Individual stock prices may fluctuate drastically from day-to-day and may underperform other asset classes over an extended period of time. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. To the extent that an Underlying Fund invests in stocks, its NAV may fluctuate daily in response to changes in the market value of stocks.

Foreign Securities Risk. Foreign securities are subject to special risks as compared to securities of U.S. issuers. For example, foreign markets can be extremely volatile. Fluctuations in currency exchange rates may impact the value of foreign securities denominated in foreign currencies, or in U.S. dollars, without a change in the intrinsic value of those securities. Foreign securities may be less liquid than domestic securities so that an Underlying Fund may, at times, be unable to sell foreign securities at desirable times or prices. Brokerage commissions, custodial fees and other fees are also generally higher for foreign securities. An Underlying Fund may have limited or no legal recourse in the event of default with respect to certain foreign securities, including those issued by foreign governments. In addition, foreign governments may impose potentially confiscatory withholding taxes, which could reduce the amount of income and capital gains available to distribute to shareholders. Other risks include possible delays in the settlement of transactions or in the payment of income; generally less publicly available information about companies; the impact of political, social or diplomatic events; possible seizure, expropriation or nationalization of a company or its assets; possible imposition of currency exchange controls; and accounting, auditing and financial reporting standards that may be less comprehensive and stringent than those applicable to domestic companies.

Frequent Trading Risk. Frequent trading of investments increases the possibility that an Underlying Fund will realize taxable capital gains (including short-term capital gains, which are generally taxable at higher rates than long-term capital gains for federal income tax purposes), which could reduce the Fund's after-tax return. Frequent trading can also mean higher brokerage and other transaction costs, which could reduce the Fund's return.

Geographic Focus Risk. An Underlying Fund may concentrate its investments in a region or small group of countries. As a result, the Fund's performance may be subject to greater volatility than a more geographically diversified fund.

Growth Securities Risk. Because growth securities typically trade at a higher multiple of earnings than other types of securities, the prices of growth securities may be more sensitive to changes in current or expected earnings than the prices of other types of securities. In addition, growth securities, at times, may not perform as well as value securities or the stock market in general, and may be out of favor with investors for varying periods of time.

Index Risk. An Underlying Fund's value will generally decline when the performance of its targeted index declines. Because the Underlying Fund is designed to track an index before fees and expenses, the Underlying Fund cannot purchase other securities that may help offset declines in its index. In addition, because the Underlying Fund may not hold all issues included in its index, may not always be fully invested, and bears advisory, administrative and other expenses and transaction costs in trading securities, the Underlying Fund's performance may fail to match the performance of its targeted index, after taking expenses into account. It is not possible to invest directly in an index.

Industry Sector Risk. At times, an Underlying Fund may have a significant portion of its assets invested in securities of companies conducting business in the same industry or in a closely related group of industries within an economic sector. Companies in the same industry or sector may be similarly affected by economic or market events, making the Fund more vulnerable to unfavorable developments in an industry or sector than funds that invest more broadly.

Interest Rate Risk. Debt securities are subject to interest rate risk. In general, if prevailing interest rates rise, the values of debt securities will tend to fall, and if interest rates fall, the values of debt securities will tend to rise. Changes in the value of a debt security usually will not affect the amount of income an Underlying Fund receives from it but will affect the value of the Fund's shares. Interest rate risk is generally greater for debt securities with longer maturities/durations.

Investing in Other Funds Risk. The performance of the underlying fund(s), including exchange-traded funds, in which the Fund invests could be adversely affected if other entities that invest in the same underlying fund(s) make relatively large investments or redemptions in the underlying fund(s). In addition, because the expenses and costs of the underlying fund(s) are shared by investors in the underlying fund(s), redemptions by other investors could result in decreased economies of scale and increased operating expenses for the underlying fund. These transactions might also result in higher brokerage, tax or other costs for the Fund. This risk may be particularly important when one investor owns a substantial portion of any underlying fund. If an underlying fund pays fees to the advisor or its affiliates, this could result in the advisor having a potential conflict of interest in selecting the underlying fund(s) in which the Fund invests or in determining the percentage of the Fund's investments allocated to each underlying fund. There are also circumstances in which the advisor's fiduciary duties to the Fund may conflict with its fiduciary duties to the underlying funds for which it serves as investment manager. The price movement of an underlying fund that is an exchange-traded fund may not track the underlying index and may result in a loss.

Investment Strategy Risk. An Underlying Fund's investment advisor uses the principal investment strategies and other investment strategies to seek to achieve the Fund's investment objective. Investment decisions made by the advisor in using these strategies may not produce the returns expected by the advisor, may cause the Fund's shares to lose value or may cause the Fund to underperform other funds with similar investment objectives.

Issuer Risk. Issuer risk is the risk that an issuer may perform poorly and, therefore, the value of its stocks or bonds may decline. Poor performance may be caused by poor management decisions, competitive pressures, breakthroughs in technology, reliance on suppliers, labor problems or shortage, corporate restructurings, fraudulent disclosures or other factors.

Liquidity Risk. Illiquid securities are securities that cannot be readily disposed of in the normal course of business. There is a risk that the Underlying Fund may not be able to sell such securities at the time it desires, or that it cannot sell such securities without adversely affecting their price.

Low and Below Investment Grade Securities Risk. Debt securities with the lowest investment grade rating (e.g., BBB by S&P or Fitch) or that are below investment grade (e.g., BB or below by S&P or Fitch) are more speculative than securities with higher ratings, and tend to be more sensitive to credit risk, particularly during a downturn in the economy, which is more likely to weaken the ability of the issuers to make principal and interest payments on these securities than is the case for higher-rated securities. These securities typically pay a premium – a high interest rate or yield – because of the increased risk of loss or loss of value, including default. These securities also are generally less liquid than higher-rated securities. The securities ratings provided by Moody's, S&P and Fitch are based on analyses by these ratings agencies of the credit quality of the securities and may not take into account every risk related to whether interest or principal will be timely repaid.

Management Risk. An actively managed Underlying Fund's performance reflects in part the ability of its portfolio manager(s) to select securities and to make investment decisions that are suited to achieving the Fund's investment objective. Due to its active management, the Fund could underperform other mutual funds with similar investment objectives.

Market Risk. Market risk refers to the possibility that the market values of securities that an Underlying Fund holds will rise or fall, sometimes rapidly or unpredictably. Security values may fall because of factors affecting individual companies, industries or sectors, or the markets as a whole, reducing the value of an investment in the Fund. Accordingly, an investment in the Fund could lose money over short or even long periods. The market values of the securities the Fund holds also can be affected by changes or perceived changes in U.S. or foreign economies and financial markets and the liquidity of these securities, among other factors. In general, equity securities tend to have greater price volatility than debt securities.

Money Market Fund Risk. The Fund is a money market fund, but an investment in the Fund is not a bank deposit, and is not insured or guaranteed by Bank of America, the FDIC or any other government agency. Although the Fund seeks to preserve the value of an investment at $1.00 per share, it is possible to lose money by investing in the Fund.

Mortgage-Backed Securities Risk. The value of an Underlying Fund's mortgage-backed securities may be affected by, among other things, changes in: interest rates, factors concerning the interests in and structure of the issuer or the originator of the mortgages, the creditworthiness of the entities that provide any supporting letters of credit, surety bonds or other credit enhancements, or the market's assessment of the quality of underlying assets. Mortgage-backed securities represent interests in, or are backed by, pools of mortgages from which payments of interest and principal (net of fees paid to the issuer or guarantor of the securities) are distributed to the holders of the mortgage-backed securities. Mortgage-backed securities can have a fixed or adjustable rate. Payment of principal and interest on some mortgage-backed securities (but not the market value of the securities themselves) may be guaranteed (i) by the full faith and credit of the U.S. Government (in the case of securities guaranteed by the Government National Mortgage Association) or (ii) by its agencies, authorities, enterprises or instrumentalities (in the case of securities guaranteed by the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation), which are not insured or guaranteed by the U.S. Government. Mortgage-backed securities issued by non-governmental issuers (such as commercial banks, savings and loan institutions, private mortgage insurance companies, mortgage bankers and other secondary market issuers) may be supported by various credit enhancements, such as pool insurance, guarantees issued by governmental entities, letters of credit from a bank or senior/subordinated structures, and may entail greater risk than obligations guaranteed by the U.S. Government, whether or not such obligations are guaranteed by the private issuer. Mortgage-backed securities are subject to prepayment risk, which is the possibility that the underlying mortgage may be refinanced or prepaid prior to maturity during periods of declining or low interest rates, causing the Underlying Fund to have to reinvest the money received in securities that have lower yields. In addition, the impact of prepayments on the value of mortgage-backed securities may be difficult to predict and may result in greater volatility. Rising or high interest rates tend to extend the duration of mortgage-backed securities, making them more volatile and more sensitive to changes in interest rates.

Municipal Securities Risk. Municipal securities are debt obligations generally issued to obtain funds for various public purposes, including general financing for state and local governments, or financing for a specific project or public facility. Municipal securities may be fully or partially backed by the taxing authority of the local government, by the credit of a private issuer, by the current or anticipated revenues from a specific project or specific assets or by domestic or foreign entities providing credit support, such as letters of credit, guarantees or insurance, and are generally classified into general obligation bonds and special revenue obligations. General obligation bonds are backed by an issuer's taxing authority and may be vulnerable to limits on a government's power or ability to raise revenue or increase taxes. They also may depend for payment on legislative appropriation and/or funding or other support from other governmental bodies. Revenue obligations are payable from revenues generated by a particular project or other revenue source, and are typically subject to greater risk of default than general obligation bonds because investors can look only to the revenue generated by the project or other revenue source backing the project, rather than to the general taxing authority of the state or local government issuer of the obligations. Because many municipal securities are issued to finance projects in similar sectors such as education, health care, transportation and utilities, conditions in those sectors can affect the overall municipal market. Municipal securities pay interest that, in the opinion of the bond counsel, is free from federal income tax. There is no assurance that the IRS will agree with this opinion. In the event the IRS determines that the issuer does not comply with relevant tax requirements, interest payments from a security could become federally taxable, possibly retroactively to the date the security was issued.

Non-Diversified Fund Risk. The Underlying Fund is non-diversified, which generally means that it may invest a greater percentage of its total assets in the securities of fewer issues than a "diversified" fund. This increases the risk that a change in the value of any one investment held by the Fund could affect the overall value of the Fund more than it would affect that of a diversified fund holding a greater number of investments. Accordingly, the Fund's value will likely be more volatile than the value of more diversified funds. The Fund may not operate as a non-diversified fund at all times.

Prepayment or Call Risk. Prepayment risk is the possibility that borrowers may pay back principal before the scheduled due date. Such prepayments may require an Underlying Fund to replace the security with a lower-yielding security. This may adversely affect the NAV of the Fund's shares.

Real Estate Investment Trusts Risk. Real estate investment trusts (REITs) are entities that either own properties or make construction or mortgage loans, and may also include operating or finance companies. The value of REIT shares is affected by, among other factors, changes in the value of the underlying properties owned by the REIT and/or by changes in the prospect for earnings and/or cash flow growth of the REIT itself. In addition, certain of the risks associated with general real estate ownership apply to an Underlying Fund's REIT investments, including risks related to general and local economic conditions, possible lack of availability of financing and changes in interest rates.

Redemption Risk. An Underlying Fund may have to sell securities at a loss in order to fund shareholder redemptions. Redemptions are more likely to occur when prices of companies located in relevant regions are declining, and prices of these securities may fall more rapidly than those of other securities.

Reinvestment Risk. Income from an Underlying Fund's debt securities portfolio will decline if and when the Fund invests the proceeds from matured, traded or called securities in securities with market interest rates that are below the current earnings rate of the Fund's portfolio.

Repurchase Agreements Risk. Repurchase agreements are agreements in which the seller of a security to an Underlying Fund agrees to repurchase that security from the Fund at a mutually agreed upon price and time. Repurchase agreements carry the risk that the counterparty may not fulfill its obligations under the agreement. This could cause the Fund's income and the value of an investment in the Fund to decline.

Securities Lending Risk. An Underlying Fund may lend securities to financial institutions that provide cash or securities issued or guaranteed by the U.S. Government as collateral. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, a Fund may lose money and there may be a delay in recovering the loaned securities. A Fund could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of the investments made with cash collateral. These events could trigger adverse tax consequences to the Fund.

Selection Risk. Selection risk is the risk that the securities that Fund management selects will underperform the markets, the relevant indices or securities selected by other funds with similar investment objectives and investment strategies.

Smaller Company Securities Risk. Securities of small- or mid-capitalization companies ("smaller companies") can, in certain circumstances, have a higher potential for gains than securities of large-capitalization companies but may also have more risk. For example, smaller companies may be more vulnerable to market downturns and adverse business or economic events than larger, more established companies because they may have more limited financial resources and business operations. These companies are also more likely than larger companies to have more limited product lines and operating histories and to depend on smaller management teams. Their securities may trade less frequently and in smaller volumes and may be less liquid and fluctuate more sharply in value than securities of larger companies. In addition, some smaller companies may not be widely followed by the investment community, which can lower the demand for their stocks.

Special Situations Risk. Securities of companies that are involved in an initial public offering or a major corporate event, such as a business consolidation or restructuring, may present special risk because of the high degree of uncertainty associated with such events. Securities issued in initial public offerings often are issued by companies that are in the early stages of development, have a history of little or no revenues and may operate at a loss following the offering. It is possible that there will be no active trading market for the securities after the offering, and that the market price of the securities may be subject to significant and unpredictable fluctuations. Investing in special situations may have a magnified effect on the performance of funds with small amounts of assets.

Technology Sector Risk. Securities of companies in the technology sector are subject to significant competitive pressures, such as aggressive pricing of their products or services, new market entrants, competition for market share, short product cycles due to an accelerated rate of technological developments and the potential for limited earnings and/or falling profit margins. These companies also face the risks that new services, equipment or technologies will not be accepted by consumers and businesses or will become rapidly obsolete. These factors can affect the profitability of technology companies and, as a result, the value of their securities. In addition, many technology companies have limited operating histories. Prices of these companies' securities historically have been more volatile than other securities, especially over the short term. Because an Underlying Fund invests a significant portion of its net assets in the equity securities of technology companies, the Fund's price may be more volatile than a fund that is invested in a more diverse range of market sectors.

Temporary Defensive Positions Risk. To respond to unusual circumstances, an Underlying Fund may invest up to 100% of its total assets in cash and cash equivalents for temporary defensive purposes. These investments may prevent the Fund from meeting its investment objective.

U.S. Government Obligations Risk. U.S. Treasury obligations are backed by the "full faith and credit" of the U.S. Government and generally have negligible credit risk. Securities issued or guaranteed by federal agencies or authorities and U.S. Government-sponsored instrumentalities or enterprises may or may not be backed by the full faith and credit of the U.S. Government. For example, securities issued by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association and the Federal Home Loan Banks are neither insured nor guaranteed by the U.S. Government. These securities may be supported by the ability to borrow from the U.S. Treasury or by the credit of the issuing agency, authority, instrumentality or enterprise and, as a result, are subject to greater credit risk than securities issued or guaranteed by the U.S. Treasury.

Value Securities Risk. Value securities are securities of companies that may have experienced, for example, adverse business, industry or other developments or may be subject to special risks that have caused the securities to be out of favor and, in turn, potentially undervalued. The market value of a portfolio security may not meet the Underlying Fund's investment advisor's future value assessment of that security, or may decline. There is also a risk that it may take longer than expected for the value of these investments to rise to the believed value. In addition, value securities, at time, may not perform as well as growth securities or the stock market in general, and may be out of favor with investors for varying periods of time.

When Issued and Delayed Delivery Securities and Forward Commitments. An Underlying Fund may purchase or sell securities that it is entitled to receive on a when issued basis. A Fund may also purchase or sell securities on a delayed delivery basis or through a forward commitment. When issued and delayed delivery securities and forward commitments involve the risk that the security a Fund buys will lose value prior to its delivery. There also is the risk that the security will not be issued or that the other party will not meet its obligation. If this occurs, the Fund loses both the investment opportunity for the assets it set aside to pay for the security and any gain in the security's price.

Zero-Coupon Bonds Risk. Zero-coupon bonds are bonds that do not pay interest in cash on a current basis, but instead accrue interest over the life of the bond. As a result, these securities are issued at a discount, and their values may fluctuate more than the values of similar securities that pay interest periodically. Although these securities pay no interest to holders prior to maturity, interest accrued on these securities is reported as income to the Underlying Fund and distributed to its shareholders.

INVESTMENT ADVISORS OF THE UNDERLYING FUNDS

Various registered investment advisors manage the Underlying Funds. These advisors and the Underlying Funds that they manage are identified below.

Columbia Management Advisors, LLC (*"CMA"*) serves as the investment advisor to Columbia Large Cap Value Fund, Columbia Mid Cap Value Fund, Columbia Small Cap Core Fund, Columbia Small Cap Value Fund I, Columbia Small Cap Growth Fund II, Columbia Marsico Growth Fund, Columbia Mid Cap Growth Fund, Columbia Large Cap Core Fund, Columbia Multi-Advisor International Equity Fund, Columbia Conservative High Yield

Fund, Columbia High Income Fund, Columbia Intermediate Bond Fund, Columbia Short Term Bond Fund, Columbia Strategic Income Fund, Columbia Cash Reserves, and Columbia U.S. Treasury Index Fund. CMA is responsible for managing these Underlying Funds' portfolios and business affairs, subject to oversight by each Underlying Fund's Board of Trustees. As of September 30, 2009, CMA managed over $303 billion in assets. CMA has been a registered advisor since 1995. CMA's address is 100 Federal Street, Boston, MA 02110.

Columbia Wanger Asset Management, L.P. (*"Columbia WAM"*) serves as the investment advisor to Columbia Acorn Fund, Columbia Acorn Select, Columbia Acorn USA, Columbia Acorn International and Columbia Thermostat Fund. Columbia WAM runs each of these Underlying Funds' day-to-day business, including placing all orders for the purchase and sale of each Fund's portfolio securities. Columbia WAM and its predecessor, Wanger Asset Management, L.P., have managed mutual funds since 1992. As of September 30, 2009, Columbia WAM managed over $26 billion in assets. Columbia WAM's address is 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606.

RiverSource Investments, LLC (*"RiverSource"*) serves as the investment advisor for RiverSource Equity Value Fund. RiverSource is responsible for this Underlying Fund's day-to-day business, including placing all orders for the purchase and sale of the Fund's portfolio securities. RiverSource is a wholly owned subsidiary of Ameriprise Financial, Inc., which has been providing financial services since 1894. As of September 30, 2009, RiverSource managed over $146 billion in assets. RiverSource's address is 200 Ameriprise Financial Center, Minneapolis, MN 55474.

BlackRock Advisors, LLC (*"BlackRock"*) is the investment advisor for BlackRock Large Cap Value Fund. BlackRock is responsible for making all investment decisions for the Master Portfolio in which this Underlying Fund invests. BlackRock has a sub-advisory agreement with BlackRock Investment Management, LLC (the *"Sub-Advisor"*) an affiliate, under which the Sub-Advisor is responsible for the day-to-day management of the Master Portfolio in which this Underlying Fund invests. BlackRock has been an investment advisor since 1994. As of September 30, 2009, BlackRock and its affiliates had approximately $1.43 trillion in investment company and other portfolio assets under management. Prior to September 29, 2006, Fund Asset Management, L.P., an indirect wholly owned subsidiary of Merrill Lynch & Co., Inc., acted as the investment advisor of the Portfolio in which this Underlying Fund invests. BlackRock's address is 100 Bellevue Parkway, Wilmington, Delaware 19809.

J.P. Morgan Investment Management Inc. (*"JPMIM"*) serves as the investment advisor for JPMorgan International Equity Fund. JPMorgan Asset Management is the marketing name for the asset management business of JPMorgan Chase & Co., which includes JPMIM. As of September 30, 2009, J.P. Morgan Asset Management managed over $1.3 trillion in assets. JPMIM's address is 245 Park Avenue, New York, NY 10167.

Legg Mason Partners Fund Advisor, LLC (*"LMPFA"*) serves as the investment manager for Legg Mason ClearBridge Aggressive Growth Fund, Inc. In its role as investment manager of the Fund, LMPFA provides administrative and certain oversight services to the Fund. ClearBridge Advisors, LLC (*"ClearBridge"*) provides the day-to-day portfolio management of the Fund, as subadvisor, except for the management of cash and short-term instruments, which is provided by LMPFA. LMPFA and ClearBridge have offices at 620 Eighth Avenue, New York, New York 10018. As of September 30, 2009, Legg Mason managed approximately $702.7 billion in assets.

UBS Global Asset Management (Americas) Inc. ("UBS Global AM"), with its principal office located at One North Wacker Drive, Chicago, Illinois 60606, manages the assets of The UBS Funds pursuant to its investment advisory agreement with each Fund. UBS Global AM is an investment management firm managing $146 billion, as of September 30, 2009, primarily for institutional pension and profit sharing funds. UBS Global AM is an indirect, wholly owned subsidiary of UBS AG and a member of the UBS Global Asset Management Division, which had approximately $562 billion in assets under management as of September 30, 2009.

APPENDIX B: FEES AND EXPENSES

CLASS A, B AND C UNITS

All information in this APPENDIX B has been provided by Columbia or the other advisors for inclusion herein. Such information has not been independently verified by Upromise, Upromise Investments, the Comptroller or HESC and no representation is made by the Comptroller or by HESC as to its accuracy or completeness. No Underlying Fund financial information is included in this Program Brochure, other than the expense ratios set forth in this APPENDIX B. For more information about any Underlying Fund, or for instructions on ordering a copy of an Underlying Fund's current Prospectus, if applicable, please refer to APPENDIX A.

Account Owners bear fees and expenses at the Advisor Plan level and also bear the expenses of investing in the Underlying Funds. For recent expenses of the Underlying Funds, please refer to **"UNDERLYING FUND EXPENSES"** below. Advisor Plan-level fees for Class A, B and C Units include (a) an annual Account fee (except as set forth under **"ADVISOR PLAN-LEVEL EXPENSES—Annual Account Fee"** below), (b) a distribution and service fee, (c) a management and administration fee, and (d) sales charges. In addition, Accounts are subject to certain transaction fees described under "**TRANSACTION FEES**" below. Advisor Plan-level fees and expenses may be increased or otherwise modified at any time. Financial advisors through which you may invest in the Advisor Plan may charge you fees in addition to the fees described in this **APPENDIX B**. Any such additional fee is a matter between you and your financial advisor and is not the responsibility of the Advisor Plan.

Subject to certain eligibility criteria, Account Owners may select from among four classes of Portfolio Units for each contribution (Class A, Class B, Class C and Class Z) to a Portfolio. Each class of Portfolio Units is subject to a different fee structure. ***This Program Brochure offers only Class A, B and C Units.*** Class Z Units, which bear lower Advisor Plan-level expenses and are not subject to sales charges, are available only to Account Owners who are *"Eligible Investors."* An Eligible Investor includes the following: any employee (or family member of any employee) of Bank of America Corporation or its subsidiaries; any trustee or director (or any family member of any trustee or director) of any mutual fund distributed by Columbia Management Distributors, Inc. (*"CMD"*); and any direct shareholder (as well as any family member or any person listed on an account registration for any account of the shareholder) of a mutual fund distributed by CMD who (i) holds Class Z shares of such mutual fund, (ii) holds Class A shares of such mutual fund that were obtained by exchanging Class Z shares, or (iii) purchased certain no-load shares of mutual funds merged with mutual funds distributed by CMD. These criteria may change at any time. If you believe you are an Eligible Investor, please contact the Advisor Plan at 1-800-774-2108 or your financial advisor to request a copy of the Program Brochure offering Class Z Units.

ADVISOR PLAN-LEVEL EXPENSES

Annual Account Fee

An annual Account fee of $25 will be assessed on an Account unless the aggregate value of all Portfolio Units held in all Accounts of the Account Owner for the same Beneficiary equals or exceeds $25,000 at the time the Account fee is assessed. The fee will be assessed during the month following the anniversary date of the Account opening, beginning 12 months after the Account is opened. If an Account Owner makes a full withdrawal from the Account prior to the anniversary date in a given year, the annual Account fee may be charged against the withdrawal. The annual Account fee is paid to the Program Manager.

Asset-Based Fees and Sales Charges

Distribution and Service Fee. Class A, B and C Units of each Portfolio are subject to an annual distribution and service fee that ranges (depending on the Unit class and Portfolio selected) from 0.25% to 1.00% of Portfolio assets attributable to such Unit class. This fee is accrued daily and is factored into the Portfolio's Unit value. This fee is paid to CMD and your financial advisor for the performance of certain distribution and Account servicing functions. See **"Expense Tables"** and **"Dealer Reallowances and Other Payments and Compensation to Financial Advisors"** below.

Management and Administration Fee. Class A, B and C Units of each Portfolio also bear a management and administration fee of 0.30% of Portfolio assets attributable to the relevant class. The management and administration fee is payable to Columbia for the performance of certain Portfolio administration and management services. Columbia and the Program Manager have agreed to a specific formula for the allocation between them of the fee. This fee is accrued daily and is factored into each Portfolio's Unit value. See **"Expense Tables"** below.

Underlying Fund Expenses. Each of the Underlying Funds in which the Portfolios invest assesses certain fees against amounts invested. An Underlying Fund's expense ratio measures the total annual operating expenses of the Underlying Fund as a percentage of its average daily net assets. See **"Expense Tables"** and **"UNDERLYING FUND EXPENSES"** below.

Additional Compensation to Columbia. Each of the other advisors has agreed to pay to Columbia, out of the fees the other advisors and their affiliates receive from the Underlying Funds they manage, fees at an annual rate equal to 0.40% of the average daily net assets of Advisor Plan Accounts invested in such Underlying Funds. The fees received by the other advisors for managing the Underlying Funds are reflected in the Underlying Fund expenses below. See **"Expense Tables"** and **"UNDERLYING FUND EXPENSES"** below.

Sales Charges. In addition, Account Owners investing in Class A Units are subject to an initial sales charge. In certain limited circumstances, sales charges may not apply, as described below. Account Owners investing in Class A (in certain very limited circumstances), Class B, and Class C Units may pay a contingent deferred sales charge (*"CDSC"*) if they withdraw a contribution within a specified period of time after making the contribution. All or a substantial portion of these sales charges will be paid to the financial advisor through which Account Owners invest in the Advisor Plan, as described under **"Dealer Reallowances and Other Payments and Compensation to Financial Advisors"** below. For more information on sales charges, refer to **"Expense Tables"** and **"Choosing Unit Classes"** (including "*Class A Breakpoint Discounts*" and "*Class B Breakpoint Discounts*") below.

Expense Tables

CLASS A UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM INITIAL SALES CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE
AGGRESSIVE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 0-4 YEARS IN AGE-BASED PORTFOLIO)	0.95%	0.30%	0.25%	NONE	1.50%	5.75%	$25
GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 5-8 YEARS IN AGE-BASED PORTFOLIO)	0.88%	0.30%	0.25%	NONE	1.43%	5.75%	$25
MODERATE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 9-12 YEARS IN AGE-BASED PORTFOLIO)	0.82%	0.30%	0.25%	NONE	1.37%	5.75%	$25
BALANCED NY 529 PORTFOLIO (BENEFICIARY AGE 13-15 YEARS IN AGE-BASED PORTFOLIO)	0.73%	0.30%	0.25%	NONE	1.28%	5.75%	$25
CONSERVATIVE NY 529 PORTFOLIO (BENEFICIARY AGE 16-18 YEARS IN AGE-BASED PORTFOLIO)	0.63%	0.30%	0.25%	NONE	1.18%	4.75%	$25
COLLEGE NY 529 PORTFOLIO (BENEFICIARY AGE OVER 18 YEARS IN AGE-BASED PORTFOLIO)	0.54%	0.30%	0.25%	NONE	1.09%	4.75%	$25
DIVERSIFIED INCOME NY 529 PORTFOLIO	0.71%	0.30%	0.25%	NONE	1.26%	4.75%	$25
CURRENT INCOME NY 529 PORTFOLIO	0.47%	0.30%	0.25%	NONE	1.02%	4.75%	$25

CLASS A UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM INITIAL SALES CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE
COLUMBIA ACORN NY 529 PORTFOLIO	0.76%	0.30%	0.25%	NONE	1.31%	5.75%	$25
COLUMBIA ACORN SELECT NY 529 PORTFOLIO	0.95%	0.30%	0.25%	NONE	1.50%	5.75%	$25
COLUMBIA ACORN USA NY 529 PORTFOLIO	1.01%	0.30%	0.25%	NONE	1.56%	5.75%	$25
COLUMBIA LARGE CAP VALUE NY 529 PORTFOLIO	0.85%	0.30%	0.25%	NONE	1.40%	5.75%	$25
COLUMBIA MARSICO GROWTH NY 529 PORTFOLIO	1.01%	0.30%	0.25%	NONE	1.56%	5.75%	$25
COLUMBIA MID CAP VALUE NY 529 PORTFOLIO	0.92%	0.30%	0.25%	NONE	1.47%	5.75%	$25
COLUMBIA SMALL CAP CORE NY 529 PORTFOLIO	1.01%	0.30%	0.25%	NONE	1.56%	5.75%	$25
COLUMBIA SMALL CAP VALUE NY 529 PORTFOLIO	1.05%	0.30%	0.25%	NONE	1.60%	5.75%	$25
COLUMBIA THERMOSTAT NY 529 PORTFOLIO	0.25%	0.30%	0.25%	NONE	0.80%	5.75%	$25
PREMIERE AGGRESSIVE GROWTH NY 529 PORTFOLIO	1.21%	0.30%	0.25%	NONE	1.76%	5.75%	$25
PREMIERE CLASSIC VALUE NY 529	1.11%	0.30%	0.25%	NONE	1.66%	5.75%	$25

CLASS A UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM INITIAL SALES CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE
PORTFOLIO							
PREMIERE LARGE CAP VALUE NY 529 PORTFOLIO	1.17%	0.30%	0.25%	NONE	1.72%	5.75%	$25
PREMIERE GLOBAL ALLOCATION NY 529 PORTFOLIO	1.22%	0.30%	0.25%	NONE	1.77%	5.75%	$25
PREMIERE INTERNATIONAL EQUITY NY 529 PORTFOLIO	1.31%	0.30%	0.25%	NONE	1.86%	5.75%	$25
COLUMBIA INTERMEDIATE BOND NY 529 PORTFOLIO	0.64%	0.30%	0.25%	NONE	1.19%	4.75%	$25
COLUMBIA STRATEGIC INCOME NY 529 PORTFOLIO	0.73%	0.30%	0.25%	NONE	1.28%	4.75%	$25

1 Certain other fees may also be assessed. Please refer to **"TRANSACTION FEES"** for a description of other fees that may be assessed.

2 The figures above are based on the total operating expense ratio for the most recent fiscal year reported upon in the applicable fund's most recent financial statements or prospectus. For investment options invested in multiple registered mutual funds, the figures are based on a weighted average of each fund's total operating expense ratio as reported in the applicable fund's most recent financial statements or prospectus, in accordance with the investment option's asset allocation among the applicable funds as of September 30, 2009. The total operating expense ratio measures the annual operating expenses of an Underlying Fund as a percentage of its average daily net assets. Operating expenses for each Underlying Fund include investment advisory fees, administration, distribution, shareholder servicing and shareholder administration fees, and other expenses paid to affiliates and non-affiliates of Columbia.

3 No separate fee is charged by the Program Administrators. The Program Manager and Investment Manager pay an aggregate amount of $355,000 to the Program Administrators annually to help defray the costs of administering the New York Program. The amount of this payment is subject to increase to reflect increases in the Consumer Price Index (*"CPI"*). This payment is not deducted from any Accounts.

4 This total is assessed against assets over the course of the year and does not include sales charges or Account maintenance fees. Please refer to the table beginning on page B-15 that shows the total assumed investment cost over 1-, 3-, 5-, and 10-year periods.

5 Please refer to the chart on page B-22 for information regarding applicable breakpoint discounts.

[6] An annual Account fee of $25 will be assessed on an Account (at the Account level and not at the Portfolio level) unless the aggregate value of all Portfolio Units held in all Accounts of the Account Owner for the same Beneficiary equals or exceeds $25,000 at the time the Account fee is assessed. The fee will be assessed during the month following the anniversary date of the Account opening, beginning 12 months after the Account is opened. If an Account Owner makes a full withdrawal from the Account prior to the anniversary date in a given year, the annual Account fee may be charged against the withdrawal.

CLASS B UNITS*							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGES	ANNUAL ACCOUNT MAINTENANCE FEE[6]
AGGRESSIVE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 0-4 YEARS IN AGE-BASED PORTFOLIO)	0.95%	0.30%	1.00%	NONE	2.25%	5.00%	$25
GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 5-8 YEARS IN AGE-BASED PORTFOLIO)	0.88%	0.30%	1.00%	NONE	2.18%	5.00%	$25
MODERATE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 9-12 YEARS IN AGE-BASED PORTFOLIO)	0.82%	0.30%	1.00%	NONE	2.12%	5.00%	$25
BALANCED NY 529 PORTFOLIO (BENEFICIARY AGE 13-15 YEARS IN AGE-BASED PORTFOLIO)	0.73%	0.30%	1.00%	NONE	2.03%	5.00%	$25
CONSERVATIVE NY 529 PORTFOLIO (BENEFICIARY AGE 16-18 YEARS IN AGE-BASED PORTFOLIO)	0.63%	0.30%	1.00%	NONE	1.93%	5.00%	$25
COLLEGE NY 529 PORTFOLIO (BENEFICIARY AGE OVER 18 YEARS IN AGE-BASED PORTFOLIO)	0.54%	0.30%	1.00%	NONE	1.84%	5.00%	$25
DIVERSIFIED INCOME NY 529 PORTFOLIO	0.71%	0.30%	1.00%	NONE	2.01%	5.00%	$25
CURRENT INCOME NY 529 PORTFOLIO	0.47%	0.30%	1.00%	NONE	1.77%	5.00%	$25
COLUMBIA ACORN NY 529 PORTFOLIO	0.76%	0.30%	1.00%	NONE	2.06%	5.00%	$25
COLUMBIA ACORN SELECT NY 529 PORTFOLIO	0.95%	0.30%	1.00%	NONE	2.25%	5.00%	$25
COLUMBIA ACORN USA NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	5.00%	$25

CLASS B UNITS*							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGES	ANNUAL ACCOUNT MAINTENANCE FEE[6]
COLUMBIA LARGE CAP VALUE NY 529 PORTFOLIO	0.85%	0.30%	1.00%	NONE	2.15%	5.00%	$25
COLUMBIA MARSICO GROWTH NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	5.00%	$25
COLUMBIA MID CAP VALUE NY 529 PORTFOLIO	0.92%	0.30%	1.00%	NONE	2.22%	5.00%	$25
COLUMBIA SMALL CAP CORE NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	5.00%	$25
COLUMBIA SMALL CAP VALUE NY 529 PORTFOLIO	1.05%	0.30%	1.00%	NONE	2.35%	5.00%	$25
COLUMBIA THERMOSTAT NY 529 PORTFOLIO	0.25%	0.30%	1.00%	NONE	1.55%	5.00%	$25
PREMIERE AGGRESSIVE GROWTH NY 529 PORTFOLIO	1.21%	0.30%	1.00%	NONE	2.51%	5.00%	$25
PREMIERE CLASSIC VALUE NY 529 PORTFOLIO	1.11%	0.30%	1.00%	NONE	2.41%	5.00%	$25
PREMIERE LARGE CAP VALUE NY 529 PORTFOLIO	1.17%	0.30%	1.00%	NONE	2.47%	5.00%	$25
PREMIERE GLOBAL ALLOCATION NY 529	1.22%	0.30%	1.00%	NONE	2.52%	5.00%	$25

CLASS B UNITS*							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGES	ANNUAL ACCOUNT MAINTENANCE FEE[6]
PORTFOLIO							
PREMIERE INTERNATIONAL EQUITY NY 529 PORTFOLIO	1.31%	0.30%	1.00%	NONE	2.61%	3.00%	$25
COLUMBIA INTERMEDIATE BOND NY 529 PORTFOLIO	0.64%	0.30%	1.00%	NONE	1.94%	5.00%	$25
COLUMBIA STRATEGIC INCOME NY 529 PORTFOLIO	0.73%	0.30%	1.00%	NONE	2.03%	5.00%	$25

* In general, Class B Units automatically convert into Class A Units in the eighth year after purchase. The conversion may occur before the eighth year, depending on the amount invested in the Advisor Plan. See **"Choosing Unit Classes —** *Class B Units"* below.

1 Certain other fees may also be assessed. Please refer to **"TRANSACTION FEES"** for a description of other fees that may be assessed.

2 The figures above are based on the total operating expense ratio reported upon in the applicable fund's most recent financial statements or prospectus. For investment options invested in multiple registered mutual funds, the figures are based on a weighted average of each fund's total operating expense ratio as reported in the applicable fund's most recent financial statements or prospectus, in accordance with the investment option's asset allocation among the applicable funds as of September 30, 2009. The total operating expense ratio measures the annual operating expenses of an Underlying Fund as a percentage of its average daily net assets. Operating expenses for each Underlying Fund include investment advisory fees, administration, distribution, shareholder servicing and shareholder administration fees, and other expenses paid to affiliates and non-affiliates of Columbia.

3 No separate fee is charged by the Program Administrators. The Program Manager and Investment Manager pay an aggregate amount of $355,000 to the Program Administrators annually to help defray the costs of administering the New York Program. The amount of this payment is subject to increase to reflect increases in the Consumer Price Index (*"CPI"*). This payment is not deducted from any Accounts.

4 This total is assessed against assets over the course of the year and does not include sales charges or Account maintenance fees. Please refer to the table beginning on page B-15 that shows the total assumed investment cost over 1-, 3-, 5-, and 10-year periods.

5 In general, the CDSC of Class B Units declines each year you hold the Portfolio Units and varies based on the amount of the contribution. See **"Choosing Unit Classes —** *Class B Units"* below. Please refer to pages B-22 through B-23 for more information regarding CDSCs. Please refer to the chart on page B-23 for information regarding applicable breakpoint discounts.

6 An annual Account fee of $25 will be assessed on an Account (at the Account level and not at the Portfolio level) unless the aggregate value of all Portfolio Units held in all Accounts of the Account Owner for the same Beneficiary equals or exceeds $25,000 at the time the Account fee is assessed. The fee will be

assessed during the month following the anniversary date of the Account opening, beginning 12 months after the Account is opened. If an Account Owner makes a full withdrawal from the Account prior to the anniversary date in a given year, the annual Account fee may be charged against the withdrawal.

CLASS C UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE[6]
AGGRESSIVE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 0-4 YEARS IN AGE-BASED PORTFOLIO)	0.95%	0.30%	1.00%	NONE	2.25%	1.00%	$25
GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 5-8 YEARS IN AGE-BASED PORTFOLIO)	0.88%	0.30%	1.00%	NONE	2.18%	1.00%	$25
MODERATE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 9-12 YEARS IN AGE-BASED PORTFOLIO)	0.82%	0.30%	1.00%	NONE	2.12%	1.00%	$25
BALANCED NY 529 PORTFOLIO (BENEFICIARY AGE 13-15 YEARS IN AGE-BASED PORTFOLIO)	0.73%	0.30%	1.00%	NONE	2.03%	1.00%	$25
CONSERVATIVE NY 529 PORTFOLIO (BENEFICIARY AGE 16-18 YEARS IN AGE-BASED PORTFOLIO)	0.63%	0.30%	0.85%	NONE	1.78%	1.00%	$25
COLLEGE NY 529 PORTFOLIO (BENEFICIARY AGE OVER 18 YEARS IN AGE-BASED PORTFOLIO)	0.54%	0.30%	0.85%	NONE	1.69%	1.00%	$25
DIVERSIFIED INCOME NY 529 PORTFOLIO	0.71%	0.30%	0.85%	NONE	1.86%	1.00%	$25
CURRENT INCOME NY 529 PORTFOLIO	0.47%	0.30%	0.85%	NONE	1.62%	1.00%	$25
COLUMBIA ACORN NY 529 PORTFOLIO	0.76%	0.30%	1.00%	NONE	2.06%	1.00%	$25

CLASS C UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE[6]
COLUMBIA ACORN SELECT NY 529 PORTFOLIO	0.95%	0.30%	1.00%	NONE	2.25%	1.00%	$25
COLUMBIA ACORN USA NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	1.00%	$25
COLUMBIA LARGE CAP VALUE NY 529 PORTFOLIO	0.85%	0.30%	1.00%	NONE	2.15%	1.00%	$25
COLUMBIA MARSICO GROWTH NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	1.00%	$25
COLUMBIA MID CAP VALUE NY 529 PORTFOLIO	0.92%	0.30%	1.00%	NONE	2.22%	1.00%	$25
COLUMBIA SMALL CAP CORE NY 529 PORTFOLIO	1.01%	0.30%	1.00%	NONE	2.31%	1.00%	$25
COLUMBIA SMALL CAP VALUE NY 529 PORTFOLIO	1.05%	0.30%	1.00%	NONE	2.35%	1.00%	$25
COLUMBIA THERMOSTAT NY 529 PORTFOLIO	0.25%	0.30%	1.00%	NONE	1.55%	1.00%	$25
PREMIERE AGGRESSIVE GROWTH NY 529 PORTFOLIO	1.21%	0.30%	1.00%	NONE	2.51%	1.00%	$25
PREMIERE CLASSIC VALUE NY 529 PORTFOLIO	1.11%	0.30%	1.00%	NONE	2.41%	1.00%	$25

CLASS C UNITS							
	ANNUAL ASSET-BASED FEES					ADDITIONAL INVESTOR EXPENSES[1]	
PORTFOLIO	ESTIMATED UNDERLYING FUND EXPENSES[2]	MANAGEMENT AND ADMINISTRATION FEE	DISTRIBUTION & SERVICE FEE	STATE FEE[3]	TOTAL ANNUAL ASSET-BASED FEES[4]	MAXIMUM REDEMPTION CHARGE[5]	ANNUAL ACCOUNT MAINTENANCE FEE[6]
PREMIERE LARGE CAP VALUE NY 529 PORTFOLIO	1.17%	0.30%	1.00%	NONE	2.53%	1.00%	$25
PREMIERE GLOBAL ALLOCATION NY 529 PORTFOLIO	1.22%	0.30%	1.00%	NONE	2.52%	1.00%	$25
PREMIERE INTERNATIONAL EQUITY NY 529 PORTFOLIO	1.31%	0.30%	1.00%	NONE	2.61%	1.00%	$25
COLUMBIA INTERMEDIATE BOND NY 529 PORTFOLIO	0.64%	0.30%	0.85%	NONE	1.94%	1.00%	$25
COLUMBIA STRATEGIC INCOME NY 529 PORTFOLIO	0.73%	0.30%	0.85%	NONE	2.03%	1.00%	$25

1 Certain other fees may also be assessed. Please refer to **"TRANSACTION FEES"** for a description of other fees that may be assessed.

2 The figures above are based on the total operating expense ratio for the most recent fiscal year reported upon in the applicable fund's most recent financial statements or prospectus. For investment options invested in multiple registered mutual funds, the figures are based on a weighted average of each fund's total operating expense ratio as reported in the applicable fund's most recent financial statements or prospectus, in accordance with the investment option's asset allocation among the applicable funds as of September 30, 2009. The total operating expense ratio measures the annual operating expenses of an Underlying Fund as a percentage of its average daily net assets. Operating expenses for each Underlying Fund include investment advisory fees, administration, distribution, shareholder servicing and shareholder administration fees, and other expenses paid to affiliates and non-affiliates of Columbia.

3 No separate fee is charged by the Program Administrators. The Program Manager and Investment Manager pay an aggregate amount of $355,000 to the Program Administrators annually to help defray the costs of administering the New York Program. The amount of this payment is subject to increase to reflect increases in the Consumer Price Index (*"CPI"*). This payment is not deducted from any Accounts.

4 This total is assessed against assets over the course of the year and does not include sales charges or Account maintenance fees. Please refer to the table beginning on page B-15 that shows the total assumed investment cost over 1-, 3-, 5-, and 10-year periods.

5 A CDSC is applied to withdrawals attributable to Class C Units only when the withdrawal is made within twelve months of contribution. See **"Choosing Unit Classes —** *Class C Units"* below. Please refer to pages B-22 through B-23 for more information regarding CDSCs.

[6] An annual Account fee of $25 will be assessed on an Account (at the Account level and not at the Portfolio level) unless the aggregate value of all Portfolio Units held in all Accounts of the Account Owner for the same Beneficiary equals or exceeds $25,000 at the time the Account fee is assessed. The fee will be assessed during the month following the anniversary date of the Account opening, beginning 12 months after the Account is opened. If an Account Owner makes a full withdrawal from the Account prior to the anniversary date in a given year, the annual Account fee may be charged against the withdrawal.

Hypothetical Expense Examples (Your Actual Costs May Be Higher or Lower)

The following table shows hypothetical expense examples of what you may pay when you buy and hold Portfolio Units, and when you make withdrawals from the Advisor Plan.

Portfolios have varying Advisor Plan-level fees and expenses and the Underlying Funds in which the Portfolios invest have varying annual operating expenses. As a result, each Portfolio's annual fees and expenses will vary from each other. See **"UNDERLYING FUND EXPENSES"** for specific annual operating expenses for a specific Underlying Fund.

These examples are entirely hypothetical and are presented for illustrative purposes only. They are not a prediction of your actual expenses, which will vary from the examples.

The following table compares the approximate cost of investing over different periods of time in the Portfolios. The expense examples are calculated in the manner that mutual funds use to calculate their expense examples, as required by Form N-1A. The table assumes the following:

A $10,000 investment invested for the time periods shown.

A 5% annually compounded rate of return on the net amount invested throughout the period.

Total annual asset-based fees remain the same as those shown in the Expense Tables above.

The Account Owner pays the applicable maximum initial sales charge (without regard to possible breakpoint discounts) for Class A Units and the maximum contingent deferred sales charges applicable to shares redeemed after the applicable periods for Class B and C Units.

Class B Units convert to Class A Units after eight years so the Advisor Plan-level expenses of Class A Units are used for years 9 and 10.

Expenses shown for the Portfolio include the annual Account fee of $25. This annual fee, if applicable, is only imposed once per Account, regardless of the number of Portfolios in your Account.

No transaction fees (whether described below under **"TRANSACTION FEES"** or otherwise) are incurred.

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
AGGRESSIVE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 0-4 YEARS IN AGE-BASED PORTFOLIO)	CLASS A (WITH OR WITHOUT REDEMPTION)	$719	$1,021	$1,342	$2,244
	CLASS B (REDEMPTION AT END OF PERIOD)	$753	$1,027	$1,199	$2,372
	CLASS B (NO REDEMPTION)	$228	$702	$1,199	$2,372
	CLASS C (REDEMPTION AT END OF PERIOD)	$353	$727	$1,224	$2,582
	CLASS C (NO REDEMPTION)	$228	$702	$1,199	$2,557
GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 5-8	CLASS A (WITH OR WITHOUT REDEMPTION)	$712	$1,000	$1,308	$2,172

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
YEARS IN AGE-BASED PORTFOLIO)	CLASS B (REDEMPTION AT END OF PERIOD)	$746	$1,005	$1,389	$2,325
	CLASS B (NO REDEMPTION)	$221	$680	$1,164	$2,300
	CLASS C (REDEMPTION AT END OF PERIOD)	$346	$705	$1,189	$2,512
	CLASS C (NO REDEMPTION)	$221	$680	$1,164	$2,487
MODERATE GROWTH NY 529 PORTFOLIO (BENEFICIARY AGE 9-12 YEARS IN AGE-BASED PORTFOLIO)	CLASS A (WITH OR WITHOUT REDEMPTION)	$706	$983	$1,278	$2,109
	CLASS B (REDEMPTION AT END OF PERIOD)	$740	$987	$1,358	$2,263
	CLASS B (NO REDEMPTION)	$215	$662	$1,133	$2,238
	CLASS C (REDEMPTION AT END OF PERIOD)	$340	$687	$1,158	$2,451
	CLASS C (NO REDEMPTION)	$215	$662	$1,133	$2,426
BALANCED NY 529 PORTFOLIO (BENEFICIARY AGE 13-15 YEARS IN AGE-BASED PORTFOLIO)	CLASS A (WITH OR WITHOUT REDEMPTION)	$698	$957	$1,233	$2,015
	CLASS B (REDEMPTION AT END OF PERIOD)	$731	$960	$1,313	$2,169
	CLASS B (NO REDEMPTION)	$206	$635	$1,088	$2,144
	CLASS C (REDEMPTION AT END OF PERIOD)	$331	$660	$1,113	$2,358
	CLASS C (NO REDEMPTION)	$206	$635	$1,088	$2,333
CONSERVATIVE NY 529 PORTFOLIO (BENEFICIARY AGE 16-18 YEARS IN AGE-BASED PORTFOLIO)	CLASS A (WITH OR WITHOUT REDEMPTION)	$590	$831	$1,090	$1,824
	CLASS B (REDEMPTION AT END OF PERIOD)	$721	$930	$1,262	$2,064
	CLASS B (NO REDEMPTION)	$196	$605	$1,037	$2,039
	CLASS C (REDEMPTION AT END OF PERIOD)	$306	$584	$985	$2,097
	CLASS C (NO REDEMPTION)	$181	$559	$960	$2,072
COLLEGE NY 529 PORTFOLIO (BENEFICIARY AGE OVER 18 YEARS IN AGE-BASED PORTFOLIO)	CLASS A (WITH OR WITHOUT REDEMPTION)	$581	$804	$1,044	$1,727
	CLASS B (REDEMPTION AT END OF PERIOD)	$712	$902	$1,216	$1,968
	CLASS B (NO REDEMPTION)	$187	$577	$991	$1,943

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
	CLASS C (REDEMPTION AT END OF PERIOD)	$297	$556	$938	$2,002
	CLASS C (NO REDEMPTION)	$172	$531	$913	$1,977
DIVERSIFIED INCOME NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$597	$855	$1,130	$1,909
	CLASS B (REDEMPTION AT END OF PERIOD)	$729	$954	$1,303	$2,148
	CLASS B (NO REDEMPTION)	$204	$629	$1,078	$2,123
	CLASS C (REDEMPTION AT END OF PERIOD)	$314	$608	$1,026	$2,182
	CLASS C (NO REDEMPTION)	$189	$583	$1,001	$2,157
CURRENT INCOME NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$574	$783	$1,009	$1,651
	CLASS B (REDEMPTION AT END OF PERIOD)	$705	$881	$1,180	$1,893
	CLASS B (NO REDEMPTION)	$180	$556	$955	$1,868
	CLASS C (REDEMPTION AT END OF PERIOD)	$290	$535	$902	$1,927
	CLASS C (NO REDEMPTION)	$165	$510	$877	$1,902
COLUMBIA ACORN NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$701	$965	$1,248	$2,047
	CLASS B (REDEMPTION AT END OF PERIOD)	$734	$969	$1,328	$2,201
	CLASS B (NO REDEMPTION)	$209	$644	$1,103	$2,176
	CLASS C (REDEMPTION AT END OF PERIOD)	$334	$669	$1,128	$2,389
	CLASS C (NO REDEMPTION)	$209	$644	$1,103	$2,364
COLUMBIA ACORN SELECT NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$719	$1,021	$1,342	$2,244
	CLASS B (REDEMPTION AT END OF PERIOD)	$753	$1,027	$1,424	$2,397
	CLASS B (NO REDEMPTION)	$228	$702	$1,199	$2,372
	CLASS C (REDEMPTION AT END OF PERIOD)	$353	$727	$1,224	$2,582
	CLASS C (NO REDEMPTION)	$228	$702	$1,199	$2,557

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
COLUMBIA ACORN USA NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$725	$1,038	$1,372	$2,305
	CLASS B (REDEMPTION AT END OF PERIOD)	$759	$1,045	$1,454	$2,458
	CLASS B (NO REDEMPTION)	$234	$720	$1,229	$2,433
	CLASS C (REDEMPTION AT END OF PERIOD)	$359	$745	$1,254	$2,642
	CLASS C (NO REDEMPTION)	$234	$720	$1,229	$2,617
COLUMBIA LARGE CAP VALUE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$709	$992	$1,293	$2,140
	CLASS B (REDEMPTION AT END OF PERIOD)	$743	$996	$1,374	$2,294
	CLASS B (NO REDEMPTION)	$218	$671	$1,149	$2,269
	CLASS C (REDEMPTION AT END OF PERIOD)	$343	$696	$1,174	$2,481
	CLASS C (NO REDEMPTION)	$218	$671	$1,149	$2,456
COLUMBIA MARSICO GROWTH NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$725	$1,038	$1,372	$2,305
	CLASS B (REDEMPTION AT END OF PERIOD)	$759	$1,045	$1,454	$2,458
	CLASS B (NO REDEMPTION)	$234	$720	$1,229	$2,433
	CLASS C (REDEMPTION AT END OF PERIOD)	$359	$745	$1,254	$2,642
	CLASS C (NO REDEMPTION)	$234	$720	$1,229	$2,617
COLUMBIA MID CAP VALUE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$716	$1,012	$1,328	$2,213
	CLASS B (REDEMPTION AT END OF PERIOD)	$750	$1,017	$1,409	$2,366
	CLASS B (NO REDEMPTION)	$225	$692	$1,184	$2,341
	CLASS C (REDEMPTION AT END OF PERIOD)	$350	$717	$1,209	$2,552
	CLASS C (NO REDEMPTION)	$225	$692	$1,184	$2,527
COLUMBIA SMALL CAP CORE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$725	$1,038	$1,372	$2,305
	CLASS B (REDEMPTION AT END OF PERIOD)	$759	$1,045	$1,454	$2,458

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
	CLASS B (NO REDEMPTION)	$234	$720	$1,229	$2,433
	CLASS C (REDEMPTION AT END OF PERIOD)	$359	$745	$1,254	$2,642
	CLASS C (NO REDEMPTION)	$234	$720	$1,229	$2,617
COLUMBIA SMALL CAP VALUE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$728	$1,050	$1,392	$2,346
	CLASS B (REDEMPTION AT END OF PERIOD)	$763	$1,057	$1,474	$2,499
	CLASS B (NO REDEMPTION)	$238	$732	$1,249	$2,474
	CLASS C (REDEMPTION AT END OF PERIOD)	$363	$757	$1,274	$2,682
	CLASS C (NO REDEMPTION)	$238	$732	$1,249	$2,657
COLUMBIA THERMOSTAT NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$652	$815	$992	$1,498
	CLASS B (REDEMPTION AT END OF PERIOD)	$683	$813	$1,066	$1,653
	CLASS B (NO REDEMPTION)	$158	$488	$841	$1,628
	CLASS C (REDEMPTION AT END OF PERIOD)	$283	$513	$866	$1,851
	CLASS C (NO REDEMPTION)	$158	$488	$841	$1,826
PREMIERE AGGRESSIVE GROWTH NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$744	$1,096	$1,470	$2,507
	CLASS B (REDEMPTION AT END OF PERIOD)	$779	$1,105	$1,554	$2,660
	CLASS B (NO REDEMPTION)	$254	$780	$1,329	$2,635
	CLASS C (REDEMPTION AT END OF PERIOD)	$379	$805	$1,354	$2,840
	CLASS C (NO REDEMPTION)	$254	$780	$1,329	$2,815
PREMIERE CLASSIC VALUE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$734	$1,067	$1,421	$2,407
	CLASS B (REDEMPTION AT END OF PERIOD)	$769	$1,075	$1,504	$2,560
	CLASS B (NO REDEMPTION)	$244	$750	$1,279	$2,535
	CLASS C (REDEMPTION AT END OF PERIOD)	$369	$775	$1,304	$2,742

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
	CLASS C (NO REDEMPTION)	$244	$750	$1,279	$2,717
PREMIERE LARGE CAP VALUE NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$740	$1,084	$1,450	$2,467
	CLASS B (REDEMPTION AT END OF PERIOD)	$775	$1,093	$1,534	$2,620
	CLASS B (NO REDEMPTION)	$250	$768	$1,309	$2,595
	CLASS C (REDEMPTION AT END OF PERIOD)	$375	$793	$1,334	$2,801
	CLASS C (NO REDEMPTION)	$250	$768	$1,309	$2,776
PREMIERE GLOBAL ALLOCATION NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$745	$1,099	$1,474	$2,517
	CLASS B (REDEMPTION AT END OF PERIOD)	$750	$1,108	$1,559	$2,670
	CLASS B (NO REDEMPTION)	$255	$783	$1,334	$2,645
	CLASS C (REDEMPTION AT END OF PERIOD)	$380	$808	$1,359	$2,850
	CLASS C (NO REDEMPTION)	$255	$783	$1,334	$2,825
PREMIERE INTERNATIONAL EQUITY NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$753	$1,125	$1,518	$2,606
	CLASS B (REDEMPTION AT END OF PERIOD)	$789	$1,134	$1,603	$2,734
	CLASS B (NO REDEMPTION)	$264	$809	$1,378	$2,734
	CLASS C (REDEMPTION AT END OF PERIOD)	$389	$834	$1,403	$2,937
	CLASS C (NO REDEMPTION)	$264	$809	$1,378	$2,912
COLUMBIA INTERMEDIATE BOND NY 529 PORTFOLIO	CLASS A (WITH OR WITHOUT REDEMPTION)	$689	$930	$1,189	$1,920
	CLASS B (REDEMPTION AT END OF PERIOD)	$722	$933	$1,267	$2,074
	CLASS B (NO REDEMPTION)	$197	$608	$1,042	$2,049
	CLASS C (REDEMPTION AT END OF PERIOD)	$307	$587	$990	$2,108
	CLASS C (NO REDEMPTION)	$182	$562	$965	$2,083
COLUMBIA STRATEGIC INCOME	CLASS A (WITH OR WITHOUT REDEMPTION)	$696	$951	$1,224	$1,994

PORTFOLIO	UNIT CLASS	NUMBER OF YEARS YOU OWN YOUR UNITS			
		1 YEAR	3 YEARS	5 YEARS	10 YEARS
NY 529 PORTFOLIO	CLASS B (REDEMPTION AT END OF PERIOD)	$729	$954	$1,303	$2,148
	CLASS B (NO REDEMPTION)	$204	$629	$1,078	$2,123
	CLASS C (REDEMPTION AT END OF PERIOD)	$314	$608	$1,026	$2,182
	CLASS C (NO REDEMPTION)	$189	$583	$1,001	$2,157

Choosing Unit Classes

Based on your personal situation, your financial advisor can help you decide which class of Portfolio Units makes the most sense for you. Determining which Unit class is best for you depends on a variety of factors, including the dollar amount you are contributing and the number of years between a contribution and its expected withdrawal. For example, you should consider the Beneficiary's age and expected date of enrollment in an eligible educational institution before choosing Class B or Class C Units because these classes subject most types of withdrawals (including Qualified Withdrawals) to a CDSC if the withdrawal is made within a specified period of time after contribution. **(Class B Units are not available for contributions to accounts with Beneficiaries aged 12 or older.)** If you believe you are eligible to purchase Class Z Units (see description of "Eligible Investors" set forth on the first page of this **APPENDIX B**), please contact the Advisor Plan to request the Program Brochure offering Class Z Units, which contains a description of the fees and expenses of Class Z Units.

Each time you make an initial contribution to a Portfolio, you must select the class of Units to purchase. This class selection will serve as the standing class selection for all subsequent contributions to the Portfolio until the Advisor Plan receives other instructions from you. You will need to open a new Account if you decide to change the class of Portfolio Units you wish to purchase. Any such instruction will then serve as the standing class selection for the applicable Portfolio.

Class A Units: Purchases of Class A Units are subject to an initial sales charge, which is a percentage of the investment amount and is deducted from the contribution before the purchase is trade so that the offering price of Class A Units includes the initial sales charge. Only the amount of the contribution reduced by this charge is invested in the Account. An initial sales charge can be reduced based on the size of a single investment, or through rights of accumulation and/or through Letter of Intent. See **"—*Sales Charge Reduction*"** below. If the combined value of the Advisor Plan Portfolios in all classes held by you or your immediate family for all of their Beneficiaries reaches the specified sales charge discount level (see table below), your next contribution or the contribution that results in the value exceeding the discount level, as the case may be, is eligible to receive the lower sales charge.

If an Account Owner and immediate family members make aggregate contributions to Accounts within the Advisor Plan that are in excess of $1 million to Class A Units, any withdrawal made within 18 months following the date of the contribution that resulted in total Advisor Plan assets being in excess of $1 million will be subject to a CDSC of 1.00%.

Class A Units of other Portfolios may be sold without any initial sales charge to the following individuals: employees of financial services firms (including their affiliates) that are party to dealer agreements or other sales arrangements with CMD and such persons' families and their beneficial accounts.

Class A Breakpoint Discounts. The amount of the initial sales charge varies based on the size of the contribution and the Portfolio selected, as set forth in the following table:

VALUE OF EXISTING ACCOUNT ASSETS (INCLUDING CONTRIBUTION)	EQUITY PORTFOLIOS INITIAL SALES CHARGE	FIXED INCOME PORTFOLIOS INITIAL SALES CHARGE
$0.00 - $49,999	5.75%	4.75%
$50,000 - $99,999	4.50%	4.50%
$100,000 - $249,999	3.50%	3.50%
$250,000 - $499,999	2.50%	2.50%
$500,000 - $999,999	2.00%	2.00%
51,000,000 OR MORE*	0%	0%

* CMD will pay a cumulative commission or a finder's fee to the financial advisor on aggregate contributions of $1 million or more to Accounts within the Advisor Plan as follows: a 1% commission on aggregate contributions of $l million to $3 million, a 0.80% commission on aggregate contributions of $3 million to $5 million and a 0.50% commission on aggregate contributions over $5 million. If aggregate contributions of an Account Owner and an immediate family member to the Advisor Plan exceed $1 million, withdrawals made within 18 months following the date of the contribution that resulted in total Advisor Plan assets being in excess of $1 million are subject to a CDSC of 1.00%, which is applied in the same manner as the CDSC is applied to Class B Units.

Initial Sales Charge Waivers for Certain Purchasers: The following purchases of Class A Units will not be subject to an initial sales charge: (i) purchases by employees of financial services firms (including their affiliates) that are a party to dealer agreements with CMD and such persons' family members and beneficial accounts; (ii) purchases by participants in group plans (organizations, employers) made through a financial advisor; and (iii) purchases by Investment Management and Trust clients of U.S. Trust, Bank of America Private Wealth Management. In instances (ii) and (iii), the financial advisor will receive a 1.00% commission on the purchases paid by the distributor. In instances (ii) and (iii), withdrawals made within 18 months of contribution are subject to a CDSC of 1.00%.

Class B Units: No front-end sales charge is deducted from contributions invested in Class B Units, but withdrawals attributable to Class B Units are subject to a contingent deferred sales charge (*"CDSC"*) if made within six years of the date of contribution (this time period can be reduced based on the size of a purchase or through rights of accumulation). A CDSC will be waived in the event of withdrawals that are (i) paid to the Beneficiary's estate upon the death of the Beneficiary or (ii) attributable to a disability of the Beneficiary that occurs after the contribution and prevents attendance at an eligible educational institution (such withdrawals to be referred to herein as "Death or Disability Withdrawals").

Class B Breakpoint Discounts. Class B Units will have a lower CDSC if the combined value of the Advisor Plan Portfolios in all classes held by you or an immediate family member for all of their Beneficiaries equals or exceeds $50,000, as set forth in the table below. The CDSC may be reduced based on the size of initial contributions or through rights of accumulation and/or Letter of Intent. See **"—*Sales Charge Reduction*"** below. The CDSC generally declines each year after contribution and eventually disappears, as set forth in the following table:

	CONTINGENT DEFERRED SALES CHARGE BY HOLDING PERIOD							
VALUE OF EXISTING ACCOUNT ASSETS (INCLUDING CONTRIBUTIONS)	YR 1	YR 2	YR 3	YR 4	YR 5	YR 6	YR 6+	CONVERT TO CLASS A UNITS IN YEAR
$0.00 - $49,999	5.00%	4.00%	3.00%	3.00%	2.00%	1.00%	0.00%	8
$50,000 - $99,999	5.00%	4.00%	3.00%	2.00%	1.00%	0.00%	0.00%	6
$100,000 - $249,999	4.00%	3.00%	2.00%	1.00%	0.00%	0.00%	0.00%	5
$250,000 - $499,999	3.00%	2.00%	1.00%	0.00%	0.00%	0.00%	0.00%	3
$500,000 - $999,000	2.00%	1.00%	0.00%	0.00%	0.00%	0.00%	0.00%	3

For each withdrawal, the CDSC will be calculated based on the lower of the original value of the Portfolio Units or the value of the Portfolio Units at the time of the withdrawal. In determining whether a CDSC is payable, it is assumed that the contribution from which the withdrawal is made is the earliest contribution for Class B Units of the applicable Portfolio remaining in the account from which a withdrawal or reallocation has not already been effected. Accordingly, the Program Manager will track each contribution separately for purposes of applying the CDSC. Any applicable CDSC will be deducted from the proceeds of an Account Owner's withdrawal, not from amounts remaining in the account.

Class B Units automatically convert to Class A Units eight years after contribution; provided, however, that the conversion will occur earlier depending on the value of assets in Plan accounts of an Account Owner and his or her spouse, as set forth in the table above.

CMD will pay your financial advisor an up front commission on sales of Class B Units as described under **"Dealer Reallowances and Other Payments and Compensation to Financial Advisors"** below.

For purposes of determining whether a CDSC shall apply, any rollover from the Advisor Plan to a 529 Plan sponsored by a state other than New York, and any transfer from the Advisor Plan to any 529 Plan within the Program sponsored by the State of New York, shall be treated as a withdrawal to which a CDSC shall be applied, if applicable.

As discussed above, the charge for Class B Units is generally assessed on all withdrawals that are made within six years of an investment, regardless of whether or not the withdrawal is used for Qualified Higher Education Expenses. Because of this charge, Class B Units are generally not suitable unless it is anticipated that the Beneficiary's matriculation at an Eligible Educational Institution is more than six years from the date of the investment. Account Owners should consult with their broker-dealers to determine whether Class B Units are appropriate for their particular circumstances.

Class C Units: Class C Units are subject to a contingent deferred sales charge. The CDSC applicable to Class C Units operates in the same manner as for Class B Units, except that a CDSC will be applied to a withdrawal attributable to Class C Units only if the withdrawal is made within 12 months of the date of contribution. As with Class B Units, this CDSC is applied to all withdrawals (other than Death or Disability Withdrawals) made within this time period, including Qualified Withdrawals.

A CDSC WILL BE APPLIED TO ALL WITHDRAWALS OF CONTRIBUTIONS (OTHER THAN DEATH OR DISABILITY WITHDRAWALS AS DESCRIBED ABOVE IN THIS SECTION) MADE TO CLASS B (OR CLASS C OR CLASS A) UNITS IF THE WITHDRAWAL IS MADE WITHIN THE APPLICABLE CDSC TIME FRAME, INCLUDING QUALIFIED WITHDRAWALS.

Sales Charge Reduction:

Rights of Accumulation—For Class A Units and for Class B Units a sales charge can be reduced by breakpoint discounts based on the size of a single contribution or through Rights of Accumulation (ROA). An ROA applies to Account Owners who make a series of additional contributions to any Portfolio. If the combined value of the Portfolio Units in all classes held by you or an immediate family member reaches a breakpoint discount level, your next contribution will receive the lower sales charge. You and your immediate family member must indicate your eligibility for ROA on your Account applications. For purposes of ROA, a member of your immediate family includes spouse, parent, legal guardian, child, stepchild, and father or mother in law.

Letter of Intent—By signing a letter of intent, an Account Owner may combine the value of Portfolio Units he already owns with the value of Portfolio Units the Account Owner plans to buy over a 13-month period to calculate the initial sales charge and any breakpoint discounts. Each purchase that the Account Owner makes during that period will receive the sales charge and breakpoint discount that applies to the total amount the Account Owner plans to buy. If the Account Owner does not buy as much as planned within the period, the Account Owner must pay the difference between the sales charges the Account Owner has already paid and the charges that actually apply to the Portfolio Units that the Account Owner bought. The first purchase by an Account Owner must be at least 5% of the minimum amount for the sales charge level that applies to the total amount the Account Owner plans to buy. An Account Owner may choose to start the 13-month period up to 90 days before he signs the letter of intent. If a purchase by an Account Owner later qualifies for a reduced sales charge through the 90-day backdating provisions, an adjustment for the lower charge will occur when the letter of intent expires. Such adjustment will be used to buy additional Portfolio Units at the reduced sales charge level.

For the sales charge discount levels applicable to Class A Units or Class B Units, see **"—*Class A Units*"** and **"—*Class B Unit*s"** above.

Reallocating Portfolio Units

Subject to the restrictions on reallocations described in "**SECTION 3. INFORMATION ABOUT YOUR ACCOUNT—Changing Investment Options within the Program**" above, you may reallocate Units of one Portfolio to Units of the same class of another Portfolio. If your Portfolio Units are subject to a CDSC, you will not be charged a CDSC upon the reallocation. However, when you take a withdrawal from the Portfolio Units acquired through the reallocation, the withdrawal may be subject to the CDSC at that time. For purposes of computing the CDSC, the length of time you have owned your Portfolio Units will be computed from the date you acquired the original Portfolio Units (prior to the reallocation), and the applicable CDSC will be the CDSC of the original Portfolio.

Treatment of Certain Asset Transfers and Rollovers: Sales Charges

A transfer of assets to the Advisor Plan from the Direct Plan, and a rollover to the Advisor Plan from a Non-New York 529 Plan, will be treated as a new contribution for purposes of determining any applicable initial sales charge. Similarly, a transfer of assets from the Advisor Plan to the Direct Plan, and a rollover from the Advisor Plan to a Non-New York 529 Plan, will be treated as a withdrawal from the Advisor Plan for purposes of determining any applicable CDSC.

Dealer Reallowances and Other Payments and Compensation to Financial Advisors

Financial advisors through which Account Owners invest in the Advisor Plan will receive compensation under one of the fee structures described below in accordance with the financial advisor's agreement with CMD. The commission will be all or a portion of the sales charge paid by an Account Owner and an ongoing trail commission that represents all or a portion of the distribution and service fee payable from Account assets. See **"—Asset-Based Fees and Sales Charges"** above. For Class A and B Units, this ongoing trail commission is accrued immediately and paid monthly ; and for Class C Units, it is paid monthly starting in the 13th month after purchase.

In addition to the commissions specified below, CMD, or its advisory affiliates, from their own resources, may make cash payments to selected financial advisors that agree to promote the sale of Advisor Plan interests or other funds that CMD distributes. A number of factors may be considered in determining the amount of those payments, including the financial advisor's sales, client assets invested in or expected to be invested in the Advisor Plan and other funds that CMD distributes and redemption rates, the quality of the financial advisor's relationship with CMD and/or its affiliates, and the nature of the services provided by a financial advisor to its clients. The payments may be made in recognition of such factors as marketing support, access to sales meetings and the financial advisor's representatives, and inclusion of the Advisor Plan or other funds that CMD distributes on focus, select or other similar lists.

Subject to applicable rules, CMD may also pay non-cash compensation to financial advisors and their representatives, including: (i) occasional gifts (ii) occasional meals, or other entertainment; and/or (iii) support for financial advisor educational or training events.

In some circumstances, the payments discussed above may create an incentive for an intermediary or its employees or associated persons to recommend or sell shares of the Advisor Plan. **Please also contact your financial advisor for details about payments the advisor may receive.**

The tables below show the sales charges as a percentage of the public offering price and as a percentage of the net amount invested, and the percentage of the offering price retained by financial advisors.

Equity Portfolios: Dealer Reallowances-Payments to Financial Advisors

UNIT CLASS	SALES CHARGE AS A % OF THE PUBLIC OFFERING PRICE	SALES CHARGE AS A % OF NET AMOUNT INVESTED	% OF THE OFFERING PRICE RETAINED BY FINANCIAL ADVISORS	ONGOING TRAIL COMMISSION PAID TO FINANCIAL ADVISORS
CLASS A*				
$0.00-$49,999	5.75%	6.10%	5.00%	0.25%
$50,000-$99,999	4.50%	4.71%	3.75%	0.25%
$100,000-$249,999	3.50%	3.63%	2.75%	0.25%
$250,000-$499,999	2.50%	2.56%	2.00%	0.25%
$500,000-$999,999	2.00%	2.04%	1.75%	0.25%
CLASS B*				
$0.00-$49,999	N/A	N/A	4.00%	0.25%
$50,000-$99,999	N/A	N/A	3.75%	0.25%
$100,000-$249,999	N/A	N/A	2.75%	0.25%
$250,000-$499,999	N/A	N/A	2.00%	0.25%
$500,000-$999,000	N/A	N/A	1.75%	0.25%
CLASS C	N/A	N/A	1.00%	1.00% AFTER ONE YEAR

Fixed Income Portfolios: Dealer Reallowances-Payments to Financial Advisors

UNIT CLASS	SALES CHARGE AS A % OF THE PUBLIC OFFERING PRICE	SALES CHARGE AS A % OF NET AMOUNT INVESTED	% OF THE OFFERING PRICE RETAINED BY FINANCIAL ADVISOR	ONGOING TRAIL COMMISSION PAID TO FINANCIAL ADVISORS
CLASS A*				
$0.00-$49,999	4.75%	4.98%	4.25%	0.25%
$50,000-$99,999	4.50%	4.71%	4.00%	0.25%
$100,000-$249,999	3.50%	3.63%	3.00%	0.25%
$250,000-5499,999	2.50%	2.56%	2.00%	0.25%
$500,000-$999,999	2.00%	2.04%	1.75%	0.25%
CLASS B*				
$0.00-$49,999	N/A	N/A	4.00%	0.25%
$50,000-$99,999	N/A	N/A	3.75%	0.25%
$100,000-5249,999	N/A	N/A	2.75%	0.25%
$250,000-S499,999	N/A	N/A	2.00%	0.25%
$500,000-$999,000	N/A	N/A	1.75%	0.25%
CLASS C	N/A	N/A	1.00%	0.80% AFTER ONE YEAR

* The initial sales charge on purchases of Class A Units of Portfolios and the CDSC on withdrawals of Class B Units vary based on the amount of the aggregate contributions and existing Account assets. See **"Choosing Unit Classes-*Class A Units*"** and ***"-Class B Units"*** above.

UNDERLYING FUND EXPENSES

Since the Portfolios each invest in a combination of Underlying Funds (except for the Single Fund Portfolios, which invest in a single Underlying Fund) and the Portfolios are subject to additional Plan-level expenses, the historical expense ratio (as described below) for any single Underlying Fund cannot be considered indicative of what the expense ratio of the relevant Portfolio would have been for that period.

Each of the Underlying Funds in which the Portfolios invest assesses certain fees against amounts invested. An Underlying Fund's expense ratio measures the total annual operating expenses of the Underlying Fund as a percentage of its average daily net assets. An Underlying Fund's operating expenses are expenses deducted from the Underlying Fund's assets, and may include, as applicable to each Underlying Fund, advisory fees paid to the Underlying Fund's investment advisor, distribution (12b-1) fees, taxes (including issue and transfer taxes), fees and expenses of securities registration, expenses of printing and distributing reports to shareholders and fees paid to the Underlying Fund's other service providers (such as its custodian, transfer agent, administrator or fund accountant, auditors and attorneys).

Individual Underlying Fund Expense Ratios. The table below provides the total annual operating expense ratio of the class of each of the Underlying Funds in which the Portfolios expect to invest, as reported in the most recent financial statements or prospectus of each Underlying Fund available prior to the date of the Program Brochure. The expense ratios of the Underlying Funds are taken from the financial statements or prospectus of the Underlying Funds.

Name of Underlying Fund	Total Annual Fund Operating Expenses of the Portfolio's Underlying Funds
Columbia Large Cap Value Fund	0.85%[1]
Columbia Large Cap Core Fund	0.90%[1]
Columbia Marsico Growth Fund	1.01%[2,3]
Columbia Mid Cap Value Fund	0.92%[4]
Columbia Mid Cap Growth Fund	1.04%[4]
Columbia Small Cap Value Fund I	1.08%[5]
Columbia Acorn Fund	0.76%
Columbia Small Cap Growth Fund II	1.07%[5]
Columbia Multi-Advisor International Equity Fund	1.02%[6]
Columbia Acorn International	0.96%
Columbia Intermediate Bond Fund	0.64%[7]
Columbia Conservative High Yield Fund	0.80%[8]
Columbia Short Term Bond Fund	0.48%[9]
Columbia Cash Reserves	0.20%[10]
Columbia Acorn USA	1.01%
Columbia Acorn Select	0.95%[11]
Columbia Strategic Income Fund	0.73%[12]
Columbia Thermostat Fund	0.25%[13]
Columbia Small Cap Core Fund	1.01%[14]
Columbia High Income Fund	0.95%[15]
Columbia U.S. Treasury Index Fund	0.20%[16]
Legg Mason ClearBridge Aggressive Growth Fund	1.21%
RiverSource Equity Value Fund	1.11%[17]
BlackRock Large Cap Value Fund	1.17%
JP Morgan International Equity Fund	1.31%[18]
UBS Global Allocation Fund	1.22% [19]

[1] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.00% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[2] The Advisor has contractually agreed to waive a portion of the investment advisory fee for the Fund through June 30, 2010 in an amount that is calculated based on the difference between the sub-advisory fees that would have been payable to Marsico based on the sub-advisory fee rates then in effect immediately prior to January 1, 2008 and the fees payable to Marsico under the current sub-advisory fee rates.

[3] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.20% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[4] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.05% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[5] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.10% of the Fund's average daily net assets on an annualized basis. The Advisor, at its discretion, may revise or discontinue this arrangement at any time. The Advisor is entitled to recover from the Fund any fees waived and/or expenses reimbursed for a three-year period following the date of such fee waiver and/or reimbursement if such recovery does not cause the Fund's expenses to exceed the expense limitations in effect at the time of recovery.

[6] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.35% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[7] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges related to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 0.70% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[8] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges related to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 0.80% of the Fund's average daily net assets on an annualized basis. If this reimbursement was not reflected in the table, the total annual Fund operating expenses would be 0.89%. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[9] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 0.48% of the Fund's average daily net assets on an annualized basis. If the reimbursement was not reflected in the table, the total annual Fund operating expenses

would be 0.52%. The Advisor, in its discretion, may revise or discontinue this arrangement at any time. The Advisor is entitled to recover from the Fund any fees waived and/or expenses reimbursed for a three year period following the date of such fee waiver and/or reimbursement under this arrangement if such recovery does not cause the Fund's expenses to exceed limitations in effect at the time of recovery.

[10] The Advisor and/or some of the Fund's other service providers have contractually agreed to bear a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution, shareholder servicing and/or shareholder administration fees, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed the annual rate of 0.20% of the Fund's average daily net assets through December 31, 2009. The Advisor and the Distributor are entitled to recover from the Fund any fees waived and/or expenses reimbursed for a three year period following the date of such waiver and/or reimbursement if such recovery does not cause the Fund's total operating expenses to exceed the expense commitment then in effect. Also, the Distributor has voluntarily undertaken to reimburse certain class-specific Fund expenses (consisting of shareholder servicing, distribution and shareholder administration fees, as applicable) to the extent necessary in order to maintain a minimum annualized net yield of 0.00% for all classes of the Fund. In addition, the Advisor has voluntarily undertaken to reimburse certain Fund expenses (consisting of advisory and administration fees) to the extent necessary to maintain such yield in the event the Distributor's reimbursement of class-specific Fund expenses is fully utilized. These reimbursements are voluntary and may be modified or discontinued by the Distributor or the Advisor at any time.

[11] The Advisor has voluntarily agreed to bear a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding brokerage commissions, interest, taxes and extraordinary expenses, but including custodial charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.35% annually of the Fund's average daily net assets. This arrangement may be modified or terminated by either the Fund or the Advisor on 30 days notice.

[12] Other expenses have been restated to reflect contractual changes to the fees paid by the Fund.

[13] The Advisor has contractually agreed to waive fees and reimburse certain expenses of the Fund so that ordinary operating expenses (excluding distribution and service fees, interest and fees on borrowings and expenses associated with the Fund's investment in other investment companies) do not exceed the annual rate of 0.25% of the Fund's average daily net assets, through April 30, 2010. There is no guarantee that this arrangement will continue thereafter.

[14] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.10% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[15] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 1.00% of the Fund's average daily net assets on an annualized basis. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[16] The Advisor has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and service fees, brokerage commissions, interest, taxes and extraordinary expenses, but including custodian charges relating to overdrafts, if any), after giving effect to any balance credits from the Fund's custodian, do not exceed 0.20% of the Fund's average daily net assets on an annualized basis. If this reimbursement was not reflected in the table, the total annual Fund operating expenses would be 0.41%. The Advisor, in its discretion, may revise or discontinue this arrangement at any time.

[17] The net expense ratio reflects a fee waiver. The Fund's investment advisor and its affiliates have contractually agreed to waive certain fees and to absorb certain expenses until the Fund's fiscal year end, unless sooner terminated at the discretion of the Fund's board. Any amount waived will not be reimbursed.

[18] JPMIM, the Fund's administrator and distributor have contractually agreed to waive fees and/or reimburse expenses to the extent total annual operating expenses of Class A Shares (excluding acquired fund fees and expenses, dividend expenses relating to short sales, interest, taxes and extraordinary expenses and expenses related to the deferred compensation plan) exceeded 1.31% of the average daily net assets through February 28, 2010. In addition, the Fund's other service providers may voluntarily waive or reimburse certain of their fees, as they may determine, from time to time.

[19] The annual Fund operating expenses presented are based on the Funds average net assets during the Fund's most recent fiscal year ended prior to the date of the prospectus. As the Fund's current net assets become higher or lower than the average during such fiscal year, total annual fund operating expenses may become lower or higher, respectively, than those presented.

The estimated expense ratios given in the tables above do not reflect all of the expenses allocated to the Portfolios, nor are such ratios necessarily indicative of future expense ratios for the Underlying Funds or the Portfolios. The estimated expense ratios given above are based solely on historical (or, where noted, estimated) expenses of the Underlying Funds and may not represent the actual expenses of the Underlying Funds in the future, which may increase or decrease from time to time. The expense ratios of the Underlying Funds may vary from the historical expense ratios shown above due, among other things, to increases or decreases in the Underlying Fund's asset size (which in turn will be affected by contributions, withdrawals and the Underlying Fund's investment performance), the imposition or lifting of applicable expense limitations and waivers or reimbursements by the Underlying Fund's service providers of certain expenses. Finally, the total expense ratio for each Portfolio may vary depending on fluctuations in the allocation of the assets of the Portfolio among the relevant Underlying Funds. Accordingly, there may be a significant difference between a Portfolio's total expense ratio and the expense ratio of the Underlying Fund or Underlying Funds in which the Portfolio invests.

TRANSACTION FEES

The Advisor Plan may also impose fees for certain transactions. At any time, these transaction fees may be increased and additional transactions may become subject to fees. The transaction fees as of the date of this Program Brochure are set forth in the following table:

Transaction	**Fee Amount***
Returned Check	$20.00
Overnight Delivery	$18.00
Federal Wire Fees Sent	$7.50
Historical Account Transcript	$10.00/year
Rollover from the Advisor Plan	$20.00

* Subject to change.

TUITION SAVINGS AGREEMENT
for New York's 529 College Savings Program Advisor Plan

I hereby agree with, and represent and warrant to, the Comptroller of the State of New York, as Trustee of the Trust, on behalf of myself and my Beneficiary, as follows. Each capitalized term used but not defined in this Tuition Savings Agreement has the meaning that term has in the Program Brochure:

A.

1. I have accepted, read and understand the Program Brochure, this Agreement and the Enrollment Application as currently in effect. I have been given the opportunity to obtain answers to all of my questions concerning the Program, the Trust, the Account and this Agreement. In making a decision to open an Account and enter into this Agreement, I have not relied upon any representations or other information, whether oral or written, other than as set forth in the Program Brochure and this Agreement.

2. I am opening this Account to provide funds for Qualified Higher Education Expenses of the Beneficiary of this Account.

3. I recognize that investment in the Advisor Plan involves certain risks, including, but not limited to, those referred to in Section 5 and Appendix A of the Program Brochure, and I understand these risks and have taken them into consideration in making my investment decisions. I understand and agree that there is no guarantee that any investment objectives described in the Program Brochure will be realized and that none of the United States, the State of New York, the Comptroller, HESC, any agency or instrumentality of the federal government or the State of New York, any fund established by the State of New York or through operation of New York law for the benefit of holders of insurance contracts or policies generally, Upromise Investments or any of its affiliates, Columbia or any of its affiliates, the Other Advisors or any of their affiliates, any successor Program Manager or Investment Manager, any agent, representative or subcontractor retained in connection with the Program, or any other person, makes any guarantee of, insures or has any legal or moral obligation to insure, either the ultimate payout of all or any portion of the amount contributed to my Account or any investment return, or an investment return at any particular level, on my Account.

4. I understand and agree that neither I nor my Beneficiary will be permitted to have any role in the selection or retention of the Program Manager or Investment Manager or to direct the investment of my Account other than through my selection of Investment Options and that, once invested in a particular Investment Option, contributions and earnings thereon may only be transferred to another Investment Option once per calendar year **(except for 2009, for which a special IRS rule permits two investment changes in 2009, such as a transfer)** or otherwise when I select a new Beneficiary of my Account. Additionally, I understand and agree that transfers between 529 Plans within the New York Program are considered to be Investment Exchanges (as defined in the Program Brochure) for purposes of the once-per-calendar-year limitation **(except for 2009, for which a special IRS rule permits two investment changes in 2009, such as an Investment Exchange)** and that all New York Program Accounts having the same Account Owner and Beneficiary will be aggregated for purposes of the once-per-calendar-year limitation.

5. I understand and agree that the Program does not involve any guarantee or commitment whatsoever of or from the State of New York, the Comptroller, HESC, Upromise Investments and its affiliates, Columbia or any other person that (i) the Beneficiary of my Account will be admitted to any institution (including any Eligible Educational Institution); (ii) upon admission to an institution, the Beneficiary will be permitted to continue to attend; (iii) the Beneficiary will graduate or receive a degree from any institution; (iv) New York State residency will be created for tax, financial aid eligibility or any other purpose for the Beneficiary because the individual is a Beneficiary; or (v) contributions to my Account plus the earnings thereon will be sufficient to pay the Qualified Higher Education Expenses of the Beneficiary. I acknowledge that the Beneficiary of my Account has no rights or legal interest with respect to the Account (unless the Account is an UGMA/UTMA account or I am both the Account Owner and the Beneficiary).

6. I understand and agree that Upromise Investments may not necessarily continue as Program Manager, and Columbia Management Group, LLC may not necessarily continue as Investment Manager, for the entire period that my Account is open, and even if they do, that there is no assurance that the terms and conditions of the current Management Agreement will continue without material change, and that there are, accordingly, various potential consequences I should take into consideration as discussed in the Program Brochure under the caption **"SECTION 5. CERTAIN RISKS OF INVESTING IN THE ADVISOR PLAN—Management Agreement Term and Successor Managers."**

7. I understand and acknowledge that I have not been advised by the State of New York, the Comptroller, HESC or any agency or instrumentality of the State of New York, Upromise Investments or any of its affiliates, Columbia Management Group, LLC or any of its affiliates retained in connection with the Program, or any other person to invest, or to refrain from investing, in a particular Investment Option.

8. (The following sentences are applicable for individuals executing this Agreement in a representative or fiduciary capacity.) I have full power and authority to enter into and perform this Agreement on behalf of the individual named above as Account Owner. If I am establishing an Account as a custodian for a minor under UGMA/UTMA, I understand and agree that I assume responsibility for any adverse consequences resulting from the establishment of such Account.

B. **Penalties and Fees.** I understand and agree that if I make a Non-Qualified Withdrawal, I may be subject to the 10% Federal penalty upon the earnings portion of such withdrawal that will be payable in addition to, and along with, my federal income tax for the year of such withdrawal. In addition, I understand and agree that I may be subject to other fees, charges or penalties in the future, as described in the Program Brochure. I understand that a partial or full rollover of my Program Account to a Non-New York 529 Plan would be subject to New York State taxes on earnings as well as the recapture of all previous New York tax deductions taken for contributions to the Account.

C. **Necessity of Qualification.** I understand that the Program is intended to be a "qualified tuition program" under Section 529 and to achieve favorable New York State and local tax treatment under New York State law. I agree that the Comptroller and HESC may make changes to the Program, this Agreement and the Program Brochure at any time if the Comptroller and HESC determine that such changes are necessary for the continuation of the federal income tax treatment provided by Section 529 or the favorable New York State treatment provided by New York State law, or any similar successor legislation. I acknowledge that I am not relying on the Program Manager, the Investment Manager, the Comptroller or HESC as my tax consultant or financial planner.

D. **Effectiveness of this Agreement.** This Agreement shall become effective upon the opening of the Account on the records of the Program Manager.

E. **Contributions and Account Balance.** I understand and agree that I will not make contributions to my Account in excess of the amount that I believe may be necessary to pay the Qualified Higher Education Expenses of the Beneficiary and that I may not make a contribution to my Account if the aggregate balance, including the proposed contribution, of all New York Program Accounts for the same Beneficiary (regardless of Account Owner) would exceed the Maximum Account Balance limit to be determined periodically by the Program Administrators in conformance with federal requirements. I also understand and agree that any portion of an attempted contribution to my Account that, along with existing balances of all New York Program Accounts for the Beneficiary (regardless of Account Owner), would exceed the then current Maximum Account Balance will be returned to me.

F. **Applicability of Rules and Regulations of the Comptroller and Finality of Decisions and Interpretations.** I understand and agree that my Account and this Agreement are subject to such rules and regulations as the Comptroller may promulgate in accordance with New York State law. I also understand and agree that all decisions and interpretations by the Comptroller, HESC and the Program Manager in connection with the operation of the Program shall be final and binding on each Account Owner and Beneficiary and any other person affected thereby.

G. **Indemnity.** I understand that the establishment of my Account will be based upon my agreements, representations and warranties set forth in this Agreement. I agree to indemnify and hold harmless the

Comptroller, HESC, Upromise Investments and its affiliates, Columbia and its affiliates, any successor Program Manager or Investment Manager, and any agents, representatives or subcontractors of any of the foregoing, from and against any and all loss, damage, liability or expense, including reasonable attorney's fees, that any of them may incur by reason of, or in connection with, any misstatement or misrepresentation made by me herein or otherwise with respect to my Account, and any breach by me of any of the agreements, representations or warranties contained in this Agreement. All of my agreements, representations and warranties shall survive the termination of this Agreement.

H. **Binding Nature; Third Party Beneficiaries.** This Agreement shall survive my death and shall be binding upon my personal representatives, heirs, successors and assigns. Each of HESC, the Program Manager, the Investment Manager and any other agent, representative or subcontractor retained in connection with the Program is a third party beneficiary of, and can rely upon and enforce, any of my agreements, representations and warranties in this Agreement.

I. **Amendment and Termination.** At any time, and from time to time, the Comptroller may amend this Agreement, or the Program may be suspended or terminated, but except as permissible under applicable law, my Account may not thereby be diverted from the benefit of the Beneficiary that I select except by me or by a successor Account Owner.

J. **Governing Law.** This Agreement is governed by New York law. The Account Owner and the Comptroller, as Trustee of the Trust, submit to exclusive jurisdiction of courts in New York for all legal proceedings arising out of or relating to this Agreement.

K. **Uncertainty of Tax Consequences.** I understand that changes in or interpretation of the law governing any of the federal, state and local tax consequences relating to investments in the Program may result in adverse tax consequences.

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New York's 529 College Savings Program Advisor Plan is described in the current applicable Program Brochure and Tuition Savings Agreement. Accounts are opened by completing an Enrollment Form. All of these should be read carefully before opening an account. None of the State of New York, its agencies, the Federal Deposit Insurance Corporation (FDIC), Columbia Management Group, LLC and its affiliates, nor Upromise Investments, Inc. and its affiliates insures accounts or guarantees the principal deposited therein or any investment returns on any account or investment portfolio. The value of your account will vary based on market conditions and the performance of the investment options you select, and may be more or less than the amount you deposit. Tax benefits are subject to certain limitations and certain withdrawals are subject to federal, state and local taxes. If you are a resident or taxpayer of another state, you should consider whether that state offers a 529 Plan with tax or other benefits that are not available through this Program. You should consult your tax advisor. Investments may be made through financial advisors that have entered into Advisor Plan selling agreements with Columbia Management Distributors, Inc., as distributor.

New York's 529 College Savings Program currently includes two separate 529 plans. The Advisor Plan is sold exclusively through financial advisors. You may also participate in the Direct Plan, which is sold directly by the Program and offers lower fees. However the investment options available under the Advisor Plan are not available under the Direct Plan. The fees and expenses of the Advisor Plan include compensation to the financial advisor. Be sure to understand the options available before making an investment decision.

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The Comptroller of the State of New York and the New York State Higher Education Services Corporation are the Program Administrators and are responsible for implementing and administering the *Advisor Plan*. Upromise Investments, Inc. serves as the Program Manager and has responsibility for certain administrative and recordkeeping services for the Plan, including assisting Columbia Management Group, LLC ("Columbia Management") with effecting transactions. These entities are not affiliated with Columbia Management. Columbia Management through its affiliates is investment manager of New York's 529 College Savings Program *Advisor Plan*. Columbia Management is the investment management division of Bank of America Corporation. Columbia Management entities furnish investment management services and products for institutional and individual investors. New York's 529 College Savings Program *Advisor Plan* and Columbia Funds are marketed and distributed by Columbia Management Distributors, Inc., member FINRA and SIPC. Columbia Management Distributors, Inc. is part of Columbia Management and an affiliate of Bank of America Corporation.

No guarantee: None of the State of New York, its agencies, the Federal Deposit Insurance Corporation (FDIC), Columbia Management, Upromise Investments, Inc. or their affiliates insures accounts or guarantees the principal deposited therein or any investment returns on any account or investment. The value of your account will vary based on market conditions and the performance of the investment options you select, and may be more or less than the amount you invest. Tax benefits are subject to certain limitations, and certain withdrawals are subject to federal, state and local taxes.

New York's 529 College Savings Program currently includes two separate 529 plans. The *Advisor Plan* is sold exclusively through financial advisors who have entered into *Advisor Plan* selling agreements with Columbia Management Distributors, Inc. You may also participate in the *Direct Plan*, which is sold directly by the Program and offers lower fees. However, the investment options available under the *Advisor Plan* are not available under the *Direct Plan*. The fees and expenses of the *Advisor Plan* include compensation to the financial advisor. Be sure to understand the options available before making an investment decision.

If you or the beneficiary are a resident or taxpayer of another state, before you invest consider whether your or the beneficiary's home state offers a 529 plan with tax or other benefits that are only available for investments in that plan. You should consult your qualified tax advisor.

New York's 529 College Savings Program *Advisor Plan* is described in its current applicable Program Brochure and Tuition Savings Agreement. Accounts are opened by completing an Enrollment Application. Call your financial advisor or Columbia Management at 800.774.2108 or visit www.ny529advisor.com to obtain a Program Brochure and Tuition Savings Agreement, which includes the investment objectives, risks, charges, expenses and other important information. Read it carefully before investing. Columbia Management Distributors, Inc., distributor and underwriter.

Columbia Management Group, LLC ("Columbia Management") is the investment management division of Bank of America Corporation. Columbia Management entities furnish investment management services and products for institutional and individual investors.

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