MOST
MISSOURI'S 529 ADVISOR PLAN

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MOST — Missouri's 529 Advisor Plan

Plan Description and Participation Agreement

June 2011

MOST 529 ADVISOR PLAN DESCRIPTION

The MOST — Missouri's 529 Advisor Plan (either the "**MOST 529 Advisor Plan**" or the "**Plan**") is a Section 529 Plan created by the State of Missouri. Investment oversight is provided by the Missouri Higher Education Savings Program Board (the "**Board**"). Upromise Investments, Inc. serves as Program Manager of the MOST 529 Advisor Plan and Upromise Investment Advisors, LLC serves as Recordkeeping and Servicing Agent for the Plan. ("**Upromise Investments**" is used to refer collectively or individually, as the case requires, to Upromise Investments, Inc. and Upromise Investment Advisors, LLC). DWS Investments Distributors, Inc. serves as Distribution Agent for the Plan. "DWS Investments" is used to refer collectively or individually, as the case requires, to DWS Investments Distributors, Inc. and its affiliates. This Plan Description and Participation Agreement contains information you should know before participating in the MOST 529 Advisor Plan, including information about sales charges, fees, expenses, and risks. Please read it carefully before you invest and keep it for future reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the adequacy of the Plan Description or the Participation Agreement. Any representation to the contrary is a criminal offense. These securities have not been registered with the Securities and Exchange Commission or any state securities commission.

Accounts in the MOST 529 Advisor Plan are not bank deposits and are not insured by any entity, including without limitation the Federal Deposit Insurance Corporation. Accounts in the Plan are not debt or obligations of, or guaranteed by, any third party, including without limitation: a bank or other financial institution, the MOST 529 Advisor Plan, the Missouri Higher Education Savings Program (the "**Program Trust**"), the Board or its members, the State of Missouri or any agency, or instrumentality thereof, Upromise Investments, Inc., Upromise Investment Advisors, LLC, the investment managers, DWS Investments, any Financial Advisor, broker, or their respective affiliates. Accounts in the MOST 529 Advisor Plan involve investment risks, including the possible loss of principal.

An Account Owner or Beneficiary is not required to be a resident of Missouri. The state income tax treatment of, and state tax and other benefits associated with, the MOST 529 Advisor Plan may differ depending on the state of residency of the Account Owner. If you or your Beneficiary are not a Missouri 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 MOST 529 Advisor Plan. Since different states have different tax provisions, this Plan Description contains limited information about the state tax consequences of investing in the MOST 529 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 or the Beneficiary's 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.

Information in this Plan Description is believed to be accurate as of the date of the Plan Description and is subject to change without notice.

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This section highlights certain key features of the MOST 529 Advisor Plan. Please read the complete Plan Description before you invest. The Plan Description does not contain tax advice. You should consult your tax advisor for more information.

MOST 529 ADVISOR PLAN HIGHLIGHTS

FEATURE	**DESCRIPTION**	**EXPLANATION/REASON**
PROGRAM TRUST	The Missouri Higher Education Savings Program	The Missouri Higher Education Savings Program is a trust created by the Missouri Higher Education Savings Program for the purpose of offering a qualified tuition program pursuant to Section 529 of the Internal Revenue Code. The Program Trust includes the MOST 529 Advisor Plan, as well as the MOST — Missouri's 529 College Savings Plan ("**MOST 529 Direct Plan**") which is offered by the State directly to the public through a separate plan description.
STATE ADMINISTRATOR	The Missouri Higher Education Savings Program Board	The Missouri Higher Education Savings Program Board administers the MOST 529 Advisor Plan. See *"LEGAL AND ADMINISTRATIVE INFORMATION — GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN — The Board"* on page 47.
PROGRAM MANAGER, RECORDKEEPING AND SERVICING AGENT	Upromise Investments, Inc. and Upromise Investment Advisors, LLC	Upromise Investments, Inc. and Upromise Investment Advisors, LLC (collectively, "**Upromise Investments**") serve as the Program Manager and Recordkeeping and Servicing Agent, respectively with overall responsibility for the day-to-day operations, including effecting transactions for the MOST 529 Advisor Plan. The Services Contract between Upromise Investments and the Board will expire in 2016. See *"LEGAL AND ADMINISTRATIVE INFORMATION — GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN — Upromise Investments"* on page 47.
DISTRIBUTION AGENT	DWS Investments Distributors, Inc.	DWS Investments Distributors, Inc. serves as Distribution Agent for the Program Trust. See "*LEGAL AND ADMINISTRATIVE INFORMATION — GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN — The Distributor*" on page 48.

FEATURE	DESCRIPTION	EXPLANATION/REASON
INVESTMENT MANAGERS	American Century Investment Management, Inc. BlackRock Fund Advisors BlackRock Institutional Trust Company, N.A. Capital Research and Management Company Columbia Management Investment Advisers, LLC and its affiliates Deutsche Investment Management Americas Inc. Invesco Advisers, Inc. Pacific Investment Management Company LLC Scout Investments, Inc. T. Rowe Price Associates, Inc. Templeton Global Advisors Limited	The investment managers provide underlying investments for each of the portfolios for the MOST 529 Advisor Plan. See "*LEGAL AND ADMINISTRATIVE INFORMATION — General Information About 529 Plans and the MOST 529 Advisor Plan — The Investment Managers*" on page 48.
CONTRIBUTIONS	**Initial Contribution:** $500 ($50 per month or $150 per quarter via an automatic investment plan or $25 per pay period via payroll direct deposit). **Subsequent Contribution:** $50 ($25 for Upromise Service Contributions), $50 per month or $150 per quarter via an automatic investment plan or $25 per pay period via payroll direct deposit).	Contributions may be made by persons other than the Account Owner, regardless of their income; however, only the Account Owner can determine how the assets are invested or used, and only the Account Owner is entitled to certain tax benefits. **Initial Contribution:** The MOST 529 Advisor Plan requires $500 to open an Account, except for Contributions made in connection with an automatic investment plan or payroll direct deposit (see below). **Subsequent Contribution:** The minimum additional investment is $50. There is a $25 minimum for transfers from the Upromise Service to an existing Account. You may also receive a minimum gift Contribution of $50 through Ugift® – Give College Savings ("**Ugift**"). **Automatic Investment Plan:** Account Owners can enjoy the potential benefit of dollar cost averaging by making initial and subsequent Contributions of at least $50 per month or $150 per quarter. Periodic investing plans do not guarantee a profit or protect against a loss in a declining market. **Payroll Direct Deposit (if provided by employer):** Account Owners can automatically contribute through direct payroll deduction with minimum initial and subsequent Contributions of $25 per pay period. Periodic investing plans do not guarantee a profit or protect against a loss in a declining market. An Account Owner may allocate his or her Contributions among any of the investment options per Contribution subject to the minimum initial and additional Contribution requirements described above. See *"SETTING UP AND CONTRIBUTING TO AN ACCOUNT — CONTRIBUTIONS"* on page 15.

FEATURE	DESCRIPTION	EXPLANATION/REASON
MAXIMUM CONTRIBUTION LIMIT	Currently $235,000	Section 529 requires that investments in the MOST 529 Advisor Plan be limited to amounts that can reasonably be expected to be used to meet Qualified Higher Education Expenses for an individual. The Board may determine a new Maximum Contribution Limit each year, which is based on certain higher education costs. See *"SETTING UP AND CONTRIBUTING TO AN ACCOUNT — CONTRIBUTIONS — Maximum Contribution Limit"* on page 15.
INVESTMENT OPTIONS AND PERFORMANCE	Your money will be invested based on the Portfolio(s) that you choose.	You may allocate Contributions to one or more of the MOST 529 Advisor Plan's eighteen (18) Portfolios managed by ten (10) different investment managers. Past Portfolio performance is not indicative of future Portfolio performance. Performance information for all investment options will be available at www.most529advisor.com. See *"THE INVESTMENT PORTFOLIOS" on page 49 and "MANAGING AND MODIFYING AN ACCOUNT — PERFORMANCE"* on page 20.
TAX ADVANTAGES	Federal/State Deferrals	Section 529 provides the opportunity for federal tax deferred growth. The earnings portion of a Qualified Withdrawal will not be subject to federal income tax, whereas the earnings portion of a Non-Qualified Withdrawal will be taxed to the recipient (and may be subject to the Additional 10% Federal Tax). Depending on the state where you live or pay state income tax, your earnings on a Qualified Withdrawal may or may not be subject to state income tax. Earnings from the investment of Contributions to an Account will not be subject to Missouri income tax until funds are withdrawn in whole or in part from the Account. In general, the earnings portion of a Qualified Withdrawal will not be taxed, whereas the earnings portion of a Non-Qualified Withdrawal will be taxed to the recipient. Account Owners who are Missouri taxpayers can deduct up to $8,000 in Contributions ($16,000 if married and filing jointly) from their state income tax each year. However, Contributions that have been deducted are subject to recapture in subsequent years if a Non-Qualified Withdrawal is made. See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

FEATURE	DESCRIPTION	EXPLANATION/REASON
GIFT AND GENERATION-SKIPPING TRANSFER TAX ADVANTAGES	$65,000 (or $130,000 combined for spouses who elect to split gifts on a gift tax return)	For federal gift tax purposes, Contributions to an Account are considered completed gifts to the Beneficiary and may qualify for the gift tax annual exclusion of $13,000 (or $26,000 for spouses who elect to split gifts on a gift tax return). An individual can elect to prorate Contributions made in one year for the same Beneficiary over five years, up to $65,000 (or $130,000 combined for spouses who elect to split gifts on a gift tax return), potentially without incurring federal gift tax or generation-skipping transfer ("GST") tax or expending any portion of applicable transfer tax exemptions. See *"FEDERAL AND STATE TAX TREATMENT — Federal Gift and Estate Taxes"* on page 43.
ESTATE TAX	Contributions are considered completed gifts for federal gift, GST, and estate tax purposes.	If an Account Owner dies, money in the MOST 529 Advisor Plan is not includable in the Account Owner's estate, with one exception. If the Account Owner elects to prorate a Contribution over five years, and dies before the beginning of the fifth year, then the Contribution amounts allocable to the calendar years after the date of death are included in the estate for estate tax purposes. See *"FEDERAL AND STATE TAX TREATMENT — Federal Gift and Estate Taxes"* on page 43.
WITHDRAWALS	You may request a withdrawal by submitting the appropriate form to the MOST – Missouri's 529 Advisor Plan. Qualified Withdrawals may be requested online or by contacting a client service representative at 1-800-617-5097.	You must specify the Portfolio(s) from which the withdrawal will be taken, and the amount from each Portfolio. See *"MAKING WITHDRAWALS — REQUESTING A WITHDRAWAL"* on page 44.
TAX TREATMENT OF QUALIFIED WITHDRAWALS	The earnings portion of Qualified Withdrawals are federal income tax free if used to pay for tuition, room and board (with limitations), books, supplies, fees and equipment required for enrollment or attendance (including special need services in the case of a special needs Beneficiary) at any Eligible Educational Institution in the U.S. or abroad (which are defined as Qualified Higher Education Expenses).	You can generally determine if a school is an Eligible Educational Institution by referring to the Department of Education's website at www.ed.gov. See *"MAKING WITHDRAWALS — DETERMINING THE TAX STATUS OF A WITHDRAWAL — Withdrawals that are Tax-Exempt (Qualified Withdrawals)"* on page 44.

FEATURE	DESCRIPTION	EXPLANATION/REASON
INVESTMENT EXCHANGES	You may change investment options, but there are limitations.	You may reallocate your Contributions and earnings among Portfolios once every calendar year for a given Beneficiary and upon a change in the Beneficiary. You may invest future Contributions in a different Portfolio(s) at any time. See *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING INVESTMENT OPTIONS"* on page 23.
RISK FACTORS OF THE PLAN	An investment in the Portfolios is subject to market risk and volatility, including loss of principal.	An investment in the Portfolios is subject to risk including: (i) the risk of losing money over short or even long periods; (ii) investment risks of the Portfolios which include, without limitation, market risk, interest rate risk, foreign currency risk, foreign investment risk, credit risk, and geographical concentration risk; (iii) the risk of changes to the MOST 529 Advisor Plan, including changes in fees; (iv) the risk of federal and state tax law changes; and (v) [the risk that Contributions to the MOST 529 Advisor Plan may adversely affect the eligibility of the Beneficiary or the Account Owner for financial aid or other benefits. See *"MOST 529 ADVISOR PLAN AND PORTFOLIO RISKS AND OTHER CONSIDERATIONS — UNDERSTANDING PORTFOLIO STRATEGIES AND RISKS"* on page 26.
CONTACT INFORMATION	To establish an Account, perform account maintenance, initiate transactions, request administrative forms or ask questions about the MOST 529 Advisor Plan, you can contact your Financial Advisor or a client service representative at 1-800-617-5097. You may also access your Account online at www.most529advisor.com.	Phone: 1-800-617-5097 7:00 a.m. – 7:00 p.m. Central time (Mon. – Fri.) Online: www.most529advisor.com Regular Mail: MOST – Missouri's 529 Advisor Plan P.O. Box 219343 Kansas City, MO 64121 Overnight Delivery: MOST – Missouri's 529 Advisor Plan 2534 Madison Ave, Suite 3 Kansas City, MO 64108

This Plan Description contains important information concerning the following topics:

(i) Fees and costs (See *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES"*) starting on page 31.

(ii) Investment options and the investment managers, and how and when the Missouri Higher Education Savings Program Board may change both (See *"MANAGING AND MODIFYING AN ACCOUNT"* on page 19 *"LEGAL AND ADMINISTRATIVE INFORMATION — GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN* — The Investment Managers" on page 48 and *"MOST 529 ADVISOR PLAN AND PORTFOLIO RISKS AND OTHER CONSIDERATIONS — UNDERSTANDING PLAN RISKS — Potential Future Changes to the Plan"*) on page 25.

(iii) Portfolio investment performance (See *"MANAGING AND MODIFYING AN ACCOUNT — PERFORMANCE"*) on page 20.

(iv) Federal and state tax considerations (See *"FEDERAL AND STATE TAX TREATMENT"*) on page 41.

(v) Risk factors (See *"MOST 529 ADVISOR PLAN AND PORTFOLIO RISKS AND OTHER CONSIDERATIONS"*) on page 24; and

(vi) Limitations or penalties imposed by the MOST 529 Advisor Plan upon transfers between investment options, transfers to other Section 529 Plans or Non-Qualified Withdrawals generally (See *"FEDERAL AND STATE TAX TREATMENT")* on page 41.

KEY TERMS

***529 Plan* —** A tax-advantaged college savings plan (also known as a qualified tuition program) authorized under and meeting requirements of Section 529 of the Internal Revenue Code.

***Account* —** An investment account established under the MOST 529 Advisor Plan.

***Account Owner* —** The person or entity that establishes an Account with the MOST 529 Advisor Plan or his or her successor. References in this document to "you" mean you in your capacity as the Account Owner.

***Additional 10% Federal Tax* —** An additional 10% federal tax on the earnings portion of certain taxable withdrawals.

***AIP* —** Automatic investment plan.

***Associated Persons* —** The State of Missouri, any instrumentality of the State, the Board, Upromise Investments, DWS Investments, and the investment managers, collectively.

***Beneficiary* —** The individual for whom the Account is established.

***Board* —** The Missouri Higher Education Savings Program Board.

***Class of Units* —** Two classes of Units are offered in each selected Portfolio, Class A and Class C, each of which has a different fee structure. See *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES"* on page 31.

***Code* —** The Internal Revenue Code of 1986, as amended from time to time, and any regulations or other guidance issued thereunder.

***Contribution* —** An amount contributed to an Account.

***Dealer* —** A distributor of the MOST 529 Advisor Plan who is registered as a broker-dealer under the Securities Exchange Act of 1934, as amended, and a member in good standing with both the Financial Industry Regulatory Authority and the Municipal Securities Rulemaking Board.

***Distributee* —** The person who is potentially subject to tax on a withdrawal from an Account. The Distributee may be the Account Owner or the Beneficiary.

***EBT* —** Electronic bank transfer.

***Eligible Educational Institution* —** An institution as defined in Section 529. Generally, the term includes post-secondary educational institutions offering credit toward a bachelor's degree, an associate's degree, a graduate level or professional degree, or another recognized post-secondary credential. Certain proprietary institutions and post-secondary vocational institutions are also Eligible Educational Institutions. The institution must be eligible to participate in a student financial aid program under Title IV of the Higher Education Act of 1965 (20 U.S.C. Section 1088). The U.S. Department of Education maintains a database of the institutions that qualify as Eligible Educational Institutions.

***Enrollment Application* —** The application that is used to establish an Account for the MOST 529 Advisor Plan.

***Exchange Traded Fund ("ETF")* —** An ETF is a type of investment company whose investment objective is to achieve a return similar to a particular market index. An ETF is similar to an index fund in that it will primarily invest in the securities of companies that are included in a selected market index, but trades like a stock on an exchange. An ETF will invest in either all of the securities or a representative sample of the securities included in the index.

***Financial Advisor* —** Certain broker-dealers, financial advisors, or properly licensed investment advisers.

***Investment Exchange* —** A reallocation of your account balance among Portfolios that is permitted once every calendar year for a given Beneficiary and upon a change in the Beneficiary (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING INVESTMENT OPTIONS"* on page 23). As discussed in *"SETTING UP AND CONTRIBUTING TO AN ACCOUNT — CONTRIBUTIONS — Transfer Within the Program Trust for Same Beneficiary"* on page 17 a direct transfer of assets between accounts within the Program Trust, in the MOST 529 Advisor Plan and the MOST 529 Direct Plan, for the same Beneficiary will also be treated as a reallocation of investments in your account balance that is permitted once every calendar year for a given Beneficiary, and thus will also be treated as an Investment Exchange for federal and state tax purposes.

***Maximum Contribution Limit* —** The maximum aggregate account balance, established by the Board from time to time, which will limit the amount of Contributions that may be made to Accounts for any one Beneficiary, as required by Section 529. The balance in all accounts for the same Beneficiary in Missouri-sponsored 529 Plans (regardless of Account Owner) will be aggregated for purposes of applying the Maximum Contribution Limit. The Maximum Contribution Limit is currently $235,000.

***Member of the Family* —** A Member of the Family as defined in Section 529 (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY — Member of the Family"* on page 24).

***Non-Qualified Withdrawal* —** A withdrawal from an Account that is not used to pay for Qualified Higher Education Expenses. These withdrawals will be treated as income to the Distributee and taxed at the Distributee's tax rate. Also, the Additional 10% Federal Tax may apply to the earnings portion of certain Non-Qualified Withdrawals.

Participation Agreement **—** The binding legal agreement executed by you, the Board, and the Program Manager governing your Account.

Portfolio **—** An investment option in the MOST 529 Advisor Plan.

Program Trust **—** The Missouri Higher Education Savings Program. This includes the MOST 529 Advisor Plan, which is discussed in this Plan Description, and the MOST 529 Direct Plan, which is discussed in a separate Plan Description.

Qualified Higher Education Expenses **—** Expenses including tuition, fees and the cost of books, supplies and equipment required for the enrollment or attendance of a Beneficiary (including expenses for special needs services in the case of a special needs Beneficiary) at an Eligible Educational Institution, along with certain room and board expenses of a Beneficiary attending school at least half-time, as allowable under Section 529.

Qualified U.S. Savings Bond **—** Series EE bonds issued after December 31, 1989, and Series I bonds.

Qualified Withdrawal **—** A withdrawal from an Account that is used to pay for Qualified Higher Education Expenses.

Section 529 **—** Section 529 of the Code.

Successor Account Owner **—** The person designated by the Account Owner to assume ownership of the Account in the event of the Account Owner's death or incapacity while there is still money in the Account. The Successor Account Owner must be a U.S. citizen or resident alien with a Social Security number or taxpayer identification number.

Underlying Funds **—** The (i) registered mutual funds; (ii) separate accounts; or (iii) other investments in which assets of Portfolios are invested.

Unit **—** An interest in a Portfolio.

U.S. Military Academy **—** 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.

PART I. SETTING UP AND CONTRIBUTING TO AN ACCOUNT

Please read this Plan Description and the Participation Agreement. You need to read and understand both documents in order to open an Account.

Important Legal Information

IMPORTANT INFORMATION ABOUT OPENING A NEW ACCOUNT

The MOST 529 Advisor Plan is required by federal law to obtain from each person who opens an Account certain personal information — including name, street address, and date of birth among other information — that will be used to verify identity. If you do not provide us with this information, we will not be able to open the Account. If we are unable to verify your identity, the MOST 529 Advisor Plan reserves the right to close your Account or take other steps we deem reasonable. Closing your Account may result in market loss, tax implications, and other expenses.

529 Plans are intended to be used only to save for qualified higher education expenses. 529 Plans 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.

Tax Disclaimer

In order to comply with Treasury Department regulations, we advise you that this Plan Description is not intended to constitute, nor does it constitute, legal or tax advice. This Plan Description was developed to support the marketing of the Plan and cannot be relied upon for purposes of avoiding the payment of federal tax penalties. You should consult your legal or tax advisor about the impact of these rules on your individual situation.

State Tax and Other Benefits

An Account Owner or Beneficiary is not required to be a resident of Missouri. The state income tax treatment of, and state tax and other benefits associated with, the MOST 529 Advisor Plan may differ depending on the state of residency of the Account Owner. If you are not a Missouri 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 MOST 529 Advisor Plan. Since different states have different tax provisions, this Plan Description contains limited information about the state tax consequences of investing in the MOST 529 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 or the Beneficiary's 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.

Investments are Not Guaranteed or Insured

Investments in the MOST 529 Advisor Plan are not guaranteed or insured by the Program Trust, any of its Associated Persons, the Federal Deposit Insurance Corporation ("**FDIC**"), or any other entity. The value of your Account will depend on market conditions and the performance of the investment options you select. Investments in the MOST 529 Advisor Plan can go up or down in value, and you could lose money by investing in the Plan.

Other 529 Plans Sponsored by Missouri

Missouri sponsors two investment programs through its Program Trust. The MOST 529 Advisor Plan, described in this Plan Description, is available for investing through a Financial Advisor. For individuals who are interested in working directly with the Program Trust to open and invest in an account in the MOST 529 Direct Plan, which offers investors different investment options, fees and expenses, and is marketed differently, please call 1-888-414-6678 or go to www.missourimost.com.

The Plan is Not a Mutual Fund

Although money contributed to the MOST 529 Advisor Plan will be invested in Portfolios that may hold mutual funds, neither the Plan, nor any of its Portfolios, is a mutual fund. An investment in the Plan is an investment in municipal fund securities that are issued and offered by the Program Trust. These securities are not registered with the U.S. Securities and Exchange Commission ("**SEC**") or any state. The Plan's Portfolios are not registered as investment companies with the SEC or any state.

OPENING AN ACCOUNT AND MAKING CONTRIBUTIONS

Although Contributions to an Account can be made by anyone, only the Account Owner can control how these assets are invested and used.

There can be only one Account Owner per Account. You may name a Successor Account Owner to assume control of the Account upon your death or incapacity.

Enrollment Application

To open an Account, you and your Financial Advisor must complete an Enrollment Application and submit the Enrollment Application by mail to (for regular mail) MOST – Missouri's 529 Advisor Plan, P.O. Box 219343, Kansas City, MO 64121 or (for Overnight Delivery) MOST – Missouri's 529 Advisor Plan, 2534 Madison Ave., Suite 3, Kansas City, MO 64108. **By signing the Enrollment Application, you irrevocably consent and agree that the Account is subject to the terms and conditions of the Participation Agreement.**

The fees and costs applicable to Accounts vary based upon: the Portfolio(s) and Class of Units to which Contributions are allocated; the amount contributed; the account balance; and the period of time Contributions remain allocated to a Class of Units. The MOST 529 Advisor Plan currently offers Class A Units and Class C Units. If you have selected Class A Units (in certain limited circumstances) or Class C Units and make a withdrawal (including a Qualified Withdrawal), you may have to pay a contingent deferred sales charge. A number of other potential Account Owner actions may also affect account fees and costs. See *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES"* on page 31.

Identifying an Account Owner

An Account must be in the name of only one person. Account Owners must be individuals who are U.S. citizens or resident aliens with a Social Security number or taxpayer identification number. You must provide the MOST 529

Advisor Plan with a U.S. permanent address that is not a post office box. Corporations and/or certain types of entities may participate in the MOST 529 Advisor Plan (see below). 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. The MOST 529 Advisor Plan will accept Contributions from anyone; however, only the Account Owner can control how those assets are invested and used. The Account Owner may be the Beneficiary. The Account Owner does not have to be related to the Beneficiary.

Identifying a Beneficiary

On the Enrollment Application an Account Owner (other than state or local governments or tax-exempt organizations described in section 501(c)(3) of the Code) must identify a Beneficiary whose Qualified Higher Education Expenses (in whole or in part) are expected to be paid from the Account. A Beneficiary must be a U.S. citizen or resident alien, and have a Social Security number or individual taxpayer identification number. There is no limit on the number of Accounts that can be opened for the same Beneficiary by different Account Owners. The Beneficiary may be the Account Owner or any other individual. The Beneficiary does not have to be related to the Account Owner.

Accounts Opened by Trustees, Custodians, Guardians, and Conservators

An authorized trustee or custodian must be identified if Contributions to an Account come from an existing trust or custodial account. Trustees opening an Account on behalf of a trust must provide documentation concerning the trustees' authority, the name and date of the trust, or such other documents as may be required. In addition, guardians and conservators may open an Account by providing copies of the applicable governing documents in a form acceptable to Upromise Investments. An Account Owner may authorize another individual or entity to exercise his or her rights over an Account or to open an Account through a power of attorney; however, the Board and Upromise Investments reserve the right to take instructions from an Account Owner's agent only if the Account Owner is incompetent. A copy of the power of attorney must be presented to Upromise Investments. If applicable, the power of attorney must be durable, and must include other language acceptable to the MOST 529 Advisor Plan, including the power to make or revoke gifts.

Tax-Exempt Account Owners

A state or local government, or an organization described in section 501(c)(3) of the Code and exempt from tax under section 501(a) of the Code, may establish an Account as part of a scholarship program operated by such government or organization. Under the Participant Agreement, a tax-exempt Account Owner need not designate a Beneficiary until a scholarship withdrawal is made and may change the Beneficiary of an Account to a person who is not a Member of the Family of the immediately preceding Beneficiary. An Account established by a tax-exempt Account Owner is not subject to the MOST 529 Advisor Plan's Maximum Contribution Limit, but the cumulative amount of the withdrawals made from such an Account to any one designated Beneficiary may not exceed the MOST 529 Advisor Plan's Maximum Contribution Limit in place in the year in which the latest withdrawal is made.

CONTRIBUTIONS

Minimum to Open an Account

- $500 for initial Contributions (which includes rollovers and transfers). An Account Owner may allocate a Contribution among any of the Portfolios, but the minimum initial allocation per selected Portfolio is $500. An Account Owner must allocate a minimum of 1% of a Contribution to each Portfolio that the Account Owner chooses.
- $50 per month or $150 per quarter if you set up an automatic investment plan ("**AIP**").
- $25 per pay period with payroll direct deposit (if offered by your employer).

Use of Old Forms: Please do not use old forms. You may obtain current contribution forms by contacting your Financial Advisor, logging onto our website at www.most529advisor.com, or by calling 1-800-617-5097. Any contribution you make to your Account using old contribution forms will be deposited in accordance with the Account Owner's then-current allocation for the Account. Neither Upromise Investments nor any of the other Associated Persons will be responsible for any losses which arise from the use of forms, including without limitation losses which arise from clerical errors we may make when relying on the information you provide on those forms.

Minimum to Add to an Account

- $50 for subsequent Contributions.
- $50 per month or $150 per quarter with an AIP.
- $25 per pay period with payroll direct deposit.
- $50 to receive a Contribution through Ugift.
- $25 for Upromise Service Contributions.

Subsequent Contributions that reference only an Account number will be invested in Portfolios according to the Account Owner's then-current contribution allocations on the Account.

Maximum Contribution Limit

You may contribute to an Account for a Beneficiary provided the aggregate balance of all accounts for the same Beneficiary under all college savings plans sponsored by the State of Missouri under Section 529 (regardless of Account Owner) does not exceed the Maximum Contribution Limit, which is currently $235,000. Accounts that have reached the Maximum Contribution Limit (either alone or combined with other accounts) may continue to accrue earnings, although future contributions may not be made to such accounts. The determination of whether the Maximum Contribution Limit has been reached is based on the aggregate market value of the account(s) for the same Beneficiary in the Program Trust, regardless of who owns the account(s), and not on the aggregate contributions made to the account(s). If a Contribution is applied to a MOST 529 Advisor Plan Account and later determined by the Plan to have caused the aggregate market value of the account(s) for the same Beneficiary in the Program Trust to exceed the Maximum Contribution Limit, the MOST 529 Advisor Plan will refund to the contributor all or a portion of such excess Contributions, such refund will reflect any earnings or losses thereon. Any refund of an excess Contribution may be treated as a Non-Qualified Withdrawal.

The Board expects to evaluate the Maximum Contribution Limit annually, but reserves the right to make adjustments more or less frequently.

Making Individual Contributions

You may contribute money to the MOST 529 Advisor Plan by any of the following methods: check, money order, third-party personal check up to $10,000 payable to an Account Owner or a Beneficiary and properly endorsed to the Plan, AIP, payroll direct deposit, electronic bank transfer ("**EBT**"), transfer from a Upromise Service account, or rollover from another 529 Plan. The MOST 529 Advisor Plan will not accept Contributions made with cash, traveler's checks, starter checks, credit card checks, foreign checks, checks dated more than 180 days prior to the date of receipt, postdated checks, checks with unclear instructions, business checks without the Account Owner's name, stocks, securities, or other non-bank account assets.

Note: The MOST 529 Advisor Plan may deduct money from your Account for any expenses incurred by the MOST 529 Advisor Plan on your behalf as a result of any check, AIP, or electronic bank transfer being returned unpaid by the financial institution upon which it is drawn.

Contributions by Others

Once you have established an Account for a Beneficiary, anyone can contribute money to the Account. However, only you, the Account Owner — the person who owns and controls the Account — can determine how the assets are invested or used.

Contributions by Check or Money Order

Please make all checks or money orders payable to MOST 529 Advisor Plan. You or your Financial Advisor can send the check or money order to the following address: (for regular mail) MOST – Missouri's 529 Advisor Plan, P.O. Box 219343, Kansas City, MO 64121 or (for Overnight Delivery) MOST – Missouri's 529 Advisor Plan, 2534 Madison Ave., Suite 3, Kansas City, MO 64108. For Contributions to established Accounts, please include your account number on the check. We reserve the right to hold withdrawal requests for up to 10 business days following receipt of any Contribution.

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, subject to certain processing restrictions. To initiate an AIP during enrollment, you must complete the appropriate section of the Enrollment Application. You also may set up an AIP after an Account has been established, either online at www.most529advisor.com or by submitting the appropriate form, which may be obtained online at www.most529advisor.com or by contacting a customer service representative at 1-800-617-5097. AIP Contributions must be in an amount of at least $50 per month or at least $150 per quarter. A program of regular investment cannot assure a profit or protect against a loss in a declining market .

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. You will receive a trade date of the business day on which the bank debit occurs. Quarterly investments will be made on the day indicated every three (3) months. The first debit of an AIP must be at least three (3) days from the date of receipt 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 periodic automated deposits will remain in effect until the MOST 529 Advisor Plan has received notification of its termination. Either you or the MOST 529 Advisor Plan may terminate your enrollment in AIP at any time. Changes to, or termination of, an AIP must occur at least five (5) business days before an AIP debit is scheduled to be deducted from your bank account and are not effective until received and processed by the MOST 529 Advisor Plan. 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, or if the transaction would violate processing restrictions, the MOST 529 Advisor Plan reserves the right to suspend processing of future AIP Contributions.

Payroll Direct Deposit

You may be eligible to make automatic Contributions directly from your pay (payroll direct deposit) to your Account. The minimum initial and subsequent payroll direct deposit contribution is $25 per pay period. A program of regular investment cannot assure a profit or protect against a loss in a declining market.

Contributions by payroll direct deposit will only be permitted from employers able to meet the MOST 529 Advisor Plan's operational and administrative requirements. Please check with your employer to see whether you are eligible to contribute to the MOST 529 Advisor Plan through payroll direct deposit. You may set up payroll direct deposit by submitting the appropriate form, which you can obtain online at www.most529advisor.com or by contacting the MOST 529 Advisor Plan at 1-800-617-5097.

Electronic Bank Transfer ("EBT")

You may contribute to your Account by authorizing the MOST 529 Advisor Plan 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) during the account opening process via the Enrollment Application. Once you have provided that information, you may request an EBT from the designated bank account to your Account, online at www.most529advisor.com or by contacting the MOST 529 Advisor Plan at 1-800-617-5097. You may only contribute up to $130,000 per Account per day by EBT. EBT contributions in excess of $130,000 per Account per day will be returned.

There is no charge for requesting an EBT. EBT Contributions that are received in good order before 10 p.m., Eastern Time, will be given a trade date of the second Business Day after the date of receipt and will be effected at that day's closing price for the applicable Portfolio. In such cases, the EFT debit from your bank account will occur on the second business day after the request is received. EBT Contributions that are received in good order after 10 p.m., Eastern time, will be given a trade date of the third business day after the date the request is received, and will be effected at that day's closing price for the applicable Portfolio. In such cases, the EFT debit will occur on the third business day after the request is received. In certain instances, it may take up to seven (7) 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 MOST 529 Advisor Plan reserves the right to suspend processing of future EBT Contributions.

Upromise® Service

You may contribute to your Account by participating in the Upromise rewards service ("**Upromise Service**"), a service that allows members to get back a percentage of their qualified spending with hundreds of America's leading companies as college savings. Once you enroll in the MOST 529 Advisor Plan, you may link your Upromise Service account and your MOST 529 Advisor Plan Account so that all or a portion of your rewards will be automatically transferred to your Account on a periodic basis. The minimum amount for an automatic transfer from a Upromise Service account to an existing Account within the MOST 529 Advisor Plan is $25. The Upromise Service is offered by Upromise, Inc., an affiliate of Upromise Investments, Inc., and is a separate service from the MOST 529 Advisor Plan. The Upromise Service is administered in accordance with the terms and procedures set forth in the Upromise Member Agreement, which may be amended from time to time. The Member Agreement is available on the Upromise, Inc. website at www.upromise.com. Terms and conditions apply to the Upromise Service. Participating companies, contribution levels and terms and conditions are subject to change at any time without notice. If you want more information about Upromise, Inc., please visit www.upromise.com.

Incoming Rollover Contributions from Non-Missouri 529 Plans

You can contribute to your Account with funds transferred from a non-Missouri 529 Plan, subject to the minimum Contribution requirements of the MOST 529 Advisor Plan and the Maximum Contribution Limit. This transaction is known as a "**rollover.**" You may contribute rollover funds from an account in a non-Missouri 529 Plan to an Account in the MOST 529 Advisor Plan for the same Beneficiary, if no such rollover to any qualified tuition program for the same Beneficiary has occurred within the previous 12 months. You also may contribute rollover funds from an account in a non-Missouri 529 Plan to an Account in the MOST 529 Advisor Plan for a different Beneficiary provided that the new Beneficiary is a Member of the Family of the immediately preceding Beneficiary as defined in *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY — Member of the Family"* on page 24. A rollover that does not meet these criteria will be considered a Non-Qualified Withdrawal from the non-Missouri 529 Plan (defined under *"MAKING WITHDRAWALS"* on page 44). A Non-Qualified Withdrawal is subject to applicable federal and state income tax and the Additional 10% Federal Tax on earnings and may also have federal or state gift tax, estate tax, or GST tax consequences. See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

Incoming rollovers to the MOST 529 Advisor Plan can be direct or indirect. Direct rollovers involve the transfer of money from a non-Missouri 529 Plan directly to the MOST 529 Advisor Plan. Indirect rollovers involve the transfer of money from an account in a non-Missouri 529 Plan to the Account Owner, who then contributes the money to an Account in the MOST 529 Advisor Plan. To avoid federal income tax consequences, including the imposition of the Additional 10% Federal Tax, money received by an Account Owner in an indirect rollover must be contributed to the MOST 529 Advisor Plan (or another 529 Plan) within 60 days of the withdrawal (and rollovers for the same Beneficiary are subject to the 12-month limitation described above). You should be aware that not all non-Missouri 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. See *"FEDERAL AND STATE TAX TREATMENT – Missouri State Taxes"* on page 43.

You can contribute rollover assets to the MOST 529 Advisor Plan directly (if permitted by your current non-Missouri 529 Plan) or indirectly, either as an initial Contribution when you open an Account or as an additional Contribution to an existing Account. See *"FEDERAL AND STATE TAX TREATMENT — Missouri State Taxes"* on page 43. You will need to provide the MOST 529 Advisor Plan with an account statement or other documentation from the distributing 529 Plan indicating the portion of the rollover attributable to earnings. Until the MOST 529 Advisor Plan receives this documentation, the entire amount of the rollover will be treated as earnings from the distributing 529 Plan, which would be subject to taxation in the case of a Non-Qualified Withdrawal. See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

Ugift® — Give College Savings

You may invite family and friends to contribute to your Plan accounts through Ugift by either sending an e-mail invitation or providing a gift contribution coupon to family and friends. Gifts may be contributed either in connection with a special event or just to provide a gift to the Account Owner's Beneficiary. The gift givers fill in their name and gift contribution amount on the contribution coupon provided and mail a check for that amount along with the contribution coupon to the address provided. The minimum Ugift contribution is $50 by check made payable to Ugift—MOST—Missouri's 529 Advisor Plan. An optional gift certificate can be completed and presented by the gift giver to acknowledge that a gift contribution has been made to your Account.

Gift contributions associated with a special event will be held by the Program Manager upon receipt and transferred into your Account approximately five (5) business days after the special event. If the gift contribution is received less than two (2) business days prior to the special event, or if the gift contribution is not associated with a special event, then the gift contribution will be held for approximately seven (7) business days before being transferred into your Account. Gift contributions through Ugift are subject to the general contribution limitations. Gift contributions will be invested according to the allocation on file for your Account at the time the gift contribution is transferred. There may be potential tax consequences of gift contributions to a Plan account. You and the gift giver should consult a tax advisor for more information.

Transfer Within the Program Trust for Same Beneficiary

Under Section 529, you can transfer assets directly between Accounts within the Program Trust, in the MOST 529 Direct Plan and the MOST 529 Advisor Plan, once per calendar year for the same Beneficiary. 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 under *"MANAGING AND MODIFYING AN ACCOUNT— CHANGING INVESTMENT OPTIONS"* on page 23.

This type of transfer should be done directly between the accounts, without a withdrawal of money from the Program Trust, to avoid adverse federal and state tax consequences. For federal and state tax purposes, an indirect transfer involving the withdrawal of money from the MOST 529 Advisor Plan would be treated as a Non-Qualified Withdrawal (and not as an Investment Exchange), even though it is subsequently contributed to the new Account for the same Beneficiary. See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

Depending on which Class of Units you hold, a transfer from a MOST 529 Advisor Plan Account to an account in the MOST 529 Direct Plan may be subject to a contingent deferred sales charge.

Transfer Within the Program Trust for Another Beneficiary

Under Section 529, you can transfer assets within the Program Trust, in the MOST 529 Direct Plan and the MOST 529 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 immediately preceding Beneficiary. Such a transfer will be permitted only to the extent that the aggregate balance of the MOST 529 Advisor Plan Accounts and the MOST 529 Direct Plan accounts within the Program Trust for the new Beneficiary, including such transfer, would not exceed the Maximum Contribution Limit. See *"SETTING UP AND CONTRIBUTING TO AN ACCOUNT — CONTRIBUTIONS — Maximum Contribution Limit"* on page 15.

For federal tax purposes, this type of transfer may be done directly between the accounts, without a withdrawal of money from the Program Trust, or indirectly, by contributing money to the receiving account within 60 days after the withdrawal from the prior account; however, for Missouri income tax purposes, an indirect transfer (with money being distributed from the Program Trust) will be treated as a Non-Qualified Withdrawal (and thus may be subject to Missouri state taxes on earnings, as well as the recapture of previous Missouri 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 Missouri state tax deduction for contributions). See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

Depending on which Class of Units you hold, a transfer from a MOST 529 Advisor Plan Account to an account in a MOST 529 Direct Plan may be subject to a contingent deferred sales charge.

Making a Rollover from a Coverdell Education Savings Account or Qualified U.S. Savings Bond

You can contribute to the MOST 529 Advisor Plan with proceeds from the sale of assets held in a Coverdell Education Savings Account (formerly known as an Education IRA) or a Qualified U.S. Savings Bond. You will need to provide the MOST 529 Advisor Plan with the following documentation:

- For assets from a Coverdell Education Savings Account: an account statement or other documentation from the custodial financial institution showing the total amount contributed and the proportion of assets that represent earnings.
- For assets obtained by redeeming a Qualified U.S. Savings Bond: an account statement, a Form 1099-INT, or other documentation from the financial institution that redeemed the bond showing how much of the proceeds represented interest and how much represented principal.

Until the MOST 529 Advisor Plan receives this documentation, the entire amount of your Contribution will be treated as earnings, which would be subject to taxation in the case of a Non-Qualified Withdrawal.

Contributions from UGMA/UTMA Custodial Accounts

The custodian for a minor under the Uniform Gifts to Minors Act or Uniform Transfers to Minors Act ("**UGMA/UTMA**") may use the assets previously held in an UGMA/UTMA account to open an Account in the MOST 529 Advisor Plan and act as the Account Owner, subject to the laws of the state under which the UGMA/UTMA account was established. The minor and/or the minor's parent(s) may incur capital gains (or losses) from the sale of non-cash assets held by an UGMA/UTMA account. Please contact a tax professional to determine how to transfer UGMA/UTMA custodial assets, and what the implications of such a transfer may be for you. UGMA/UTMA custodians should consider the following:

- The custodian may make withdrawals only as permitted under UGMA/UTMA regulations and the MOST 529 Advisor Plan;
- The custodian may not change the Beneficiary of the Account (directly or by means of a rollover distribution), except as permitted under UGMA/UTMA;
- The custodian should not change the Account Owner to anyone other than a successor custodian during the term of the custodial account under UGMA/UTMA;
- When the custodianship terminates, the Beneficiary is legally entitled to take control of the Account and may become the Account Owner subject to the provisions of the MOST 529 Advisor Plan that are applicable to Accounts established or funded with non-UGMA/UTMA assets, if applicable; and
- Additional Contributions of money not previously gifted to the Beneficiary under the UGMA/UTMA should be made to a separate and noncustodial 529 Plan account. A noncustodial 529 Plan account will allow the Account Owner to retain control of the assets and make Beneficiary changes.
- Neither MOST 529 Advisor Plan, the Board, Upromise Investments, DWS Investments Distributors, Inc., nor any of their affiliates will be liable for any consequences related to a custodian's improper use, transfer, or characterization of custodial funds.

Pricing of Portfolio Units

When you contribute to the MOST 529 Advisor Plan, your money will be invested in Units of one or more Portfolios, depending on the investment option(s) you select. Each Portfolio is open for business each day the New York Stock Exchange ("**NYSE**") is open for trading; however, the Portfolios will be closed for wire purchases and redemptions on days when the Federal Reserve Wire System is closed. The net asset value ("**NAV**") of each Portfolio is determined each business day after the close of trading on the NYSE. The NAV of each Portfolio 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 NAV is not calculated, and the MOST 529 Advisor Plan does not transact purchase, exchange, transfer, or withdrawal requests.

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

- If the MOST 529 Advisor Plan 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 MOST 529 Advisor Plan 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.

To the extent that an Underlying Fund in a Portfolio holds securities that trade when the NYSE is closed, a Portfolio's NAV may be affected at times when Account Owners are not able to buy or sell Units. Conversely, there may be days when the Portfolios are open for business but certain securities held in an Underlying Fund by a Portfolio are not traded.

PART II. MANAGING AND MODIFYING AN ACCOUNT

INVESTMENT OPTIONS

The MOST 529 Advisor Plan's investment options consist of a range of professionally managed Portfolios created for the use of higher-education savings investors. The Portfolios invest in Underlying Funds. The investment option and Portfolio allocation(s) that the Account Owner selects upon opening an account will serve as the standing investment allocation for the account. All additional contributions will be invested according to this standing allocation, unless the Account Owner instructs otherwise.

Portfolios

Following are the Portfolios that currently are available within the MOST 529 Advisor Plan. Each of the Portfolios, other than the Aggressive ETF Portfolio, Moderate ETF Portfolio, and Conservative ETF Portfolio (collectively, the "**ETF Portfolios**") and the Scout International Anti-Terror Portfolio, invests in a single mutual fund and, consequently, these Portfolios have the same investment objective as the Underlying Funds in which they invest.

- Aggressive ETF Portfolio
- Moderate ETF Portfolio
- Conservative ETF Portfolio
- American Century Government Bond Portfolio
- American Century Inflation-Adjusted Bond Portfolio
- American Funds American Mutual Portfolio
- Columbia Mid Cap Index Portfolio
- Columbia Small Cap Index Portfolio
- DWS Capital Growth Portfolio
- DWS Dreman Small Cap Value Portfolio
- DWS Equity 500 Index Portfolio
- DWS Large Cap Value Portfolio
- DWS Money Market Portfolio
- Invesco Van Kampen Equity and Income Portfolio
- PIMCO Total Return Portfolio
- Scout International Anti-Terror Portfolio
- T. Rowe Price International Growth & Income Portfolio
- Templeton Growth Portfolio

The ETF Portfolios and the Scout International Anti-Terror Portfolio have their assets managed in a separate account by BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., and Scout Investments, Inc., respectively, for the benefit of the Program Trust.

CHOOSING YOUR INVESTMENT OPTIONS

To help ensure that money in 529 Plans is invested appropriately for the Beneficiary, federal law prohibits Account Owners and Beneficiaries from directing the underlying investments of a Portfolio. The MOST 529 Advisor Plan's menu of professionally managed Portfolios is designed to give you a full range of investment options within the law's limits.

For details on the Portfolios and the Underlying Funds, including strategies, risks, and expenses see *"THE INVESTMENT PORTFOLIOS"* on page 49.

For more information on the investment managers, see *"LEGAL AND ADMINISTRATIVE INFORMATION — GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN — The Investment Managers"* on page 48.

Deciding Which Portfolio is Right for You

A wide variety of criteria may enter into your decision, potentially including one or more of the reasons below.

- The Plan's investment options, the Plan's flexibility and features, the reputation and expertise of the Plan's investment manager(s), the Plan's fees and expenses, federal and state tax benefits associated with an investment in the Plan, the Plan's performance history, and the Plan's Maximum Contribution Limit.
- You want your Financial Advisor to help you make investment choices to the extent allowed.
- You want your Financial Advisor to help you create a fully custom allocation that you monitor and adjust over time.

PERFORMANCE

Portfolio performance for certain Portfolios is available in the charts on pages 21-22. This performance data is net of each Portfolio's asset-based fees. Performance figures are shown reflecting the Plan's expenses and the expenses of the Underlying Funds, as well as the imposition of applicable sales charges and servicing fees. The performance figures do not include the Annual Account Maintenance Fee. **The performance data shown represents past performance, which is not a guarantee of future results. Investment returns and principal value will fluctuate, so investors' Portfolio Units, when sold, may be worth more or less than their original cost. For performance data current to the most recent month-end, which may be higher or lower than that cited, visit the Plan's website at www.most529advisor.com.**

For those Portfolios that invest in an underlying mutual fund, the performance of the Portfolios will differ from the performance of the Underlying Funds. Because the Portfolios have higher expense ratios than the Underlying Funds, over comparable periods of time, all other things being equal, a Portfolio would have lower performance than its comparable Underlying Fund. An investor should bear in mind that the Underlying Funds do not offer the same tax advantages as the Portfolios. Performance differences also are caused by differences in the trade dates of Portfolio purchases. When you invest money in a Portfolio, you will receive Portfolio Units as of the trade date (see *"SETTING UP AND CONTRIBUTING TO AN ACCOUNT — CONTRIBUTIONS — Pricing of Portfolio Units"* on Page 19"). The Portfolio will use your money to purchase shares of an Underlying Fund. However, the trade date for the Portfolio's purchase of Underlying Fund shares typically will be one business day after the trade date for your purchase of Portfolio Units. Depending on the amount of cash flow into or out of the Portfolio and whether the Underlying Fund is going up or down in value, this timing difference will cause the Portfolio's performance either to trail or exceed the Underlying Fund's performance.

The foregoing discussion does not apply to the ETF Portfolios and the Scout International Anti-Terror Portfolio.

CLASS A UNITS

PORTFOLIO NAME	AVERAGE ANNUAL TOTAL RETURNS AS OF MARCH 31, 2011 — 1 YEAR — AT NAV	1 YEAR — INCLUDING SALES CHARGE	3 YEAR — AT NAV	3 YEAR — INCLUDING SALES CHARGE	SINCE INCEPTION — AT NAV	SINCE INCEPTION — INCLUDING SALES CHARGE	INCEPTION DATE
Aggressive ETF Portfolio	14.45%	8.11%	N/A	N/A	22.17%	19.20%	12/22/2008*
Moderate ETF Portfolio	11.04%	4.95%	N/A	N/A	15.68%	12.83%	12/22/2008*
Conservative ETF Portfolio	6.74%	2.73%	N/A	N/A	7.85%	5.22%	12/22/2008*
American Century Government Bond Portfolio	3.39%	-0.47%	N/A	N/A	2.92%	1.21%	12/22/2008
American Century Inflation-Adjusted Bond Portfolio	6.84%	2.87%	3.39%	2.08%	5.75%	4.61%	9/21/2007
American Funds American Mutual Portfolio	13.37%	7.10%	3.01%	1.08%	3.16%	1.90%	6/5/2006
Columbia Mid Cap Index Portfolio	25.97%	19.02%	9.32%	7.27%	4.40%	2.75%	9/21/2007
Columbia Small Cap Index Portfolio	24.39%	17.56%	7.80%	5.77%	1.96%	0.35%	9/21/2007
DWS Capital Growth Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Dreman Small Cap Value Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Equity 500 Index Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Large Cap Value Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Money Market Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
Invesco Van Kampen Equity and Income Portfolio	10.73%	4.64%	5.17%	3.21%	4.18%	2.90%	6/5/2006
PIMCO Total Return Portfolio	5.97%	1.99%	7.45%	6.08%	8.45%	7.28%	9/21/2007
Scout International Anti-Terror Portfolio	16.57%	10.19%	1.01%	-0.88%	0.17%	-1.42%	9/21/2007
T. Rowe Price International Growth & Income Portfolio	13.03%	6.79%	-2.29%	-4.12%	-5.05%	-6.56%	9/21/2007
Templeton Growth Portfolio	12.53%	6.36%	-1.76%	-3.61%	-0.63%	-1.84%	6/5/2006

* These Portfolios originally commenced operations on June 5, 2006, but effective December 22, 2008, these Portfolios operate under different investment strategies and have their assets managed by a different investment manager.

CLASS C UNITS

PORTFOLIO NAME	AVERAGE ANNUAL TOTAL RETURNS AS OF MARCH 31, 2011						INCEPTION DATE
	1 YEAR		3 YEAR		SINCE INCEPTION		
	AT NAV	INCLUDING CDSC	AT NAV	INCLUDING CDSC	AT NAV	INCLUDING CDSC	
Aggressive ETF Portfolio	13.55%	12.55%	N/A	N/A	21.27%	21.27%	12/22/2008*
Moderate ETF Portfolio	10.28%	9.28%	N/A	N/A	14.79%	14.79%	12/22/2008*
Conservative ETF Portfolio	5.88%	4.88%	N/A	N/A	7.02%	7.02%	12/22/2008*
American Century Government Bond Portfolio	3.48%	2.48%	N/A	N/A	3.01%	3.01%	12/22/2008
American Century Inflation-Adjusted Bond Portfolio	5.96%	4.96%	2.59%	2.59%	5.08%	5.08%	9/21/2007
American Funds American Mutual Portfolio	12.55%	11.55%	2.20%	2.20%	2.40%	2.40%	6/5/2006
Columbia Mid Cap Index Portfolio	25.08%	24.08%	8.39%	8.39%	3.32%	3.32%	9/21/2007
Columbia Small Cap Index Portfolio	23.57%	22.57%	6.89%	6.89%	1.06%	1.06%	9/21/2007
DWS Capital Growth Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Dreman Small Cap Value Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Equity 500 Index Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Large Cap Value Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
DWS Money Market Portfolio	N/A	N/A	N/A	N/A	N/A	N/A	6/6/2011
Invesco Van Kampen Equity and Income Portfolio	9.94%	8.94%	4.33%	4.33%	3.35%	3.35%	6/5/2006
PIMCO Total Return Portfolio	5.19%	4.19%	6.62%	6.62%	7.66%	7.66%	9/21/2007
Scout International Anti-Terror Portfolio	15.76%	14.76%	0.17%	0.17%	-0.66%	-0.66%	9/21/2007
T. Rowe Price International Growth & Income Portfolio	12.27%	11.27%	-3.33%	-3.33%	-5.97%	-5.97%	9/21/2007
Templeton Growth Portfolio	11.87%	10.87%	-2.58%	-2.58%	-1.43%	-1.43%	6/5/2006

* These Portfolios originally commenced operations on June 5, 2006, but effective December 22, 2008, these Portfolios operate under different investment strategies and have their assets managed by a different investment manager.

CONFIRMATIONS AND STATEMENTS/ SAFEGUARDING YOUR ACCOUNT

You will receive quarterly account statements, as well as a year-end account statement, indicating, for the applicable time period: (i) Contributions made to the Account; (ii) withdrawals made from the Account; (iii) Investment Exchanges; and (iv) the total value of the Account at the beginning and end of that time period. You will receive transaction confirmations for any activity in the Account, except for AIP transactions or payroll deductions, which will appear on your quarterly statement.

The MOST 529 Advisor Plan periodically matches and updates the addresses of record against a change of address database maintained by the U.S. Postal Service to reduce the possibility that items sent First-Class Mail, such as account statements, will be undeliverable.

The MOST 529 Advisor Plan 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 MOST 529 Advisor Plan, provided the MOST 529 Advisor Plan reasonably believed the instructions were genuine. To safeguard your Account, please keep your information confidential. Contact the MOST 529 Advisor Plan 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 30 days from the date of the confirmation to notify the MOST 529 Advisor Plan of the error. If you do not notify the MOST 529 Advisor Plan within 30 days, you will be considered to have approved the information in the confirmation and to have released the Board, the Program Trust, the Program Manager, and the Distribution Agent and any affiliates from all responsibility for matters covered by the confirmation.

CHANGING INVESTMENT OPTIONS

You may perform an Investment Exchange within the Program Trust only once per calendar year or upon a change of Beneficiary (i.e., to a Member of the Family of the immediately preceding Beneficiary). An Investment Exchange within the Program Trust is an exchange or reallocation of investments within the MOST 529 Advisor Plan, within the Direct Plan, or between the MOST 529 Advisor Plan and the MOST 529 Direct Plan.

If you reallocate your money within the Program Trust without changing the Beneficiary to a Member of the Family of the immediately preceding Beneficiary, you may be deemed to have used up your "once per calendar year" reallocation of assets and, therefore, you may be prohibited under federal regulations from reallocating your investments in another 529 Plan sponsored by the State of Missouri, without changing the Beneficiary, during that year.

You may make Investment Exchanges any time you change the Beneficiary (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY"* on page 23); however, the MOST 529 Advisor Plan reserves the right to suspend processing of Beneficiary transfers if it suspects that they are being used to circumvent the "once per calendar year" reallocation limit for reasons other than intended by the MOST 529 Advisor Plan.

Note: If you withdraw funds from an Account in the MOST 529 Advisor Plan and subsequently redeposit those funds into an account for the same Beneficiary in this or another 529 Plan sponsored by the State of Missouri within 60 days of the withdrawal, the withdrawal will be treated as a Non-Qualified Withdrawal potentially subject to Missouri state tax consequences and penalties; however, you may request a direct transfer of funds from your Account to another 529 Plan sponsored by the State of Missouri or a transfer to the MOST 529 Advisor Plan. Such a direct transfer will be treated as an Investment Exchange and will not be subject to federal or Missouri income tax or the Additional 10% Federal Tax, provided that it, together with other investment option changes, does not exceed one Investment Exchange per calendar year. To make an Investment Exchange, you or your Financial Advisor may obtain the appropriate form online at www.most529advisor.com or by contacting the MOST 529 Advisor Plan at 1-800-617-5097.

CHANGING THE ACCOUNT OWNER

You may change ownership of an Account to another individual or entity that is eligible to be an Account Owner in the Plan. Special rules apply to UGMA/UTMA Accounts. When you transfer ownership of your Account, you are not required to change the Beneficiary. You may change the Account Owner by submitting the appropriate form, which you can obtain online at www.most529advisor.com or by contacting the MOST 529 Advisor Plan at 1-800-617-5097. Please note that a change in Account Owner during your lifetime may have adverse or uncertain tax consequences, and you are advised to consult with a tax advisor before changing the Account Owner during your lifetime.

CHANGING THE BENEFICIARY

At any time, you can change the Beneficiary of an Account without adverse federal income tax consequences if the new Beneficiary is a Member of the Family (defined in *"MANAGING AND MODIFYING AN ACCOUNT— CHANGING THE BENEFICIARY — Member of the Family* below) of the immediately preceding Beneficiary. Special rules apply to UGMA/UTMA Accounts. If the new Beneficiary is not a Member of the Family of the immediately preceding Beneficiary, then the change is treated as a Non-Qualified Withdrawal subject to applicable federal and state income tax and the Additional 10% Federal Tax, followed by a new Contribution for the new Beneficiary with potential gift tax consequences.

There may be federal gift tax, estate tax, or GST tax consequences in connection with changing the Beneficiary of a 529 Plan account. Note that if the new Beneficiary belongs to a younger generation than the immediately preceding Beneficiary, the immediately preceding Beneficiary may be liable for gift or GST tax. For more information on gift and GST taxes, see *"FEDERAL AND STATE TAX TREATMENT — Federal Gift and Estate Taxes"* on page 43.

To change the Beneficiary on an Account, you or your Financial Advisor can obtain the appropriate form and, if the new Beneficiary does not have an existing Account, an Enrollment Application at www.most529advisor.com or by contacting the MOST 529 Advisor Plan at 1-800-617-5097. Complete and submit the forms based on the instructions provided. You may transfer all or a portion of your assets in an Account to an Account you hold for another Beneficiary who is a Member of the Family of the immediately preceding Beneficiary. As with changes of Beneficiary, such a transfer may have federal gift tax, estate tax, or GST tax consequences.

Member of the Family

For purposes of changing the Beneficiary, a "Member of the Family" of the Beneficiary is defined under Section 529 as:

- 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, half-brother or half-sister
- 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 a foster child of an individual is treated as the child of such individual by blood.

SUCCESSOR ACCOUNT OWNER

Naming a Successor Account Owner

You may designate a Successor Account Owner (to the extent permitted under applicable law) to succeed to all of your rights, title, and interest in an Account (including the right to change the Beneficiary) upon your death or incapacity. This designation can be made on the initial Enrollment Application. If you do not initially designate a Successor Account Owner but later decide to do so, or if you wish to revoke or change a designation, you must submit the appropriate form to the MOST 529 Advisor Plan. The designation will become effective for the Successor Account Owner once the paperwork has been received in good order and processed. Special rules apply to UGMA/UTMA Accounts. All requests to transfer ownership to a Successor Account Owner after your death or incapacity must be submitted by authorized persons in writing. Contact the MOST 529 Advisor Plan at 1-800-617-5097 for information needed to complete the change of ownership. Please note that a change in Account Owner during your lifetime may have adverse or uncertain tax consequences.

If upon your death or incapacity you have named a Successor Account Owner, whoever becomes the Successor Account Owner will have control over the Account, including the powers to change the Beneficiary and to direct withdrawals from the Account and use them for any purpose. If upon your death you have not named a Successor Account Owner on your Enrollment Application or other form submitted to the Plan, then your Account will be disposed of as an asset of your estate. You are encouraged to consult with your estate planning attorney about the disposition of your Account following your death or incapacity before naming a Successor Account Owner on your Enrollment Application or other form submitted to the Plan.

Transferring Control to a Successor Account Owner

If an Account Owner dies, the Plan will need the following documents before we can put the Account in a Successor Account Owner's name:

- Letter of instruction
- Certified copy of death certificate
- New Enrollment Application (if a Successor Account Owner is named and does not already have an Account for the same Beneficiary)

If no Successor Account Owner was originally identified during the Account opening process, the executor/executrix of the Account Owner's estate should submit the appropriate documents designating the Successor Account Owner. The Board and the Program Manager reserve the right to require additional documentation. Special rules apply to UGMA/UTMA Accounts.

PART III. MOST 529 ADVISOR PLAN AND PORTFOLIO RISKS AND OTHER CONSIDERATIONS

UNDERSTANDING PLAN RISKS

Investing in the MOST 529 Advisor Plan involves certain risks, including the possibility that you may lose money over short or even long periods. In addition to the investment risks of the Portfolios, described in *"MOST 529 ADVISOR PLAN AND PORTFOLIO RISKS AND OTHER CONSIDERATIONS — UNDERSTANDING PORTFOLIO STRATEGIES AND RISKS"* on page 26, there are certain risks relating to the MOST 529 Advisor Plan generally. These risks are described below.

No Guarantee of Principal or Earnings; Not Insured

The value of your Account may increase or decrease over time based on the performance of the Portfolio(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 MOST 529 Advisor Plan, nor any of its Associated Persons, makes any guarantee of, or has any legal obligations to ensure, a particular level of investment return. An investment in the MOST 529 Advisor Plan is not a bank deposit, and is not insured or guaranteed by the federal government, the FDIC, or any other government agency.

Limited Investment Direction

An Account Owner or contributor may not direct the underlying investments of a Portfolio. The ongoing money management is the responsibility of the Board, Upromise Investments, and the investment managers and their respective affiliates.

Limited Liquidity

Investments in a 529 Plan, such as the MOST 529 Advisor Plan, are considered less liquid than other types of investments (for example, investments in mutual fund shares) due to significant adverse tax consequences applicable to certain types of withdrawals from a 529 Plan account.

Potential Future Changes to the Plan

The Board reserves the right, in its sole discretion, to discontinue the MOST 529 Advisor Plan or to change any aspect of the Plan. For example, the Board may change the Plan's fees and charges; add or merge Portfolios; close a Portfolio to new investors; or change the Underlying Fund(s) or target asset allocations of a Portfolio. These changes may affect your existing Accounts. Upromise Investments may not necessarily continue as Program Manager, and may not necessarily continue to provide the Underlying Funds for the Plan indefinitely. Furthermore, the Board may terminate the MOST 529 Advisor Plan by giving written notice to the Account Owner, but investments in the Portfolios of the MOST 529 Advisor Plan may not be diverted from the exclusive benefit of the Account Owner and the Beneficiary.

From time to time, the Board may change the investment guidelines for the Plan or a Portfolio without prior notice. If required, the Program Manager will cause a Portfolio to divest itself of ownership of shares of one or more Underlying Funds or of its investments. During the transition from one underlying investment to another underlying investment, a Portfolio may be temporarily uninvested and lack market exposure to an asset class. During such transition period, a Portfolio may temporarily hold a basket of securities to the extent that the underlying investment from which it redeems chooses to satisfy the Portfolio's redemption out of such investment on an in kind basis. In such event, the Program Manager will seek to liquidate the securities received from the underlying investment as promptly as practicable so that the proceeds can be promptly invested in the replacement underlying investment. The transaction costs associated with such liquidation, as well as any market impact on the value of the securities being liquidated, will be borne by the Portfolio and the Accounts invested in such Portfolio.

An underlying investment from which a Portfolio redeems may impose redemption fees. In such event, the Portfolio, and Accounts invested in such Portfolio, will bear such redemption fees.

Change In Status of Federal and Missouri State Law and Regulations Governing the Plan

Federal and state law and regulations governing the administration of 529 Plans could change in the future. It is possible that Congress, the Treasury Department, the IRS, or federal or state courts may take action that will affect the tax treatment of 529 Plan contributions, earnings, withdrawals, or the availability of state tax deductions. In addition, federal and state laws on related matters, such as the funding of higher education expenses, treatment of financial aid, and tax rules, are subject to frequent change. It is unknown what effect these kinds of changes could have on an Account. You should also consider the potential impact of any other state laws on your Account. You should consult your tax advisor for more information.

No Indemnification

Neither the MOST 529 Advisor Plan, nor any of its Associated Persons, will indemnify any Account Owner or Beneficiary against losses or other claims arising from the official or unofficial acts, negligent or otherwise, of Board members or state employees.

Eligibility for Financial Aid

The MOST 529 Advisor Plan has not sought guidance from the U.S. Department of Education regarding the impact of the MOST 529 Advisor Plan on eligibility for financial aid. On April 27, 2006, the U.S. Department of Education issued Dear Colleague Letter GEN-06-05, which included guidance on the treatment of 529 Plans for purposes of federal financial aid determination after enactment of the Higher Education Act of 2005. The Department of Education has confirmed that assets in a 529 Plan are regarded as assets of the owner of the account. If the parent is the Account Owner of an Account, the Account assets will be treated as assets of the parents for purposes of determining the expected family contribution. If a dependent student is the Account Owner of an Account or the Beneficiary of an Account holding UGMA/UTMA assets, the Account assets will not be considered for purposes of determining the student's expected family contribution. You should confirm the state and institutional financial aid treatment of assets held in your Account with the particular state or institution.

For more information about financial aid, see *"FINANCIAL AID CONSIDERATIONS"* on page 46.

No Guarantee That Investments Will Cover Education-Related 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 up to the Maximum Contribution Limit for the Beneficiary. The future rate of increase in higher education expenses is uncertain and could exceed the rate of investment return earned by any or all of the Portfolios over any relevant period.

Education Savings and Investment Alternatives

In addition to the MOST 529 Advisor Plan, there are many other qualified tuition programs, including programs designed to provide prepaid tuition and certain other educational expenses, as well as other education savings and investment alternatives. These alternative programs may offer different investment vehicles, and may result in different tax and other consequences. They 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 MOST 529 Advisor Plan. You should consider alternative programs before establishing an Account in the MOST 529 Advisor Plan.

Medicaid and Other Federal and Missouri State Benefits

The effect of an Account on eligibility for Medicaid or other state and federal benefits is uncertain. It is possible that an Account in the MOST 529 Advisor Plan 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 benefits.

No Guarantee of Admittance

Participation in the MOST 529 Advisor Plan does not guarantee or otherwise provide a commitment that the Beneficiary will be admitted to, be allowed to continue to attend, or receive a degree from any Eligible Educational Institution. Participation in the MOST 529 Advisor Plan also does not guarantee that a Beneficiary will be treated as a resident of any state for tuition or any other purpose.

Underlying Mutual Fund Purchase Orders

An underlying mutual fund may have the discretion to refuse or cancel any purchase orders, including purchase orders of a Portfolio, at any time and for any reason. Neither the Program Trust, nor any Associated Persons, will be liable for any consequences related to an underlying mutual fund's refusal or cancellation of a purchase order.

Limitations on Changes in Investment Selection

In general, neither you nor any other contributor may direct the underlying investments of a Portfolio; however, once a Portfolio selection has been made at the time of enrollment, you may then reallocate assets within the MOST 529 Advisor Plan's investment options once per calendar year, and upon a permissible change in the Beneficiary of your Account. You may direct the allocation of future Contributions to any of the investment options in the Plan. The ongoing money management is the responsibility of the Board, Upromise Investments and the investment managers and their respective affiliates. The Board has control over the underlying investments of a Portfolio and reserves the right to change them at its discretion. Any Portfolio at any time may be merged, terminated, reorganized or cease accepting new Contributions. 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.

Multiple Investment Managers and Sub-advisers

The investment styles employed by the Plan's investment managers or sub-advisers may not be complementary. The interplay of the various strategies employed by the Plan's multiple investment managers or sub-advisers may result in your Account focusing on certain types of securities. This focus may be beneficial or detrimental to your Account's performance depending upon the performance of those securities and the overall economic environment. The mutual funds underlying the Portfolios may have different levels of turnover in the securities they hold, which may result in higher fund brokerage expenses and increased tax liability from the funds' realization of capital gains.

Portfolio Investment Risk

Accounts are subject to a variety of investment risks that will vary depending upon the selected Portfolio and the underlying investments of that Portfolio. Please note that the information provided below is only a summary of the main risks of each underlying investment; please consult each mutual fund's prospectus and statement of additional information ("**SAI**") for additional information about each underlying mutual fund. You can request a copy of the current prospectus, SAI, or the most recent semi-annual or annual report of any mutual fund by contacting each respective fund company directly. Information on the ETF Portfolios and the Scout International Anti-Terror Portfolio may be obtained by contacting the MOST 529 Advisor Plan at 1-800-617-5097.

UNDERSTANDING PORTFOLIO STRATEGIES AND RISKS

Each Portfolio has its own investment strategy and, as a result, its own risk and performance characteristics. In choosing the appropriate Portfolio(s) for an Account, you and your Financial Advisor will probably want to consider your investment objectives, risk tolerance, time horizon, and other factors you determine to be important.

A Portfolio's risk and potential return are functions of its relative weightings of stock, bond, and money market investments. In general, the greater a Portfolio's exposure to stock investments, the higher its risk (especially short-term volatility) and its potential for superior long-term performance. The more exposure a Portfolio has to bond and money market investments, generally the lower its risk and its potential long-term returns. There are also variations in risk/return levels within the stock and bond categories. For example, international stocks typically have higher risk levels than domestic stocks.

A selection of a Portfolio emphasizing stocks is generally considered appropriate when the investment goal is many years away. As the goal becomes closer, an investor's concern generally shifts from capital growth to capital preservation.

Risk Factors that May Affect Portfolio Performance

While these are the major risks associated with each of the Portfolios, in varying degrees, the list is not comprehensive and more information may be found in *PART X. THE INVESTMENT PORTFOLIOS* on page 49. The risks below are listed in alphabetical order and not by order of magnitude.

Active Trading Risk

Each Portfolio may trade actively. This could raise transaction costs, thus lowering return.

Call/Prepayment Risk

This is the risk that during periods of falling interest rates, issuers of callable bonds may call—or repay—securities with higher coupons or interest rates before their maturity dates. The Underlying Fund would lose potential price appreciation and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the Underlying Fund's income. For mortgage-backed securities, this risk is known as prepayment risk.

Company Risk

An Underlying Fund may invest in securities that often involve certain special circumstances that the manager believes offer the opportunity for capital appreciation. These investments may involve greater risks of loss than investments in securities of well-established companies with a history of consistent operating patterns. There is always a risk that the manager will not properly assess the potential for an issuer's future growth, or that an issuer will not realize that potential.

Convertible Securities Risk

Convertible securities are typically issued by smaller capitalized companies whose stock prices may be volatile. The price of a convertible security often reflects such variations in the price of the underlying common stock in a way that non-convertible debt does not.

Counterparty Risk

A financial institution or other counterparty with whom the fund does business, or that underwrites, distributes, or guarantees any investments that the Underlying Fund owns or is otherwise exposed to, may decline in financial health and become unable to honor its commitments. This could cause losses for the Underlying Fund, and thus the Portfolio, or could delay the return or delivery of collateral or other assets to the fund.

Credit Risk

Credit risk is the risk that an issuer of a bond owned by an Underlying Fund or funding agreement issued to an Underlying Fund will fail to pay principal or interest in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond or funding agreement to decline.

Currency Risk

Foreign (non-U.S.) securities may be issued and traded in foreign currencies. As a result, their values may be affected by changes in exchange rates between foreign currencies and the U.S. dollar, as well as between currencies of countries other than the U.S. For example, if the value of the U.S. dollar goes up compared to a foreign currency, an investment traded in that foreign currency will go down in value because it will be worth fewer U.S. dollars.

Debt Securities Risk

The financial markets in general are subject to volatility and may at times experience periods of extreme volatility and uncertainty, which may affect all investment securities, including equity securities, debt securities and derivative instruments. During such periods, debt securities of all credit qualities may become illiquid or difficult to sell at a desired time and at desired price. The markets for other securities in which an Underlying Fund may invest may not function properly, which may affect the value of such securities and such securities may become illiquid. New or proposed laws may have an impact on an Underlying Fund's investments and it is not possible to predict what effect, if any, such legislation may have on the Underlying Funds.

Defensive Strategies Risk

In response to market, economic, political or other conditions, certain Underlying Funds may temporarily use a different investment strategy for defensive purposes. If the Underlying Funds employ a temporary defensive strategy, its performance may be adversely affected and the fund may not achieve its investment objective.

Derivatives Risk

An Underlying Fund may use derivatives as a substitute for taking a position in an underlying security or other asset and/or as part of a strategy designed to reduce exposure to other risks. An Underlying Fund's use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments.

Emerging Market Exposure Risk

Underlying Funds that invest in emerging markets can involve risks in addition to and greater than those generally associated with investing in more developed foreign markets. Investments in Emerging Markets are often considered speculative. The extent of economic development; political stability; market depth, infrastructure, and capitalization; and regulatory oversight in emerging markets can be less than in more developed markets. Emerging market economies can be subject to greater social, economic, regulatory, and political uncertainties. All of these factors can make emerging market securities more volatile and potentially less liquid than securities issued in more developed markets. For example, the economies of such countries can be subject to rapid and unpredictable rates of inflation or deflation.

ETF Risk

The following factors can significantly affect an ETF's performance:

Asset Class Risk. Securities in an Underlying Index or in an ETF's portfolio may underperform in comparison to the general securities markets or other asset classes.

Call Risk. During periods of falling interest rates, an issuer of a callable bond may "call" or repay a security before its stated maturity, and an ETF may have to reinvest the proceeds at lower interest rates, resulting in a decline in the ETF's income.

Concentration Risk. To the extent that an ETF's investments are concentrated in a particular country, market, industry or asset class, the ETF may be susceptible to loss due to adverse occurrences affecting that country, market, industry, or asset class.

Credit Risk. An ETF is subject to the risk that debt issuers and other counterparties may not honor their obligations.

Currency Risk. Because an ETF's NAV is determined in U.S. dollars, the ETF's NAV could decline if the currency of the non-U.S. market in which the ETF invests depreciates against the U.S. dollar.

Custody Risk. Less developed markets are more likely to experience problems with the clearing and settling of trades.

Derivatives Risk. An ETF may invest in certain types of derivatives contracts, including futures, options and swaps, which can be more sensitive to changes in interest rates or to sudden fluctuations in market prices than conventional securities, which can result in greater losses to the ETF.

Emerging Markets Risk. An ETF's investments in emerging markets may be subject to a greater risk of loss than investments in developed markets.

Equity Securities Risk. Equity securities are subject to volatile changes in value and their values may be more volatile than other asset classes.

Geographic Risk. A natural disaster could occur in a geographic region in which an ETF invests.

Income Risk. An ETF's income may decline when interest rates fall. This decline can occur because an ETF must invest in lower-yielding bonds as bonds in its portfolio mature, bonds in the Underlying Index are substituted or the ETF otherwise needs to purchase additional bonds.

Interest Rate Risk. An increase in interest rates may cause the value of fixed-income securities held by an ETF to decline.

Issuer Risk. ETF performance depends on the performance of individual securities in which an ETF invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline.

Liquidity Risk. Liquidity risk exists when particular investments are difficult to purchase or sell. This can reduce an ETF's returns because the ETF may be unable to transact at advantageous times or prices.

Management Risk. As an ETF does not fully replicate the Underlying Index, it is subject to the risk that the manager's investment management strategy may not produce the intended results.

Market Risk. An ETF could lose money over short periods due to short-term market movements and over longer periods during market downturns.

Market Trading Risks. An ETF faces numerous market trading risks, including the potential lack of an active market for ETF shares, losses from trading in secondary markets, and disruption in the creation/redemption process of the ETF. ANY OF THESE FACTORS MAY LEAD TO AN ETF'S SHARES TRADING AT A PREMIUM OR DISCOUNT TO NAV.

Mid-Capitalization Companies Risk. An ETF may invest in securities of mid-capitalization companies. Compared to large-capitalization companies, mid-capitalization companies may be less stable and their securities may be more volatile and less liquid.

Mortgage-Backed Securities Risk. An ETF may invest in mortgage-backed securities, some of which may not be backed by the full faith and credit of the U.S. government. Mortgage-backed securities are subject to prepayment risk and extension risk. Because of these risks, mortgage-backed securities react differently to changes in interest rates than other bonds. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

Non-Diversification Risk. An ETF may invest a large percentage of its assets in securities issued by or representing a small number of issuers. As a result, the ETF's performance may depend on the performance of a small number of issuers.

Non-U.S. Issuers Risk. An ETF may invest in bonds of non-U.S. issuers, which carries different risks from investing in bonds issued by U.S. issuers. These include differences in accounting, auditing and financial reporting standards, the possibility of expropriation or confiscatory taxation, adverse changes in investment or exchange control regulations, political instability, regulatory and economic differences, and potential restrictions on the flow of international capital.

Non-U.S. Securities Risk. Investments in the securities of non-U.S. issuers are subject to the risks associated with investing in those non-U.S. markets, such as heightened risks of inflation or nationalization. You may lose money due to political, economic and geographic events affecting a non-U.S. issuer or market. An ETF is specifically exposed to Asian Economic Risk, European Economic Risk and U.S. Economic Risk.

Passive Investment Risk. An ETF is not actively managed and the manager does not attempt to take defensive positions in declining markets.

Privatization Risk. Some countries in which an ETF invests have begun a process of privatizing certain entities and industries; privatized entities may lose money or be re-nationalized.

Real Estate Investment Risks. One ETF invests in companies that invest in real estate ("**Real Estate Companies**"), such as REITs or real estate holding companies, which exposes investors to the risks of owning real estate directly as well as to risks that relate specifically to the way in which Real Estate Companies are organized and operated. Real estate is highly sensitive to general and local economic conditions and developments, and characterized by intense competition and periodic overbuilding.

Reliance on Trading Partners Risk. An ETF invests in economies that are heavily dependent upon trading with key partners. Any reduction in this trading may cause an adverse impact on the economies in which the ETF invests.

Securities Lending Risk. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. An ETF may lose money and there may be a delay in recovering the loaned securities. An ETF could also lose money if the value of the collateral provided for loaned securities or the value of investments made with cash collateral falls. These events could also trigger adverse tax consequences for an ETF.

Security Risk. Some geographic areas in which the ETFs invest have experienced defense concerns. These situations may cause uncertainty in these markets and may adversely affect their economies.

Small-Capitalization Companies Risk. An ETF may invest in securities of small-capitalization companies. Compared to mid- and large-capitalization companies, small-capitalization companies may be less stable and their securities may be more volatile and less liquid.

Structural Risk. The economies in which the ETFs invest may be subject to considerable degrees of economic, political and social instability.

Tracking Error Risk. The performance of an ETF may diverge from that of its Underlying Index.

Valuation Risk. The value of the securities in an ETF's portfolio may change on days when shareholders will not be able to purchase or sell the ETF's shares.

Federal and State Tax Law Change Risk

Federal and state tax laws and regulations applicable to Section 529 college savings plans, such as MOST Advisor 529 Plan, may be modified or repealed in the future, which could potentially diminish or eliminate the tax advantages available to Account Owners.

Financial Services Exposure Risk

Financial services companies are highly dependent on the supply of short-term financing. The value of securities of issuers in the financial services sector can be sensitive to changes in government regulation and interest rates and to economic downturns in the United States and abroad.

Foreign Securities Risk

Underlying Funds that invest in foreign securities are subject to country risk, which is the chance that domestic events, such as political upheaval, financial troubles, or natural disasters, will weaken a country's securities markets. They are also subject to currency risk, which is the chance that the value of a foreign investment, measured in U.S. dollars, will decrease because of unfavorable changes in currency exchange rates. Finally, investments in foreign stock markets can be riskier than U.S. stock investments. The prices of foreign stocks and the prices of U.S. stocks have, at times, moved in opposite directions.

Fund-of-Fund Investment Risk

An Underlying Fund may be an investment option for other mutual funds managed by the same Investment Manager as a "fund-of-funds." As a result, from time to time, an Underlying Fund may experience relatively large redemptions or investments due to rebalancings of a fund-of-fund's portfolio. In the event of such redemptions or investments, an Underlying Fund could be required to sell securities or to invest cash at a time when it is not advantageous to do so. The manager may take such actions as it deems appropriate to minimize any adverse impact, considering the potential benefits of such investments to the Underlying Fund and consistent with its obligations to the Underlying Fund.

Geographic Concentration Risk

This is the risk that there will be overall problems affecting a particular geographic area in which an Underlying Fund invests more than 25% of its assets. Political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries.

"Growth" Investing Risk

"Growth" stocks can react differently to issuer, political, market, and economic developments than the market as a whole and other types of stocks. "Growth" stocks tend to be more expensive relative to their earnings or assets compared to other types of stocks. As a result, "growth" stocks tend to be sensitive to changes in their earnings and more volatile than other types of stocks.

High Yield Risk

Underlying Funds that invest in high yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") may be subject to greater levels of credit and liquidity risk than funds that do not invest in such securities. These securities are considered predominately speculative with respect to the issuer's continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce the Underlying Fund's ability to sell these securities (liquidity risk). If the issuer of a security is in default with respect to interest or principal payments, the Underlying Fund may lose its entire investment.

Income Risk

This is the risk that falling interest rates will cause an Underlying Fund's income to decline. Income risk is generally high for short-term bond funds and low for long-term bond funds.

Index/Benchmark Correlation Risk

An Underlying Fund's performance will be tied to the performance of its targeted index or benchmark. If the Underlying Fund's targeted index or benchmark goes down, it is likely that the Underlying Fund's performance will go down.

Index Sampling Risk

This is the risk that the securities selected for an Underlying Fund using the sampling method of indexing will not provide investment performance matching that of the target index.

Industry/Sector Concentration Risk

This is the risk that there will be overall problems affecting a particular industry or sector in which an Underlying Fund invests more than 25% of its assets.

Interest Rate Risk

This is the risk that bond prices overall will decline because of rising interest rates. Interest rate risk should be high for long-term bond funds and low for short-term bond funds.

Investment Strategy Risk

If an Investment Manager's or sub-adviser's strategy does not perform as expected, the Underlying Fund could underperform its peers or lose money.

Investment Style Risk

This is the chance that returns from the types of stocks in which an Underlying Fund invests will trail returns from the overall stock market or will be more volatile than the overall stock market. Specific types of stocks (for instance, value or growth stocks, small-or large-capitalization stocks) tend to go through cycles of doing better—or worse—than the stock market in general. These periods have, in the past, lasted for as long as several years.

Issuer Risk

Changes in an issuer's business prospects or financial condition, including those resulting from concerns over accounting or corporate governance practices, could significantly affect a Portfolio's performance if the Portfolio has sufficient exposure to those securities.

Large-Cap Stock Risk

Large-capitalization stocks as a group could fall out of favor with the market, causing an Underlying Fund to underperform funds that focus on other types of stocks.

Leveraging Risk

Certain transactions may give rise to a form of leverage. Such transactions may include, among others, reverse repurchase agreements, loans of securities, and the use of when-issued, delayed delivery or forward commitment transactions. The use of derivatives may also create leveraging risk. To mitigate leveraging risk, an Investment Manager will segregate or "earmark" liquid assets or otherwise cover the transactions that may give rise to such risk. An Underlying Fund also may be exposed to leveraging risk by borrowing money for investment purposes. Leveraging may cause an Underlying Fund to liquidate positions to satisfy its obligations or to meet segregation requirements when it may not be advantageous to do so. Leveraging, including borrowing, may cause an Underlying Fund to be more volatile than if the fund had not been leveraged. This is because leveraging tends to exaggerate the effect of any increase or decrease in the value of the Underlying Fund's securities.

Liquidity Risk

Liquidity risk exists when particular investments are difficult to purchase or sell. An Underlying Fund's investments in illiquid securities may reduce the returns of the fund because it may be unable to sell the illiquid securities at an advantageous time or price. Additionally, the market for certain investments may become illiquid under adverse market or economic conditions independent of any specific adverse changes in the conditions of a particular issuer. In such cases, the Underlying Fund, due to limitations on investments in illiquid securities and the difficulty in purchasing and selling such securities or instruments, may be unable to achieve its desired level of exposure to a certain sector.

Management/Selection Risk

This is the risk that poor security selection will cause an Underlying Fund to underperform relevant benchmarks or other funds with a similar investment objective.

Market Risk

The value of an Underlying Fund's shares depends on the value of the stocks and other securities it owns. The value of the individual securities an Underlying Fund owns will go up and down depending on the performance of the companies that issued them, general market and economic conditions, and investor confidence.

Money Market Funds Risk

A money market fund's yield will change daily based on changes in interest rates and other market conditions. Although a money market fund is managed to maintain a stable $1.00 share price, there is no guarantee that the fund will be able to do so. For example, a major increase in interest rates or a decrease in the credit quality of the issuer of one of the fund's investments could cause the fund's share price to decrease. It is important to note that neither the fund's share price nor its yield is guaranteed by the U.S. government.

Mortgage-Related and Other Asset-Backed Securities Risk

Mortgage-related and other asset-backed securities are subject to certain additional risks. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, if an Underlying Fund holds mortgage-related securities, it may exhibit additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of the Underlying Fund because the Underlying Fund may have to reinvest that money at the lower prevailing interest rates. An Underlying Fund's investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

Non-Diversification Risk

This is the risk that underlying fund performance may be hurt disproportionately by the poor performance of relatively few securities.

Other Investment Company Risks

The risks of owning another investment company are generally similar to the risks of investing directly in the securities in which it invests. However, an investment company may not achieve its investment objective or execute its investment strategy effectively, which may adversely affect an Underlying Fund's performance. In addition, because closed-end funds and ETFs trade on a secondary market, their shares may trade at a premium or discount to the actual net asset value of its portfolio securities and their potential lack of liquidity could result in greater volatility.

Quantitative Investing Risk

The value of securities selected using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as a whole or securities selected using only fundamental analysis. The factors used in quantitative analysis and the weight placed on those factors may not be predictive of a security's value. In addition, factors that affect a security's value can change over time and these changes may not be reflected in the quantitative model.

REIT Investing Risk

Investing in REITs makes an Underlying Fund more susceptible to risks associated with the ownership of real estate and with the real estate industry in general. In addition, REITs depend upon specialized management skills, may not be diversified, may have less trading volume, and may be subject to more abrupt or erratic price movements than the overall securities markets. REITs must comply with certain requirements of the federal income tax law to maintain their federal income tax status. Investments in REITs may involve duplication of management fees and certain other expenses.

Securities Lending Risk

Some of the Underlying Funds are permitted to loan portfolio securities. As with other extensions of credit, there are risks of delay in recovery or even loss of rights in collateral in the event of default or insolvency of the borrower. To the extent the fund invests the collateral, the collateral may be borrower. To the extent the fund invests the collateral, the collateral may be subject to investment risk.

Short Sale Risk
An Underlying Fund's short sales, if any, are subject to special risks. A short sale involves the sale by the Underlying Fund of a security that it does not own with the hope of purchasing the same security at a later date at a lower price. An Underlying Fund may also enter into a short position through a forward commitment or a short derivative position through a futures contract or swap agreement. If the price of the security or derivative has increased during this time, then the Underlying Fund will incur a loss equal to the increase in price from the time that the short sale was entered into plus any premiums and interest paid to the third party. Therefore, short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment. Also, there is the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the Underlying Fund.

"Small- and Mid-Cap" Investing Risk
Small-cap and mid-cap companies generally have more limited product lines, markets and financial resources than large-cap companies. The "cap" in small-cap, mid-cap, and large-cap refers to the market capitalization of the company (i.e., its stock price multiplied by the number of its outstanding shares). The stock prices of small-cap and mid-cap companies may be more volatile than those of large-cap companies and may decline more in value in response to issuer, political, market, and economic developments than those of large-cap companies and than the market as a whole.

Stock Market Risk
This is the risk that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Valuation Risk
Many factors may influence the price at which an Underlying Fund can sell any particular investment. The sales price may well differ — higher or lower — from the Underlying Fund's last valuation, and such differences could be significant, particularly for illiquid securities and securities that trade in relatively thin markets and/or markets that experience extreme volatility. If market conditions make it difficult to value some investments, an Underlying Fund may value these investments using more subjective methods, such as fair value methodologies. If a Portfolio purchases or redeems fund shares on days when the Underlying Fund is holding fair-valued securities, the Portfolio may receive a greater or lesser number of shares, or greater or lower redemption proceeds, than it would have received if the Underlying Fund had not fair-valued the security or had used a different valuation methodology. The value of foreign securities, certain fixed income securities and currencies may be materially affected by events after the close of the market on which they are valued, but before an Underlying Fund determines its net asset value.

"Value" Investing Risk
"Value" stocks can react differently to issuer, political, market, and economic developments than the market as a whole and other types of stocks. "Value" stocks tend to be inexpensive relative to their earnings or assets compared to other types of stocks; however, "value" stocks can continue to be inexpensive for long periods of time and may not ever realize their full value.

PART IV. ACCOUNT AND PORTFOLIO FEES AND EXPENSES

The Board, in its sole discretion, will establish, and may change at any time, the fees and expenses it deems appropriate for the MOST 529 Advisor Plan. In the future, the Plan's fees and expenses could be higher or lower than those discussed in this Plan Description.

Account Owners will bear the cost of fees and expenses at the Plan level and also bear the cost of investing in the Underlying Funds, which vary over time. At the Plan level, an Account will be subject to certain fees that are charged daily against the assets of each Portfolio, an annual Account Maintenance Fee, certain transaction fees and, depending on the class of Portfolio Units selected, any applicable sales charges. Financial Advisors through which you invest in the MOST 529 Advisor Plan may charge you fees in addition to the fees described in this section. Any such additional fee is a matter between you and your Financial Advisor and is not the responsibility of the Plan or any of its Associated Persons.

ADVISOR PLAN-LEVEL EXPENSES

Annual Account Maintenance Fee

There is an Annual Account Maintenance Fee of $25 per Account. The $25 fee is assessed by Upromise Investments during the month of the 12 month anniversary date of the Account opening. If you opened an Account prior to the conversion date in June, 2006, your anniversary date is the conversion date. The $25 Annual Account Maintenance Fee is waived and not imposed for any year in which the combined account balance for the same Account Owner and Beneficiary is equal to or exceeds $25,000.

If you make a complete withdrawal from your Account prior to the anniversary date in a given year, a pro-rated Annual Account Maintenance Fee may be charged against the amount of the withdrawal.

Asset–Based Fees and Sales Charges

Underlying Fund Expenses and Additional Fees
Each Portfolio invests in the class of shares of its Underlying Funds indicated in the chart below. The Board reserves the right to change the MOST 529 Advisor Plan fees at any time without notice.

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, which may vary from year to year.

Unlike the other Portfolios available in the MOST 529 Advisor Plan which invest in a single underlying mutual fund, Aggressive ETF Portfolio, Moderate ETF Portfolio, and Conservative ETF Portfolio each invest directly in ETFs and other securities and will bear the pro-rata portion of the operating expenses of the ETFs and other investment companies in which they invest. The Scout International Anti-Terror Portfolio invests in a diversified portfolio of mostly foreign securities. For providing services to these Portfolios, Upromise Investment Advisors has agreed to pay each of BlackRock Fund Advisors and Scout Investments, Inc., a subadvisory fee. These subadvisory fees are paid to Blackrock Fund Advisors and Scout Investments, Inc. directly from the respective Portfolios. See the *Class A Units Plan Fee and Expense Information* on page 35 and the *Class C Units Plan Fee and Expense Information* on page 37.

UNDERLYING FUNDS

PORTFOLIO*	UNDERLYING FUND	CLASS OF SHARES
Aggressive ETF Portfolio	iShares Barclays Aggregate Bond Fund iShares Barclays TIPS Bond Fund iShares Cohen & Steers Realty Majors Index Fund iShares MSCI EAFE Index Fund iShares MSCI Emerging Markets Index Fund iShares Russell 1000 Index Fund iShares Russell 2000 Index Fund	N/A
Moderate ETF Portfolio	iShares Barclays Aggregate Bond Fund iShares Barclays TIPS Bond Fund iShares Cohen & Steers Realty Majors Index Fund iShares MSCI EAFE Index Fund iShares MSCI Emerging Markets Index Fund iShares Russell 1000 Index Fund iShares Russell 2000 Index Fund	N/A
Conservative ETF Portfolio	iShares Barclays Aggregate Bond Fund iShares Barclays TIPS Bond Fund iShares MSCI EAFE Index Fund iShares MSCI Emerging Markets Index Fund iShares Russell 1000 Index Fund iShares Russell 2000 Index Fund	N/A
American Century Government Bond Portfolio	American Century Government Bond Fund	Investor Class
American Century Inflation-Adjusted Bond Portfolio	American Century Inflation-Adjusted Bond Fund	Institutional Class
American Funds American Mutual Portfolio	American Funds American Mutual Fund	Class F-1
Columbia Mid Cap Index Portfolio	Columbia Mid Cap Index Fund	Class Z
Columbia Small Cap Index Portfolio	Columbia Small Cap Index Fund	Class Z
DWS Capital Growth Portfolio	DWS Capital Growth Fund	Institutional
DWS Dreman Small Cap Value Portfolio	DWS Dreman Small Cap Value Fund	Institutional
DWS Equity 500 Index Portfolio	DWS Equity 500 Index Fund	Institutional
DWS Large Cap Value Portfolio	DWS Large Cap Value Fund	Institutional
DWS Money Market Portfolio	DWS Money Market Prime Series	DWS Money Market Fund
Invesco Van Kampen Equity and Income Portfolio	Invesco Van Kampen Equity and Income Fund	Class Y
PIMCO Total Return Portfolio	PIMCO Total Return Fund	Class D
Scout International Anti-Terror Portfolio	Separate Account	N/A
T. Rowe Price International Growth & Income Portfolio	T. Rowe Price International Growth & Income Fund	N/A
Templeton Growth Portfolio	Templeton Growth Fund	Class A

* The ETF Portfolios and the Scout International Anti-Terror Portfolio have their assets managed in a separate account by BlackRock Fund Advisors and Scout Investments, Inc., respectively, for the benefit of the Program Trust.

Program Management Fee

Class A and C Units of each Portfolio also bear a program management fee of 0.30% of Portfolio assets attributable to the relevant class, which is payable to the Program Manager for the performance of certain Program Trust administration and management services, including overall program, management, and compliance services, processing purchases, redemptions, and exchanges, dividend reinvestments, consolidated statements, tax reporting, and other recordkeeping services. This fee is accrued daily and is factored into the Portfolio's NAV. See the *Class A Units Plan Fee and Expense Information* on page 35 and the *Class C Units Plan Fee and Expense Information* on page 37.

Distribution and Marketing Fee

Class A and C Units of each Portfolio (other than the Templeton Growth Portfolio) are subject to an ongoing annual distribution and marketing fee of 0.25% and 1.00% respectively, per annum of Portfolio assets attributable to such Unit class. Class A and C Units of the Templeton Growth Portfolio are subject to an ongoing annual distribution and marketing fee of 0.00% and 0.75% respectively, per annum of Portfolio assets attributable to such Unit class. This fee is accrued daily, is factored into the Portfolio's NAV and is paid monthly to the Program Manager. The Program Manager may pay some portion or all of the amount received to DWS Investments, and DWS Investments may pay some portion or all of the amount paid to it to others, such as your Financial Advisor, that provide distribution, marketing and related services. See the *Class A Units Plan Fee and Expense Information* on page 35 and the *Class C Units Plan Fee and Expense Information* on page 37.

Missouri Administration Fee

The Board does not receive an administration fee for acting as administrator of the MOST 529 Advisor Plan.

Class of Units

Subject to certain eligibility criteria, Account Owners may select from among two (2) classes of Portfolio Units for each Contribution (Class A and Class C), each of which is subject to a different fee structure.

Sales Charges

Account Owners investing in Class A Units will pay an initial sales charge of up to 5.50% of the amount invested in Units of equity Portfolios (greater than 50% equity exposure) and 3.75% of the amount invested in Units of fixed income Portfolios (greater than 50% fixed income exposure). For Class A Units, the amount of your Contribution will be reduced by the amount of the initial sales charge before the net amount of your Contribution is invested in the Portfolio(s) that you select. In certain limited circumstances, sales charges may not apply, as described under *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES — ADVISOR PLAN-LEVEL EXPENSES — Class A Units-Sales Charge Waivers"* on page 34 All or a substantial portion of these sales charges will be paid to the Financial Advisor through which Account Owners invest in the MOST 529 Advisor Plan. For more information on sales charges, see *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES — ADVISOR PLAN-LEVEL EXPENSES — Class A Units-Breakpoints"* on page 34 and see the *Class A Units Plan Fee and Expense Information* on page 35 and the *Class C Units Plan Fee and Expense Information* on page 37.

Additional Compensation to the Program Manager and/or Distribution Agent

The Program Manager and/or the Distribution Agent may also receive compensation from investment managers, the Underlying Funds and/or their respective distributors or transfer agents, and the Portfolios for a variety of distribution, dealer, and financial advisor sales support and other related administrative services with respect to the MOST 529 Advisor Plan. These services include, for example, processing purchases, redemptions, and exchanges, dividend reinvestments, consolidated statements, tax reporting, and other recordkeeping services. The Program Manager and/or the Distribution Agent may also provide a variety of distribution and marketing services as well as other support to investment managers. These services include but are not limited to, support personnel for Financial Advisors with knowledge of the Underlying Funds; review and implementation of features of the Underlying Funds; strategic planning support to assist investment managers; sales related reports and other information. In consideration for these services, the Distribution Agent may receive compensation from investment managers, the Underlying Funds and/or their respective distributors or transfer agents up to 0.40% of the average annual amount invested in the Underlying Funds.

Class A Units

The amount of the initial sales charge varies based on the amount of the Contribution and the type of Portfolio (equity vs. fixed income) selected.

Class A Units-Breakpoints

The front-end sales charge will be reduced for purchases of Class A Units according to the sales charge schedule below.

PURCHASE AMOUNT	EQUITY PORTFOLIOS (greater than 50% equity exposure)		FIXED INCOME PORTFOLIOS (greater than 50% fixed income exposure)	
	AS A % OF PUBLIC OFFERING PRICE	DEALER COMMISSION* AS A % OF PUBLIC OFFERING PRICE	AS A % OF PUBLIC OFFERING PRICE	DEALER COMMISSION* AS A % OF PUBLIC OFFERING PRICE
UP TO $24,999	5.50%	4.75%	3.75%	3.00%
$25,000–$49,999	4.50%	3.75%	3.75%	3.00%
$50,000–$99,999	3.50%	3.00%	3.25%	2.75%
$100,000–$349,999	2.50%	2.00%	2.25%	1.75%
$350,000–$749,999	2.00%	1.75%	1.75%	1.50%
$750,000 OR MORE	0.00%	1.00%**	0.00%	1.00%**

* In addition to the Dealer Commission specified in the chart, DWS Investments may make additional payments out of the initial sales charge collected to selected Financial Advisors for certain promotional and distribution activities.

** DWS Investments will pay, from its own resources, a Dealer Commission to the Financial Advisor on aggregate Contributions of $750,000 or more.

To qualify for Class A sales charge waiver or reduction, you must notify your Financial Advisor and Upromise Investments in advance of your purchase. You may have to provide information or records such as account statements. If you do not notify your Financial Advisor and Upromise Investments in advance of your purchase, you may not receive the benefit of a reduced sales charge that might otherwise be available to you.

Class A Rights of Accumulation

If you are an existing Account Owner or a new Account Owner, you may be able to receive a Class A Units initial sales charge reduction through Rights of Accumulation ("**ROA**"). ROA applies to Account Owners who make a series of additional Contributions to any Portfolio. If the combined net asset value of holdings in all classes held by you or an immediate family member reaches a breakpoint discount level, your next purchase of Class A Units will receive the lower sales charge. You and your immediate family member must indicate your eligibility for ROA on your Enrollment Application. For purposes of ROA, a member of your immediate family includes spouse, parent, legal guardian, child, sibling, stepchild, and father or mother-in-law. The current value of your holdings is determined at the NAV of each Portfolio at the close of business on the day prior to your purchase of Class A Units. The current value of your holdings will be added to your purchase of Class A Units for the purpose of qualifying for ROA. Your accumulated holdings will be calculated as the higher of (i) the current value of your existing holdings or (ii) the amount you contributed less any withdrawals.

For your purchases and holdings to be aggregated for the purposes of qualifying for the ROA program, they must be made through one intermediary.

Sales Charge Waivers

The initial sales charges will not apply to the purchase of Class A Units under the following situations:

1. Purchases by any employee of a firm, and any member of the immediate family of such person*, if such firm has in effect a selling agreement for the MOST 529 Advisor Plan with DWS Investments.
2. Purchases by any employee of an Underlying Fund company, and any member of the immediate family of such person.*
3. Purchases by any employee of the Program Manager and its affiliates.
4. Purchases by any employee of DWS Investments and its affiliates.
5. Investments made through accounts that are part of certain qualified fee-based programs of Financial Advisors. However, you should be aware that there could be transaction, service, administrative or other fees charged directly by your Financial Advisor with respect to an account which is a matter between you and your Financial Advisor and is not a feature of the MOST 529 Advisor Plan.
6. Purchases by certain employer-sponsored investment plans.
7. Purchases by Class S shareholders of DWS Investments' registered mutual fund held directly with DWS Investments.

* For purposes of the sales charge waivers, a member of your immediate family includes spouse, parent, legal guardian, child, sibling, stepchild, and father- or mother-in-law.

Class C Units

Class C shares are sold without an initial sales charge. The full amount of each Contribution is invested in the Account.

Contingent Deferred Sales Charge ("CDSC")

Account Owners investing in Class C Units and Account Owners investing $750,000 or more in Class A Units may pay a CDSC of 1% if they withdraw a Contribution within one year of making the Contribution. A CDSC will be waived in the event of withdrawals that (i) are for any amount attributable to investment gains or (ii) are made as a result of death or disability of either the Account Owner or the Beneficiary. The CDSC is calculated using the lower of cost or market value of Units redeemed.

Reinstatement Privilege

If you have sold all or part of your Class A Units and Class C Units, you may reinvest an amount equal to all or a portion of the redemption proceeds in the same Class of Units of the Portfolio or another Portfolio, at the NAV next determined after receipt in proper form of your investment order, provided that such reinvestment is made within 60 days of redemption. Under these circumstances, the dollar amount of the initial sales charge or CDSC you paid, if any, on Units will be reimbursed to you by reinvesting that amount in the same Class of Units as applicable. This privilege may be exercised by an Account Owner only once per Portfolio and certain restrictions may apply.

For purposes of the CDSC schedule, the holding period will continue as if the Class A or Class C Units had not been redeemed.

CLASS A UNITS PLAN FEE AND EXPENSE INFORMATION AS OF MARCH 31, 2011[3]

CLASS A UNITS	In addition to a $25 Annual Account Maintenance Fee[1], Portfolios bear the following Annual Asset-Based Fees[2]				Additional Investor Expenses
	Estimated Underlying Fund Expenses and Additional Fees[3]	Program Management Fee[4]	Distribution and Marketing Fee[10,11,12]	Total Annual Asset-Based Fees[5, 6]	Maximum Initial Sales Charge[7]
Aggressive ETF Portfolio	0.30%[8]	0.30%	0.25%	0.85%	5.50%
Moderate ETF Portfolio	0.29%[8]	0.30%	0.25%	0.84%	5.50%
Conservative ETF Portfolio	0.29%[8]	0.30%	0.25%	0.84%	3.75%
American Century Government Bond Portfolio	0.48%	0.30%	0.25%	1.03%	3.75%
American Century Inflation-Adjusted Bond Portfolio	0.28%	0.30%	0.25%	0.83%	3.75%
American Funds American Mutual Portfolio	0.67%	0.30%	0.25%	1.22%	5.50%
Columbia Mid Cap Index Portfolio	0.25%[†]	0.30%	0.25%	0.80%	5.50%
Columbia Small Cap Index Portfolio	0.20%[†]	0.30%	0.25%	0.75%	5.50%
DWS Capital Growth Portfolio	0.72%	0.30%	0.25%	1.27%	5.50%
DWS Dreman Small Cap Value Portfolio	0.88%	0.30%	0.25%	1.43%	5.50%
DWS Equity 500 Index Portfolio	0.23%	0.30%	0.25%	0.78%	5.50%
DWS Large Cap Value Portfolio	0.67%	0.30%	0.25%	1.22%	5.50%
DWS Money Market Portfolio	0.45%	0.30%	0.25%	1.00%	3.75%
Invesco Van Kampen Equity and Income Portfolio	0.53%	0.30%	0.25%	1.08%	5.50%
PIMCO Total Return Portfolio	0.76%	0.30%	0.25%	1.31%	3.75%
Scout International Anti-Terror Portfolio	0.90%[9]	0.30%	0.25%	1.45%	5.50%
T. Rowe Price International Growth & Income Portfolio	0.89%	0.30%	0.25%	1.44%	5.50%
Templeton Growth Portfolio	1.10%	0.30%	0.00%[10]	1.40%	5.50%

[1] This fee shall be waived for Account Owners with balances over $25,000. The Program Manager reserves the right to waive this fee under other circumstances in the future.

[2] Expressed as an annual percentage of the average daily net assets of each Portfolio.

[3] The total expense ratio for each Underlying Fund before any reimbursement, based on the expenses for each Underlying Fund's most recently reported fiscal year end and calculated as a percentage of each Underlying Fund's average net assets. The "Estimated Underlying Fund Expenses" include the Underlying Fund's management fee, any distribution or service fees, and other expenses. Subadvisory fee for Scout and BlackRock Fund Advisors is paid to the Program Manager, which pays these fees to Scout and BlackRock Fund Advisors, respectively.

[4] The Program Management Fee for a Portfolio may be voluntarily reduced at any time on a temporary or permanent basis by the Program Manager. The Program Management Fee does not reflect those amounts that are paid to the Program Manger that the Program Manager pays for subadvisory services; those amounts, if any, are reflected in the column entitled "Estimated Underlying Fund Expenses and Additional Fees."

[5] The Board does not receive an administration fee for acting as administrator of the MOST 529 Advisor Plan.

[6] The Total Annual Asset-Based Fees are the sum of the Estimated Underlying Fund Expenses and Additional Fees, the Program Management Fee, and the Distribution and Marketing Fee. Total Annual Asset-Based Fees are the estimated total fees assessed against Accounts over the course of a year and do not include sales charges or the Annual Account Maintenance Fee. Please see the Investment Cost Chart for the assumed investment cost of these fees over 1-, 3-, 5-, and 10-year periods.

[7] Payable at the time of purchase of the Class A Unit of all Portfolios. The initial sales charge may be waived or reduced for certain Account Owners. A maximum contingent deferred sales charge of 1.00% may be charged, and partially waived in limited circumstances, for Contributions not subject to an Initial Sales Charge that are withdrawn, transferred or rolled over from an Account within one year of the Contribution. See *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES — ADVISOR PLAN-LEVEL EXPENSES — Class A Units"* on page 34 and *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES — ADVISOR PLAN-LEVEL EXPENSES — Contingent Deferred Sales Charge"* on page 34.

[8] The Aggressive ETF Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of: (i) 0.05% paid to the Program Manager, which pays 0.05% to BlackRock Fund Advisors for BlackRock Fund Advisors' subadvisory services and (ii) 0.25%, which includes the Underlying Funds' management fee, any distribution or service fees, trading and other expenses as of March 31, 2011. The Moderate ETF Portfolio and the Conservative ETF Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of: (i) 0.05% paid to the Program Manager, which pays 0.05% to BlackRock Fund Advisors for BlackRock Fund Advisors' subadvisory services and (ii) 0.24%, which includes the Underlying Funds' management fee, any distribution or service fees, trading and other expenses as of March 31, 2011.

[9] The Scout International Anti-Terror Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of 90% paid to the Program Manager, which pays 0.90% to Scout for Scout's subadvisory services.

[10] Dealers will be compensated by the Program Manager as detailed in "Dealer Compensation Class A Units" on page 41.

[11] The Distribution and Marketing Fee, if any, for a Portfolio, may be voluntarily reduced or waived at any time on a temporary or permanent basis by the Program Manager. If waived, the Program Manager may reinstate the Distribution and Marketing Fee at any time without prior notice.

[12] The Distribution and Marketing Fee for Class A Units of the DWS Money Market Portfolio has been voluntarily waived by DWS Investments and may be reinstated at any time without prior notice.

[†] The manager for this Portfolio's Underlying Fund has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and services 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 (i) for the Columbia Mid Cap Index Fund exceed 0.20% of the Fund's average daily net assets on an annualized basis, or (2) for the Columbia Small Cap Index Fund exceed 0.20% of the Fund's average daily net assets on an annualized basis. The Adviser, in its discretion, may revise or discontinue this arrangement at any time.

CLASS C UNITS PLAN FEE AND EXPENSE INFORMATION AS OF MARCH 31, 2011[3]

CLASS C UNITS	In addition to a $25 Annual Account Maintenance Fee,[1] Portfolios bear the following Annual Asset-Based Fees[2]				Additional Investor Expenses
	Estimated Underlying Fund Expenses and Additional Fees[3]	Program Management Fee[4]	Distribution and Marketing Fee[10,11,12]	Total Annual Asset-Based Fees[5, 6]	Maximum Deferred Sales Charge[7]
Aggressive ETF Portfolio	0.30%[8]	0.30%	1.00%	1.60%	1.00%
Moderate ETF Portfolio	0.29%[8]	0.30%	1.00%	1.59%	1.00%
Conservative ETF Portfolio	0.29%[8]	0.30%	1.00%	1.59%	1.00%
American Century Government Bond Portfolio	0.48%	0.30%	1.00%	1.78%	1.00%
American Century Inflation-Adjusted Bond Portfolio	0.28%	0.30%	1.00%	1.58%	1.00%
American Funds American Mutual Portfolio	0.67%	0.30%	1.00%	1.97%	1.00%
Columbia Mid Cap Index Portfolio	0.25%†	0.30%	1.00%	1.55%	1.00%
Columbia Small Cap Index Portfolio	0.20%†	0.30%	1.00%	1.50%	1.00%
DWS Capital Growth Portfolio	0.72%	0.30%	1.00%	2.02%	1.00%
DWS Dreman Small Cap Value Portfolio	0.88%	0.30%	1.00%	2.18%	1.00%
DWS Equity 500 Index Portfolio	0.23%	0.30%	1.00%	1.53%	1.00%
DWS Large Cap Value Portfolio	0.67%	0.30%	1.00%	1.97%	1.00%
DWS Money Market Portfolio	0.45%	0.30%	1.00%	1.75%	1.00%
Invesco Van Kampen Equity and Income Portfolio	0.53%	0.30%	1.00%	1.83%	1.00%
PIMCO Total Return Portfolio	0.76%	0.30%	1.00%	2.06%	1.00%
Scout International Anti-Terror Portfolio	0.90%[9]	0.30%	1.00%	2.20%	1.00%
T. Rowe Price International Growth & Income Portfolio	0.89%	0.30%	1.00%	2.19%	1.00%
Templeton Growth Portfolio	1.10%	0.30%	0.75%[10]	2.15%	1.00%

[1] This fee shall be waived for Account Owners with balances over $25,000. The Program Manager reserves the right to waive this fee under other circumstances in the future.

[2] Expressed as an annual percentage of the average daily net assets of each Portfolio.

[3] The total expense ratio for each Underlying Fund before any reimbursement, based on the expenses for each Underlying Fund most recently reported fiscal year end and calculated as a percentage of each Underlying Fund's average net assets. The "Estimated Underlying Fund Expenses" include the Underlying Fund's management fee, any distribution or service fees, and other expenses as of March 31, 2011. Subadvisory fee for Scout and BlackRock Fund Advisors is paid to the Program Manager, which pays these fees to Scout and BlackRock Fund Advisors, respectively.

[4] The Program Management Fee for a Portfolio may be voluntarily reduced at any time on a temporary or permanent basis by the Program Manager. The Program Management Fee does not reflect those amounts that are paid to the Program Manger that the Program Manager pays for subadvisory services; those amounts, if any, are reflected in the column entitled "Estimated Underlying Fund Expenses and Additional Fees."

[5] The Board does not receive an administration fee for acting as administrator of the MOST 529 Advisor Plan.

[6] The Total Annual Asset-Based Fees are the sum of the Estimated Underlying Fund Expenses and Additional Fees, the Program Management Fee, and the Distribution and Marketing Fee. Total Annual Asset-Based Fees are the estimated total fees assessed against Accounts over the course of a year and do not include sales charges or the Annual Account Maintenance Fee. Please see the Investment Cost Chart for the assumed investment cost of these fees over 1-, 3-, 5-, and 10-year periods.

[7] A Contingent Deferred Sales Charge is imposed on withdrawals from the Class C Unit of any Portfolio or transfers or rollovers from the Account to another Section 529 Program within one year of the Contribution.

[8] The Aggressive ETF Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of: (i) 0.05% paid to the Program Manager, which pays 0.05% to BlackRock Fund Advisors for BlackRock Fund Advisors' subadvisory services and (ii) 0.25%, which includes the Underlying Fund's management fee, any distribution or service fees, trading and other expenses as of March 31, 2011. The Moderate ETF Portfolio and the Conservative ETF Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of: (i) 0.05% paid to the Program Manager, which pays 0.05% to BlackRock Fund Advisors for BlackRock Fund Advisors' subadvisory services and (ii) 0.24%, which includes the Underlying Fund's management fee, any distribution or service fees, trading and other expenses as of March 31, 2011.

[9] The Scout International Anti-Terror Portfolio's "Estimated Underlying Fund Expenses and Additional Fees" consist of 90% paid to the Program Manager, which pays 0.90% to Scout for Scout's subadvisory services.

[10] Dealers will be compensated by the Program Manager as detailed in "Dealer Compensation Class C Units" on page 41.

[11] The Distribution and Marketing Fee, if any, for a Portfolio, may be voluntarily reduced or waived at any time on a temporary or permanent basis by the Program Manager. If waived, the Program Manager may reinstate the Distribution and Marketing Fee at any time without prior notice.

[12] Distribution and Marketing Fee for Class C Units of the DWS Money Market Portfolio has been voluntarily waived by DWS Investments and may be reinstated at any time without prior notice.

† The manager for this Portfolio's Underlying Fund has voluntarily agreed to reimburse a portion of the Fund's expenses so that the Fund's ordinary operating expenses (excluding any distribution and services 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 (i) for the Columbia Mid Cap Index Fund exceed 0.20% of the Fund's average daily net assets on an annualized basis, or (2) for the Columbia Small Cap Index Fund exceed 0.20% of the Fund's average daily net assets on an annualized basis. The Adviser, in its discretion, may revise or discontinue this arrangement at any time.

INVESTMENT COST CHARTS

The figures in the tables on the following pages illustrate the impact of the MOST 529 Advisor Plan's fees and expenses, which have been detailed on the previous pages, on a hypothetical $10,000 investment within each Class of Units in the MOST 529 Advisor Plan.

Hypothetical $10,000 Investment Cost Chart: Class A Units

	1 Year	3 Year	5 Year	10 Year
Aggressive ETF Portfolio	$657	$881	$1,118	$1,780
Moderate ETF Portfolio	$656	$878	$1,113	$1,769
Conservative ETF Portfolio	$483	$707	$946	$1,612
American Century Government Bond Portfolio	$501	$765	$1,045	$1,824
American Century Inflation-Adjusted Bond Portfolio	$482	$704	$941	$1,601
American Funds American Mutual Portfolio	$692	$990	$1,305	$2,181
Columbia Mid Cap Index Portfolio	$652	$866	$1,093	$1,725
Columbia Small Cap Index Portfolio	$647	$851	$1,067	$1,669
DWS Capital Growth Portfolio	$697	$1,005	$1,330	$2,233
DWS Dreman Small Cap Value Portfolio	$713	$1,051	$1,410	$2,401
DWS Equity 500 Index Portfolio	$650	$860	$1,082	$1,703
DWS Large Cap Value Portfolio	$692	$990	$1,305	$2,181
DWS Money Market Portfolio	$498	$756	$1,029	$1,791
Invesco Van Kampen Equity and Income Portfolio	$679	$949	$1,235	$2,031
PIMCO Total Return Portfolio	$528	$849	$1,188	$2,128
Scout International Anti-Terror Portfolio	$714	$1,057	$1,420	$2,422
T. Rowe Price International Growth & Income Portfolio	$714	$1,054	$1,415	$2,411
Templeton Growth Portfolio	$710	$1,043	$1,395	$2,370

The hypothetical chart compares the approximate cost of investing in Class A Units over different periods of time. The chart assumes an initial $10,000 investment in Class A Units and a 5% annual rate of return, compounded annually. Dollar amounts are calculated using Portfolio expense ratios and sales charges before reimbursement and reductions. All Portfolio expense rates and annual asset-based fees are assumed to remain the same for the duration of the periods. The $25 Annual Account Maintenance Fee has been included in the calculation. The chart assumes that all redemptions are made for Qualified Higher Education Expenses, and therefore, does not reflect the impact of potential federal, state, or local taxes. This hypothetical is not intended to predict or project investment performance. Past performance is no guarantee of future results. Your own results will vary.

Hypothetical $10,000 Investment Cost Chart: Class C Units

	1 Year		3 Year	5 Year	10 Year
	With Redemption	Without Redemption			
Aggressive ETF Portfolio	$288	$188	$579	$992	$2,130
Moderate ETF Portfolio	$287	$187	$576	$986	$2,119
Conservative ETF Portfolio	$287	$187	$576	$986	$2,119
American Century Government Bond Portfolio	$306	$206	$634	$1,085	$2,322
American Century Inflation-Adjusted Bond Portfolio	$286	$186	$573	$981	$2,108
American Funds American Mutual Portfolio	$325	$225	$692	$1,182	$2,521
Columbia Mid Cap Index Portfolio	$283	$183	$563	$966	$2,076
Columbia Small Cap Index Portfolio	$278	$178	$548	$939	$2,022
DWS Capital Growth Portfolio	$330	$230	$707	$1,208	$2,573
DWS Dreman Small Cap Value Portfolio	$346	$246	$755	$1,289	$2,737
DWS Equity 500 Index Portfolio	$281	$181	$557	$955	$2,054
DWS Large Cap Value Portfolio	$325	$225	$692	$1,182	$2,521
DWS Money Market Portfolio	$303	$203	$625	$1,069	$2,291
Invesco Van Kampen Equity and Income Portfolio	$311	$211	$649	$1,111	$2,375
PIMCO Total Return Portfolio	$334	$234	$719	$1,228	$2,614
Scout International Anti-Terror Portfolio	$348	$248	$761	$1,299	$2,757
T. Rowe Price International Growth & Income Portfolio	$347	$247	$758	$1,294	$2,747
Templeton Growth Portfolio	$343	$243	$746	$1,274	$2,706

The hypothetical chart compares the approximate cost of investing in Class C Units over different periods of time. The chart assumes an initial $10,000 investment in Class C Units and a 5% annual rate of return, compounded annually. Dollar amounts are calculated using Portfolio expense ratios and sales charges before reimbursement and reductions and assuming redemptions are or are not made in years with applicable contingent deferred sales charges. All Portfolio expense rates and annual asset-based fees are assumed to remain the same for the duration of the periods. The $25 Annual Account Maintenance Fee has been included in the calculation. The chart assumes that all redemptions are made for Qualified Higher Education Expenses, and therefore, does not reflect the impact of potential federal, state, or local taxes. This hypothetical is not intended to predict or project investment performance. Past performance is no guarantee of future results. Your own results will vary.

PART V. DEALER COMPENSATION

Sale of Units

The MOST 529 Advisor Plan markets interests in the Plan through Dealers who are compensated on the terms described herein for the distribution, marketing, administration support or other services of the Plan. Compensation to the Dealers varies by each Class of Units and Portfolio and does not increase or decrease any MOST 529 Advisor Plan total asset-based fees. See "*CLASS A PLAN FEE AND EXPENSE INFORMATION*" on page 35 and "*CLASS C PLAN FEE AND EXPENSE INFORMATION*" on page 37.

DWS Investments, as Distribution Agent, may, from time to time, offer additional sales incentives. In addition, the Dealer must satisfy certain requirements under its contract with DWS Investments in order to receive any of these fees.

Class A Units

For Class A Units, a Dealer will receive a maximum fee up to 5.50% of the amount invested in Units of equity Portfolios (greater than 50% equity exposure) and 3.75% of the amount invested in Units of fixed income Portfolios (greater than 50% fixed income exposure) and ongoing fees at an annualized rate of 0.25% of the value of each Account. Persons associated with such Dealers receive a portion of this compensation. The ongoing 0.25% fee is currently being waived for the DWS Money Market Portfolio Class A Units but may be reinstated at any time without notice.

In circumstances where the Board has waived or reduced the initial sales charge applicable to Class A Unit purchases, the maximum fee due to the Dealer will be reduced. See *"ACCOUNT AND PORTFOLIO FEES AND EXPENSES — ADVISOR PLAN-LEVEL EXPENSES — Class A Units — Breakpoints"* on page 34.

Class C Units

For Class C Units a Dealer will receive a fee equal to 1.00% of the amount invested in Class C Units and ongoing fees starting at month thirteen at an annualized rate of not more than 1.00% of the value of each Account. Persons associated with such Dealers receive a portion of this compensation. The ongoing 1.00% fee is currently being waived for the DWS Money Market Portfolio Class C Units but may be reinstated at any time without notice.

Additional Compensation Payable By Distribution Agent

From time to time, DWS Investments may provide additional compensation to Dealers who support the sale of interests in the MOST 529 Advisor Plan in recognition of their distribution, marketing, administration support or other services. In some circumstances, these payments may create an incentive for a Dealer to recommend or offer interests in the MOST 529 Advisor Plan to its customers. These additional payments are made out of the assets of DWS Investments pursuant to agreements with such Dealer(s), and do not appear in the Fee and Expense tables in this Plan Description. These payments are not paid by you, the MOST 529 Advisor Plan, or the Underlying Funds.

Additional Fees or Commissions

Financial Advisors may charge additional fees or commissions other than those disclosed in this Plan Description. An Account Owner can ask his or her Financial Advisor about any payments it receives from the Distribution Agent or its affiliates and any services it provides, as well as about fees and/or commissions it charges.

PART VI. FEDERAL AND STATE TAX TREATMENT

This section summarizes key aspects of the federal and state tax treatment of contributions to, and withdrawals from, 529 Plan accounts. The information provided below is not exhaustive. It is based on the MOST 529 Advisor Plan's understanding of current law and regulatory interpretations relating to 529 Plans generally and is meant to provide 529 Plan participants with general background about the tax characteristics of these programs. Neither this section, nor any other information provided throughout this Plan Description is intended to constitute, nor does it constitute, legal or tax advice. This Plan Description was developed to support the marketing of the MOST 529 Advisor Plan and cannot be relied upon for purposes of avoiding the payment of federal tax penalties. You should consult your legal or tax advisor about the impact of these rules on your individual situation.

The summary tax and legal description provided below is based on the Code and proposed regulations in effect as of the date of this Plan Description, as well as other administrative guidance and announcements issued by the Internal Revenue Service ("**IRS**") and the U.S. Department of Treasury. It is possible that Congress, the Treasury Department, the IRS, or federal or state courts may take action that will affect the tax treatment of 529 Plan contributions, earnings, withdrawals, or the availability of state tax deductions. Individual state legislation may also affect the state tax treatment of a 529 Plan for residents of that state.

The MOST 529 Advisor Plan strongly encourages 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.

An Account Owner or Beneficiary is not required to be a resident of Missouri. The state income tax treatment of, and state tax and other benefits associated with, the MOST 529 Advisor Plan may differ depending on the state of residency of the Account Owner. If you are not a Missouri 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 MOST 529 Advisor Plan. Since different states have different tax provisions, this Plan Description contains limited information about the state tax consequences of investing in the MOST 529 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 or the Beneficiary's 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.

529 Plans In General

The Pension Protection Act of 2006, signed into law on August 17, 2006, made permanent certain tax advantages and other related rules for 529 Plans that had been scheduled to expire (or "sunset") after 2010. Among the most notable tax advantages that were made permanent is that the earnings portion of a Qualified Withdrawal is exempt from federal taxes. To be eligible for these tax benefits, 529 Plan account assets 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 Institution" are defined in the section called *"KEY TERMS"* on page 12.

529 Plan Contributions and Withdrawals

Federal law does not allow a tax deduction for contributions to 529 Plans. However, the income earned on any such contributions may generally grow free of federal income tax until distributed. Qualified Withdrawals (i.e., withdrawals to pay for the Qualified Higher Education Expenses of a Beneficiary) and qualified rollovers are not subject to federal income taxation. The earnings portion of Non-Qualified Withdrawals, however, is subject to all applicable federal and state income taxes and, in most cases, to the Additional 10% Federal Tax.

The Additional 10% Federal Tax does not apply to certain withdrawals made due to (i) the death or disability of the Beneficiary; (ii) a qualified rollover, as described below; (iii) the Beneficiary's attendance at a U.S. Military Academy or receipt of a scholarship, allowance, or similar payment, but only to the extent of such payment; or (iv) amounts not treated as Qualified Withdrawals due to the use of federal education tax credits (see *"FEDERAL AND STATE TAX TREATMENT — Hope Scholarship and Lifetime Learning Tax Credits"* on page 42).

All accounts in 529 Plans sponsored by the State of Missouri (other than a Missouri prepaid tuition program) with 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 withdrawal date.

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, within 60 days of the withdrawal from the distributing account, such funds are transferred to or deposited into an account in another state's 529 Plan for the benefit of (i) an individual who is a Member of the Family (defined in *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY — Member of the Family"* on page 24) of the immediately preceding Beneficiary; or (ii) the same Beneficiary, but only if no other rollover has been made to a qualified tuition program for the benefit of such individual within the preceding 12 months. Transfers between 529 Plans sponsored by the State of Missouri are not subject to this rule. See *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING INVESTMENT OPTIONS"* on page 23.

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) money held in an Account in the same 529 Plan (or another 529 Plan offered by the same state) for a Member of the Family of the Beneficiary, if the money is transferred directly between the accounts within 60 days of the withdrawal from the distributing account; (ii) money from a Coverdell Education Savings Account described in Section 530 of the Code; or (iii) the proceeds from the redemption of a Qualified U.S. Savings Bond described in Section 135 of the Code. In addition, the custodian for a minor may transfer the assets previously held in an UGMA/UTMA account into a 529 Plan account, subject to the laws of the state under which the UGMA/UTMA account was established; however, such a transfer may cause the minor and/or the minor's parent(s) to incur capital gains (or losses) from the sale of non-cash assets held by an UGMA/UTMA account and may be subject to various other limitations. See "*Contributions–Making Individual Contributions – Contributions from UGMA/UTMA Custodial Accounts*" on page 18.

Qualified U.S. Savings Bond

Interest on Series EE bonds issued after December 31, 1989, as well as interest on all Series I bonds, may be completely or partially excluded from federal income tax if bond proceeds are used to pay certain higher education expenses at an Eligible Educational Institution or are contributed to a Section 529 program or a **Coverdell Education Savings Account** in the same calendar year the bonds are redeemed. For this purpose, qualifying expenses do not include the cost of books, room and board. The amount of higher education expenses taken into account in calculating the interest excludable from income is reduced by any scholarships, fellowships, employer-provided educational assistance and other forms of tuition reduction, including a payment or reimbursement of qualified higher education expenses under a qualified tuition program. Certain income limitations apply.

Coordination With 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 Education Savings Accounts under Section 530 of the Code and the Hope and Lifetime Learning Credits under Section 25A of the Code.

Coverdell Education Savings Accounts

An individual may contribute money to, or withdraw money from, both a 529 Plan account and a Coverdell Education Savings Account in the same year. However, to the extent the total withdrawals from both accounts exceed the amount of 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 benefits from a 529 Plan account, so long as the 529 Plan assets are not used for the same expenses for which the credit was claimed.

Federal Gift and Estate Taxes

Contributions to a 529 Plan account (including certain rollover contributions) generally are considered completed gifts to the Beneficiary and are eligible for the applicable annual exclusion from gift and GST taxes (in 2011, $13,000 for a single individual or $26,000 for a married couple that elects to split gifts on a gift tax return). Except in the situations described in the following paragraph, if the Account Owner were to die while assets remained in a 529 Plan account for a Beneficiary other than the Account Owner, the value of the account would not be included in the Account Owner's estate. In cases where contributions to a 529 Plan exceed the applicable annual exclusion amount for a single Beneficiary, the contributions may be subject to federal gift tax and possibly the GST tax in the year of contribution. However, in these cases, a contributor may elect to apply the contributions against the annual exclusion equally over a five-year period, by filing a federal gift tax return and making this election for the year in which the contributions are 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 2011, the maximum contributions for a Beneficiary that may be made using this election would be $65,000 (or $130,000 for a married couple that elects to split gifts on a gift tax return). However, any excess contributions may be applied against the contributor's lifetime gift tax exemption. 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 gifts may be subject to gift or GST tax in the calendar year of the additional gift.

If the Account Owner chooses to use the five-year election described above and dies before the end of the five-year period, the portion of the contribution allocable to the calendar years remaining (beginning with the calendar year after the Account Owner's death) would be included in the Account Owner's estate for federal estate tax purposes.

If the Beneficiary of a 529 Plan account is changed to a Member of the Family of the immediately preceding Beneficiary or amounts in an account are rolled over to an account for a new Beneficiary who is a Member of the Family of the immediately preceding Beneficiary and who is in the same generation as the immediately preceding Beneficiary (or an older generation), a gift or GST tax will not apply. If the new Beneficiary is a Member of the Family of the immediately preceding Beneficiary and in a younger generation than the immediately preceding Beneficiary, such change or rollover may be treated as a taxable gift from the immediately preceding Beneficiary to the new Beneficiary, under Section 529 and the proposed regulations thereunder. GST tax may also apply if the new Beneficiary is two or more generations below the immediately preceding Beneficiary. In such cases, the five-year rule explained above may be applicable. In certain circumstances, the gross estate of a Beneficiary may include the value of the 529 Plan account.

Estate, gift, and GST tax issues arising in conjunction with 529 Plans can be quite complicated. You should consult your tax advisor if you have any questions about these issues.

Missouri State Taxes

Earnings from the investment of Contributions to an Account will not be subject to Missouri income tax until funds are withdrawn in whole or in part from the Account. In general, the earnings portion of a Qualified Withdrawal will not be taxed, whereas the earnings portion of a Non-Qualified Withdrawal will be taxed to the recipient.

The assets of the MOST 529 Advisor Plan and any income derived therefrom are exempt from all taxation by Missouri or any of its political subdivisions while held by the Plan, and income earned or received from Qualified Withdrawals from an Account by an Account Owner or a Beneficiary is not subject to Missouri income tax. This exemption only applies to assets and income maintained, accrued, or expended pursuant to the requirements of the Plan.

Contributions by an Account Owner to his or her Accounts are deductible in computing the Account Owner's Missouri adjusted gross income in an amount not to exceed $8,000 in the aggregate for all Contributions to all Accounts of the Account Owner in any taxable year. Only the Account Owner may claim a deduction for Contributions. The Missouri Department of Revenue does not consider rollovers from another qualified tuition program into the MOST 529 Advisor Plan to be Contributions eligible for the deduction. For purposes of this paragraph, rollovers include: (i) direct transfers of funds from an account in another state's qualified tuition program to an Account and (ii) a deposit within 60 days to an Account of funds withdrawn from another state's qualified tuition program. In order for Missouri Account Owners to claim their Missouri state tax deduction for 529 contributions to the Program Trust, they must file a separate tax form (Form MO-A) and attach it to their state tax return form (Form MO-1040). In addition, the Missouri Department of Revenue requires Account Owners claiming the deduction to attach a statement provided by the Program Manager.

In computing Missouri adjusted gross income, a husband and wife filing jointly may deduct up to $16,000 from federal adjusted gross income for contributions to a 529 Plan. The amount of the deduction may be split between the spouses in any ratio, as long as it does not exceed $16,000.

For Contributions to be deductible for a given taxable year, they must be made by the Account Owner prior to the end of that year. Contributions that are sent by U.S. mail will be treated for Missouri tax purposes (although not for federal gift tax purposes) as having been made in a particular year if the envelopes in which they are sent are postmarked on or before December 31 of that year. Contributions done by EBT will be treated as having been made in a particular year if the EBT request is submitted by 11:59 p.m., Eastern Time, on the last calendar day of that year. Contributions done by AIP will be treated as having been made based on the designation date of that AIP transaction. (If your AIP designation date is January 1st, 2nd, 3rd, or 4th, that AIP will be treated as having been made in the new calendar year).

Contributions are not includible in computing the Missouri taxable income of Beneficiaries for Missouri personal income tax purposes. No portion of any Qualified Withdrawal will be includible in computing the Missouri taxable income of either the Account Owner or the Beneficiary of the Account for Missouri tax purposes.

In the case of any withdrawal other than a Qualified Withdrawal or a rollover into another state's 529 Plan, the portion of the withdrawal that is attributable to contributions that were previously deductible for Missouri income tax purposes, as well as the portion that is attributable to earnings in the Account, will be includable in computing the Missouri taxable income of the Account Owner for the year in which the withdrawal is made. This includes withdrawals made from an account prior to satisfying the minimum length of time established by the Board, if at all, and withdrawals made on account of the death or disability of, or award of scholarship to, or attendance at a U.S. Military Academy by, the Beneficiary. Rollovers to another state's 529 Plan are not taxable for Missouri income tax purposes and are not subject to recapture on the Missouri income tax return.

Missouri does not currently impose a gift tax. Consequently, Contributions to and withdrawals from an Account are not taxable gifts for Missouri purposes.

This information is not intended as individual tax advice and Account Owners should consult with their own tax advisors concerning their individual circumstances. It is also possible that an Account Owner in the MOST 529 Advisor Plan may be entitled to a deduction in computing the income tax imposed by a state where he or she lives or pays taxes. Likewise, it is possible that a recipient of money withdrawn from the MOST 529 Advisor Plan 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 MOST 529 Advisor Plan from another state's 529 Plan may be subject to a state tax imposed on the rollover amount. You should consult with your tax advisor regarding the state tax consequences of participating in the MOST 529 Advisor Plan.

Tax Reports

The MOST 529 Advisor Plan will report withdrawals and other matters to the IRS, the Missouri Department of Revenue, Distributees and other persons, if any, to the extent required pursuant to federal, state or local law, regulation or ruling. Under federal law, a separate report will be filed by the Program Manager with the IRS reporting withdrawals from an Account to each Distributee reflecting, among other information, the earnings portion withdrawn during the calendar year to which the report pertains.

PART VII. MAKING WITHDRAWALS

REQUESTING A WITHDRAWAL

To make a withdrawal of any kind, whether qualified or non-qualified, you or your Financial Advisor may obtain the appropriate form online at www.most529advisor.com or contact the MOST 529 Advisor Plan at 1-800-617-5097 to request the appropriate form. Qualified Withdrawals may be requested online or by phone. Withdrawals can be made only by the Account Owner (or legally authorized representative), not the Beneficiary. Before you make a withdrawal you should determine its tax implications. Contributions made by check, AIP or EBT will not be available for withdrawal for 10 calendar days. Withdrawals will be held for 15 calendar days following the change of mailing address if the Account Owner requests that the proceeds are to be sent by check to the new address. The 15 calendar day hold does not apply to checks sent directly to the Eligible Educational Institution. Withdrawals by EBT will not be available for 15 calendar days after bank information has been added or edited.

Information Required to Make a Withdrawal

In addition to basic information such as name and account number, you will need to tell us:

- The total amount you want to withdraw.
- The Portfolios from which you want the money to be withdrawn.
- How much money we should take out of each Portfolio.
- The reason for the withdrawal (Qualified Withdrawal, Non-Qualified Withdrawal, or rollover).

If you do not provide all of this information, you will need to resubmit your request before we can act on it.

Receiving the Withdrawal

If the request is in good order, the MOST 529 Advisor Plan typically will process the withdrawal and initiate payment of a withdrawal within three (3) business days after the trade date. During periods of market volatility and at year-end, distribution requests may take up to five (5) business days to process. Please allow 10 business days for the proceeds to reach you.

DETERMINING THE TAX STATUS OF A WITHDRAWAL

One of the main benefits of an Account is that the money in the Account either grows on a tax-deferred basis or, if used for a Qualified Withdrawal, is not subject to tax when withdrawn. Once money is in an Account, it should have few or no tax consequences for you, until you take it out. Even then, if the withdrawal is for Qualified Higher Education Expenses, you may enjoy additional tax benefits.

Keep in mind that the tax information here is intended as a helpful guide, but is not comprehensive and is not tax advice. And remember, the following tax information refers to federal tax laws but not to any state or local taxes that may apply. Before making any Plan Account transactions, get advice from a tax professional.

Withdrawals that are Tax-Exempt (Qualified Withdrawals)

Money you take from your Account for the Beneficiary's Qualified Higher Education Expenses is generally not subject to federal income tax.

There are three main criteria for Qualified Higher Education Expenses: whether the school is accredited, the purpose of the expense, and whether the expense can be documented.

School Accreditation

For education expenses to be qualified, the Beneficiary must be enrolled at an institution that meets specific federal accreditation standards. Eligible Educational Institutions include:

- Most four-year colleges and universities, both for undergraduate and advanced degrees
- Some two-year institutions
- Some proprietary and vocational schools
- Foreign schools that are eligible for the Federal Family Education Loan Program ("**FFEL**"), including some foreign medical schools

You should be certain that the Beneficiary's school is accredited for purposes of using 529 Plan assets to cover expenses before you make a withdrawal. You can generally determine if a school is an Eligible Educational Institution by referring to the Department of Education's website at www.ed.gov.

Purpose of Expense

Qualified withdrawals include money used to pay for any of the following:

- Tuition, fees and the cost of books, supplies, and equipment required for the enrollment or attendance of a Beneficiary at an Eligible Educational Institution
- The cost of certain room and board costs incurred while attending the Eligible Educational Institution at least half-time
- 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

Room and board expenses (unlike expenses for tuition, fees, books, supplies, and equipment) may be treated as a 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 of the institution where he or she is enrolled. 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, the actual amount may be treated as qualified room and board costs.

Note that any expenses used to claim the Hope Scholarship or Lifetime Learning Tax Credits (as described under *"FEDERAL AND STATE TAX TREATMENT — Hope Scholarship and Lifetime Learning Tax Credits"* on page 42), or any expenses covered by a tax-free scholarship or grant, are not considered Qualified Higher Education Expenses.

Expense Documentation

Under current federal tax law, Distributees (to whom withdrawals and earnings are reported for tax purposes) are responsible for obtaining and retaining adequate records, invoices, or other documentation to substantiate matters including but not limited to: (i) expenses which the Distributee claims are Qualified Higher Education Expenses of the Beneficiary, (ii) the death or qualified disability of the Beneficiary, (iii) the receipt by the Beneficiary of a qualified scholarship, (iv) the attendance by the Beneficiary at a U.S. Military Academy, or (v) the use of federal education tax credits (see *"FEDERAL AND STATE TAX TREATMENT — Hope Scholarship and Lifetime Learning Tax Credits"* on page 42.

Withdrawals That are Taxable (Non-Qualified Withdrawals)

Money taken from an Account and not used for the Beneficiary's Qualified Higher Education Expenses will trigger federal and possible state income tax liability. What portion of the money is taxable, what types of tax are involved, and who owes the tax all can vary with circumstances.

Portion of Money That is Taxable

The money in an Account consists of money that was contributed (principal) and any earnings on money. When a withdrawal is made, it is considered to have the same ratio of principal and earnings as the Account itself, except that for these purposes, all accounts with the same Account Owner and Beneficiary under the MOST 529 Advisor Plan or any other 529 Plan offered by the State of Missouri (other than a prepaid tuition plan) will be aggregated for purposes of determining the earnings portion of any withdrawal (thus, the earnings portion might differ from the ratio in a particular Account, if that Account must be aggregated with others).

The principal portion of a withdrawal is not taxable. For withdrawals that are not used for the Beneficiary's Qualified Higher Education Expenses, the earnings portion generally is subject to federal and state income tax liability, including the Additional 10% Federal Tax.

Except for situations described in the rest of this paragraph, 100% of your opening balance in the MOST 529 Advisor Plan is considered principal. When you create an Account through a rollover contribution, Coverdell Education Savings Account, or the proceeds from the redemption of a Qualified U.S. Savings Bond, the portion that will be considered principal in your Account is whatever is reported as being principal by the provider of the source account (with certain exceptions for Qualified U.S. Savings Bond proceeds). **Note: If we do not receive any documentation about the source account, by law we must consider the entire rollover amount to be earnings.**

Taxable Withdrawals and Financial Aid

According to the Department of Education, a taxable withdrawal could be counted in some circumstances as income for federal financial aid purposes, which could reduce eligibility for financial aid in the following year. The effect would depend on the size of the withdrawal, how much of it was taxable, and who received the money, among other factors. For more information about financial aid, see *"FINANCIAL AID CONSIDERATIONS"* on page 46.

Types of Taxes That May Be Involved

The earnings portion of a Non-Qualified Withdrawal is subject to federal income tax as well as the Additional 10% Federal Tax. Depending on where you live, there may also be state or local income tax, interest and dividends tax, or the equivalent.

Non-Qualified Withdrawals That Are Exempt From the Additional 10% Federal Tax

There are several circumstances when you can make a Non-Qualified Withdrawal that is not subject to the Additional 10% Federal Tax:

Death of the Beneficiary. If the Beneficiary dies, you may select a new Beneficiary who is a Member of the Family of the immediately preceding Beneficiary (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY – Member of the Family"* on page 24), or authorize a payment to the estate of the Beneficiary. If you select a new Beneficiary you will not owe federal or Missouri income tax or the Additional 10% Federal Tax. A payment to the estate of the Beneficiary will not be subject to the Additional 10% Federal Tax on earnings, but earnings will be subject to any applicable federal and state income taxes.

Disability of the Beneficiary. If the Beneficiary becomes disabled, you may change the Beneficiary to an individual who is a Member of the Family of the immediately preceding Beneficiary (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY – Member of the Family"* on page 24) or withdraw all or a portion of the Account balance. If you change the Beneficiary, you will not owe federal or Missouri income tax or the Additional 10% Federal Tax. A withdrawal because of the disability, as defined by federal law, of the Beneficiary will not be subject to the Additional 10% Federal Tax on earnings, but earnings will be subject to any applicable federal and state income taxes at the Distributee's tax rate. Disability for this purpose means the inability to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment that can be expected to result in death or to be of long-continued and indefinite duration.

Receipt of Scholarship/Attendance of U.S. Military Academy. If the Beneficiary receives a qualified scholarship or attends a U.S. Military Academy, you may withdraw money from the Account for non-educational purposes up to the amount of the scholarship or the cost of attendance at a U.S. Military Academy without imposition of the Additional 10% Federal Tax on earnings. A qualified scholarship includes certain educational assistance allowances under federal law as well as certain payments for educational expenses (or attributable to attendance at certain educational institutions) that are exempt from federal income tax. The earnings portion of a withdrawal because of a qualified scholarship or attendance at a U.S. Military Academy is subject to any applicable federal and state income taxes at the Distributee's tax rate.

Non-Qualified Withdrawals Resulting From Hope and Lifetime Learning Credits

Withdrawals that are not Qualified Withdrawals because the proceeds were used for payment of expenses that were also used to qualify the Beneficiary (or a person who can claim the Beneficiary as a dependent) for the Hope Scholarship Credit and/or Lifetime Learning Credit are also not subject to the Additional 10% Federal Tax on the earnings, but earnings will be subject to any applicable federal income taxes at the Distributee's tax rate. Such withdrawals may also be subject to state income tax.

Who is Liable For The Taxes

The Distributee is liable for taxes with respect to any particular withdrawal. For federal tax purposes, the Distributee is the Beneficiary, if the withdrawal is paid to the Beneficiary or to the Beneficiary's Higher Educational Institution for the Beneficiary's benefit. In all other cases, the Distributee is the Account Owner. Federal income tax is calculated at the Distributee's ordinary income tax rate. State and local taxes often follow federal tax treatment, but may vary.

Rollover Distributions

An Account Owner may roll over all or part of the balance of an Account to an account in another 529 Plan sponsored by the State of Missouri without adverse federal tax consequences under certain circumstances. In connection with any withdrawal out of the MOST 529 Advisor Plan into another 529 Plan not sponsored by the State of Missouri, the Program Manager reserves the right to verify an Account Owner's consent in connection with the proposed withdrawal to confirm the request is in good order. For federal tax purposes, this type of transfer may be done directly between the accounts, without a withdrawal of money from the Program Trust, or indirectly, by contributing money to the receiving account within 60 days after the withdrawal from the prior account; however, for Missouri income tax purposes, an indirect transfer (with money being distributed from the Program Trust) may be treated as a Non-Qualified Withdrawal (and thus will be subject to Missouri state taxes on earnings, as well as the recapture of previous Missouri 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 Missouri state tax deduction for contributions).

Annual Reporting of Withdrawals (Form 1099-Q)

For any year when there are withdrawals from your Account, the MOST 529 Advisor Plan will send out Form 1099-Q to the IRS and the Distributee(s), determined as described above.

Unused Account Assets

If the Beneficiary graduates from an Eligible Educational Institution or chooses not to pursue higher education, and assets remain in the Account, you have 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 of the immediately preceding Beneficiary (see *"MANAGING AND MODIFYING AN ACCOUNT — CHANGING THE BENEFICIARY — Member of the Family"* on page 24.
3. You can withdraw all or a portion of the remaining assets (including earnings).

The first two options will not result in federal and state income taxes. The third option is a Non-Qualified Withdrawal subject to applicable federal and state income taxes, possibly including the Additional 10% Federal Tax. You should consult with a qualified tax advisor. See *"FEDERAL AND STATE TAX TREATMENT"* on page 41.

PART VIII. FINANCIAL AID CONSIDERATIONS

Federal Financial Aid and Your MOST 529 Advisor Plan Account

The impact of an Account on federal financial aid depends on who the Account Owner is and the methodology used in calculating the student's eligibility for federal financial aid. This section provides some details that may be helpful to you in planning your education savings strategy. Note that while the information below is based on knowledge of the Higher Education Act of 2005 as of the date this Plan Description was published, it is only a summary and is not intended as advice. You may want to consult with a financial aid advisor or with the financial aid office at a particular school, as states and schools have their own methodologies, which may be different from the federal methodology.

Federal Financial Aid Methodology and How it Works

For federal financial aid, a student's eligibility is based on the "cost of attendance" (which includes tuition, fees, books, and, in some cases, room and board) minus the "expected family contribution" ("**EFC"**). A student's EFC is based on the parents' income and net assets (if the student is a dependent), the student's income and net assets, and the income and net assets of the student's spouse (if the student is married). Income or assets of grandparents or any other people are not considered (except that gifts received by the student from grandparents or other people may be treated like income for financial aid purposes in the following year).

In determining a student's EFC, income (both parental and student) is often the single largest factor, while assets are secondary. Parental retirement plans and certain other categories of parental assets are entirely excluded from consideration. For those parental assets that are included, the percentage factored is relatively low: between 3% and 5.6%. Assets of a student (and any spouse) are generally factored at the higher rate of 20%.

529 Plan Accounts and Financial Aid

On April 27, 2006, the U.S. Department of Education issued Dear Colleague Letter GEN-06-05, which included guidance on the treatment of 529 Plans (including prepaid tuition plans) for purposes of federal financial aid determination after enactment of the Higher Education Act of 2005. The Department of Education has confirmed that assets in a 529 Plan (including prepaid tuition plans), as well as assets in a Coverdell Education Savings Account, are regarded as assets of the owner of the account. If the parent is the Account Owner of an Account, the Account assets will be treated as assets of the parents for purposes of determining the EFC. If a dependent student is the Account Owner of an Account or the Beneficiary of an Account holding UGMA/UTMA assets, the Account assets will not be considered for purposes of determining the student's EFC, due to a particular provision of the Higher Education Act of 2005.

Available balances in a 529 Plan account will be treated as an asset of (i) the student if the student is an independent student; or (ii) 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. With respect to financial aid programs offered by states, educational institutions and other nonfederal sources, the treatment of 529 Plans, including the effect of being the owner or beneficiary of a 529 Plan account can vary and may differ from such treatment under federal financial aid programs. Accordingly, no generalizations can be made about the effect of being the owner or beneficiary of a 529 Plan account on the student's eligibility for financial aid, or the amount of aid the student may qualify for, from such nonfederal sources. Contributions and earnings from Plan assets are not be considered income for purposes of determining an Account Owner's eligibility for financial assistance under any Missouri student aid program.

The treatment of 529 Plans, including the effect of being the owner or beneficiary of a 529 Plan account, under federal and nonfederal financial aid programs 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 rules and requirements, to determine the impact of 529 Plan assets on eligibility under particular financial aid programs.

Your Account and Financial Aid at Foreign Schools

Your Account can be used at accredited foreign schools that are eligible to participate in the Federal Family Education Loan Program (FFEL). At these schools, U.S. students are permitted, though not required, to apply for and receive Federal Stafford Loans (subsidized or unsubsidized) and PLUS Loans.

PART IX. LEGAL AND ADMINISTRATIVE INFORMATION

GENERAL INFORMATION ABOUT 529 PLANS AND THE MOST 529 ADVISOR PLAN

Section 529 of the Code permits states and state agencies to sponsor qualified tuition programs ("**529 Plans**"), which are tax-advantaged programs intended to help individuals and families pay the costs of higher education. The MOST 529 Advisor Plan is a 529 Plan sponsored by the State of Missouri. Even if you do not live in Missouri, you may invest in the MOST 529 Advisor Plan.

The Program Trust

The Missouri Higher Education Savings Program is a trust created by the State of Missouri. The Program Trust includes the MOST 529 Advisor Plan, as well as the MOST 529 Direct Plan which is offered by the State directly to the public. When you invest in the MOST 529 Advisor Plan, you are purchasing Portfolio Units issued by the Program Trust. Portfolio Units are municipal fund securities.

Qualification as a 529 Plan

The Program Trust is intended to qualify as a "qualified tuition program" under Section 529 of the Code. Qualifying is essential in order for Account Owners and Beneficiaries to realize the tax benefits that are made available under Section 529. If the Program Trust should ever fail to qualify, the Board is obligated either to change the Program Trust (and potentially the terms of its Participation Agreements) so that it does qualify, or to dissolve it and distribute its assets to the Account Owners, unless the Board determines that dissolving the Program Trust is not in the Account Owners' best interest.

The Board

The MOST 529 Advisor Plan has been implemented and is administered by the Missouri Higher Education Savings Program Board. The Board, whose chairman is Missouri State Treasurer Clint Zweifel, has established the Program Trust, which is intended to qualify as a qualified tuition program within the meaning of Section 529. Missouri's qualified tuition program consists of two investment programs, including the MOST 529 Direct Plan, which is discussed in a different plan description, and the MOST 529 Advisor Plan discussed in this Plan Description.

Upromise Investments

Upromise Investments, Inc. and Upromise Investment Advisors, LLC are the entities chosen by the Board to be the Program Manager and Recordkeeping and Servicing Agent, respectively, with overall responsibility for the day-to-day operations. Under the Services Contract between Upromise Investments and the Board (which expires in 2016 and may be terminated sooner under certain circumstances, including a material breach of the contract by Upromise Investments, or any legislation or regulation changes making the continued operation of the Program Trust not in the best interest of Account Owners and Beneficiaries), the Board may hire new or additional entities in the future to manage all or part of the MOST 529 Advisor Plan's assets. With the exception of service providers authorized by the Board and retained by Upromise Investments to provide certain services under the Services Contract, Upromise Investments will not be liable for the acts or omissions of other service providers to the MOST 529 Advisor Plan or the Board prior to or after June 2006.

The Distributor

DWS Investments is the Distribution Agent for the MOST 529 Advisor Plan. DWS Investments enters into distribution agreements with Dealers who offer interests in the MOST 529 Advisor Plan.

The Investment Managers

American Century Investment Management, Inc., Capital Research and Management Company, Columbia Management Investment Advisers, LLC and its affiliates, Deutsche Investment Management Americas Inc., Invesco Advisers, Inc., Pacific Investment Management Company LLC, T. Rowe Price Associates, Inc., and Templeton Global Advisors Limited provide underlying investments for the MOST 529 Advisor Plan. The Program Manager has retained BlackRock Fund Advisors and BlackRock Institutional Trust Company, N.A. to serve as subadviser to the ETF Portfolios. As sub-adviser, Blackrock Fund Advisors is responsible for the day-to-day management of the ETF Portfolios. The Program Manager has retained Scout Investments, Inc. to serve as sub-adviser to the Scout International Anti-Terror Portfolio. As sub-adviser, Scout is responsible for the day-to-day management of the Scout International Anti-Terror Portfolio.

The Custodian

With respect to the assets in the MOST 529 Advisor Plan, The Bank of New York Mellon Trust of New England, National Association ("The Bank of New York") is the MOST 529 Advisor Plan's custodian. As such, The Bank of New York holds in safekeeping cash, shares of mutual funds and the MOST 529 Advisor Plan assets held by the ETF Portfolios and the Scout International Anti-Terror Portfolio. Upon instruction, The Bank of New York receives and delivers cash and assets of the MOST 529 Advisor Plan in connection with Portfolio transactions and collects all income payable to and all distributions made with respect to the MOST 529 Advisor Plan.

Creditor Protection Under U.S. Laws

The Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 provides protection in federal bankruptcy proceedings for certain assets that have been contributed to 529 Plan accounts. Your Account will be protected if the Beneficiary is your child, stepchild, grandchild, or step grandchild (including a legally adopted child or a foster child), subject to the following limits:

- Contributions made to all 529 Plan accounts for the same Beneficiary at least 720 days before a federal bankruptcy filing are completely protected;
- Contributions made to all 529 Plan accounts for the same Beneficiary more than 365 days but less than, 720 days before a federal bankruptcy filing are protected up to $5,850; and
- Contributions made to all 529 Plan accounts for the same Beneficiary less than 365 days before a federal bankruptcy filing are not protected against creditor claims in federal bankruptcy proceedings. Your own state law may offer additional creditor protections. Consult with an attorney regarding your specific situation.

The Portfolios

Each Portfolio offered through the MOST 529 Advisor Plan is a segregated asset account of the Program Trust. The Program Trust also contains other Portfolios that are similar, except that they invest in a different set of underlying investments and are offered to the public separately. Because the Program Trust is an instrumentality of the State of Missouri, the Units it issues are not registered with the Securities and Exchange Commission ("**SEC**") or any state securities commission, and the Portfolios are not mutual funds. Money placed in an Account purchases "Units" of the Portfolios, which are similar to mutual fund shares. Because under federal law the Units are considered municipal fund securities, their sale is regulated by the Municipal Securities Rulemaking Board ("**MSRB**").

DISPUTE RESOLUTION AND ARBITRATION

The Participation Agreement contains a mandatory arbitration clause which is a condition to investing in the MOST 529 Advisor Plan. Any controversy or claim arising out of or relating to the Plan Description or Participation Agreement, or the breach, termination, or the validity of the MOST 529 Advisor Plan or the Participation Agreement, shall be settled by arbitration administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules (except that if Upromise Investments is a party to the arbitration, it may elect that arbitration will instead be subject to the Code of Arbitration Procedure of the Financial Industry Regulatory Authority), which are made part of the Participation Agreement, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

CONTINUING DISCLOSURE

Because the Units of the Portfolios are considered municipal fund securities, the Plan is required by MSRB regulation to ensure that the Program Trust files this Plan Description and any supplements.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The MOST 529 Advisor Plan will engage an independent registered public accounting firm, which is an expert in accounting and auditing. The MOST 529 Advisor Plan's financial statements for the most recent fiscal year-end will be available by contacting the MOST 529 Advisor Plan at 1-800-617-5097.

SPECIAL CONSIDERATIONS

Additional Rights

The Board reserves the right to:

- Refuse, change, discontinue, or temporarily suspend account services, including accepting Contributions and processing withdrawal requests for any reason;

- Delay sending out the proceeds of a withdrawal request for up to seven (7) days (this generally applies only to very large withdrawal requests made without advance notice or during unusual market conditions);
- Refuse, following receipt of any Contributions, withdrawal requests for up to 15 calendar days; and
- Suspend the processing of withdrawal requests or postpone sending out the proceeds of a withdrawal request when the NYSE is closed for any reason other than its usual weekend or holiday closings, when trading is restricted by the SEC, or under any emergency circumstances.

Suitability

The MOST 529 Advisor Plan and its Associated Persons make no representation regarding the suitability or appropriateness of the Portfolios as an investment for any particular investor. Other types of investments and other types of college savings vehicles may be more appropriate depending upon your or your Beneficiary's financial status, tax situation, risk tolerance, age, investment goals, savings needs, and investment time horizons. Before investing in the MOST 529 Advisor Plan you should consult a tax or Financial Advisor to seek advice concerning the appropriateness of this investment.

Not an Offer to Sell

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

Information Subject to Change

The information in this Plan Description is believed to be accurate as of the cover date but is subject to change without notice. No one is authorized to provide information that is different from the information in the most current form of this Plan Description and any amendments or supplements to this Plan Description.

Important Reference Material

Please keep this Plan Description for future reference. This document gives you important information about the MOST 529 Advisor Plan, including information about the investment risks associated with, and the terms under which you agree to participate in, the MOST 529 Advisor Plan.

CONFLICTS

In the event of any conflicts, the Missouri statutes and the Code shall prevail over this Plan Description.

REPRESENTATIONS

STATEMENTS CONTAINED IN THIS PLAN DESCRIPTION THAT 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 FACTS.

CONTACTING THE MOST 529 ADVISOR PLAN

Phone: 1-800-617-5097
7:00 a.m.–7:00 p.m. Central time (Mon.– Fri.)

Online: www.most529advisor.com

Regular Mail
MOST – Missouri's 529 Advisor Plan
P.O. Box 219343
Kansas City, MO 64121

Overnight Mail
MOST – Missouri's 529 Advisor Plan
2534 Madison Ave, Suite 3
Kansas City, MO 64108

PART X. THE INVESTMENT PORTFOLIOS

This Section addresses in more detail the Investment Options you can choose in making Contributions to a MOST 529 Advisor Plan Account. For more information about any Underlying Fund, contact the MOST 529 Advisor Plan at 1-800-617-5097.

Aggressive ETF Portfolio
Moderate ETF Portfolio
Conservative ETF Portfolio
American Century Government Bond Portfolio
American Century Inflation-Adjusted Bond Portfolio
American Funds American Mutual Portfolio
Columbia Mid Cap Index Portfolio
Columbia Small Cap Index Portfolio
DWS Capital Growth Portfolio
DWS Dreman Small Cap Value Portfolio
DWS Equity 500 Index Portfolio
DWS Large Cap Value Portfolio
DWS Money Market Portfolio
Invesco Van Kampen Equity and Income Portfolio
PIMCO Total Return Portfolio
Scout International Anti-Terror Portfolio
T. Rowe Price International Growth & Income Portfolio
Templeton Growth Portfolio

Each of the Portfolios, other than the ETF Portfolios and the Scout International Anti-Terror Portfolio, invests in a single mutual fund. The ETF Portfolios and the Scout International Anti-Terror Portfolio have their assets managed in a separate account by BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., and Scout Investment Advisors, Inc., respectively, for the benefit of the Program Trust. For more information about the investment managers of the underlying investments or the sub-adviser for certain Portfolios, see "*LEGAL AND ADMINISTRATIVE INFORMATION – The Investment Managers*" on page 48.

Account Owners should periodically assess, and if appropriate, adjust their investment choices with their time horizon, risk tolerance, and investment objectives in mind.

An investment in any Portfolio is subject to risks, and you could lose money on your investment. There can be no assurance that a Portfolio will achieve its investment objective. As with any managed fund, a Portfolio's manager may not be successful in selecting the best-performing securities or investment techniques, and the Portfolio's performance may lag behind that of similar funds.

Risk is inherent in all investing. The value of your investment in a Portfolio, as well as the amount of return you receive on your investment, may fluctuate significantly. You may lose part or all of your investment in a Portfolio or your investment may not perform as well as other similar investments. As with all mutual funds, an investment in any Portfolio is not insured or guaranteed by the FDIC or any other government agency.

Aggressive ETF Portfolio

Investment Manager: BlackRock Fund Advisors and BlackRock Institutional Trust Company, N.A.

Investment Objective: The Portfolio is designed for investors tolerant of greater risk than is expected of the Moderate ETF and Conservative ETF Portfolios and seeking aggressive long-term growth of capital.

Principal Investment Strategy: The manager uses a "passive" or indexing approach to achieve each Underlying Fund's investment objective. Unlike many investment companies, the Underlying Funds do not try to "beat" the indexes they track and do not seek temporary defensive positions when markets decline or appear overvalued. Indexing may eliminate some of the risks of active management, such as poor security selection. Each Underlying Fund invests the majority of its assets in the securities of its underlying index and may invest its other assets in futures contracts, options on futures contracts, options, and swaps related to its Underlying Index, as well as cash and cash equivalents, including shares of money market funds affiliated with the manager. For all Underlying Funds in the ETF Portfolios, the manager uses a representative sampling indexing strategy.

The Aggressive ETF Portfolio currently intends to hold about 54% of its assets in Underlying Funds that invest primarily in U.S. equities, 24% of its assets in Underlying Funds that invest primarily in international equities, 15% of its assets in Underlying funds that invest primarily in fixed income, and the remaining 7% of its assets in Underlying Funds that invest primarily in real estate.

The Aggressive ETF Portfolio invests in multiple Underlying Funds and has a pre-determined asset allocation that remains generally fixed. The asset allocations will be reviewed annually and may be updated to take into account changes in risk and correlations of the asset classes and Underlying Fund. The Aggressive ETF Portfolio holds Underlying Funds comprised of iShares ETFs. For more information regarding the iShares Underlying Funds, see "*ADDITIONAL INFORMATION ABOUT CERTAIN UNDERLYING INVESTMENTS*" starting on page 88.

The approximate target asset allocation of the Aggressive ETF Portfolio as of March 31, 2011 is as follows:

ASSET ALLOCATION PORTFOLIOS TARGET ALLOCATIONS

Underlying Investments	Asset Class	Aggressive ETF Portfolio
iShares Russell 1000 Index Fund	U.S. Equities	52%
iShares Russell 2000 Index Fund	U.S. Equities	3%
iShares Cohen & Steers Realty Majors Index Fund	Real Estate	7%
iShares MSCI EAFE Index Fund	International Equities	18%
iShares MSCI Emerging Markets index Fund	International Equities	6%
iShares Barclays Aggregate Bond Fund	U.S. Fixed Income	12%
iShares Barclays TIPS Bond Fund	U.S. Fixed Income	2%

Principal Investment Risks: The Portfolio is subject to the principal risks noted below, any of which may adversely affect an Underlying Fund's NAV, trading price, yield, total return, and ability to meet its investment objective. You could lose all or part of your investment in the Portfolio, and the Portfolio could underperform other investments.

Asset Class Risk — The securities in an Underlying Index or a fund's portfolio may underperform the returns of other securities or indexes that track other countries, regions, industries, groups of industries, markets, asset classes or sectors. Various types of securities or indexes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

Call Risk — During periods of falling interest rates, an issuer of a callable bond may "call" or repay a security before its stated maturity, which may result in a fund having to reinvest the proceeds at lower interest rates, resulting in a decline in the fund's income.

Concentration Risk — To the extent that a fund's portfolio reflects its Underlying Index's concentration in the securities of issuers in a particular market, industry, group of industries, sector or asset class, the fund may be adversely affected by the performance of those securities, may be subject to increased price volatility and may be more susceptible to adverse economic, market, political, or regulatory occurrences affecting that market, industry, group of industries, sector or asset class.

Currency Risk — Because a fund's NAV is determined on the basis of the U.S. dollar, investors may lose money if the currency of a foreign market in which the fund invests depreciates against the U.S. dollar, even if the local currency value of the fund's holdings in that market increases.

Custody Risk— Custody risk refers to the risks inherent in the process of clearing and settling trades and to the holding of securities by local banks, agents and depositories. Low trading volumes and volatile prices in less developed markets make trades harder to complete and settle, and governments or trade groups may compel local agents to hold securities in designated depositories that are not subject to independent evaluation. Local agents are held only to the standards of care of their local markets. The less developed a country's securities market is, the greater the likelihood of custody problems.

Derivatives Risk — A derivative is a financial contract, the value of which depends on or is derived from, the value of an underlying asset such as a security or an index. A fund may invest in certain types of derivatives contracts, including futures, options and swaps. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus a fund's losses may be greater if it invests in derivatives than if it invests only in conventional securities.

Equity Securities Risk — Some funds invest in equity securities, which are subject to volatile changes in value that may be attributable to market perception of an individual issuer or to general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than investments in other asset classes.

Geographic Risk — Some markets in which the funds invest are located in parts of the world that have historically been prone to natural disasters such as earthquakes, volcanoes, droughts, floods and tsunamis or are economically sensitive to environmental events. Any natural disaster could have a significant adverse impact on the economies of these geographic areas.

Income Risk — A fund's income may decline when interest rates fall. This decline can occur because a fund must invest in lower-yielding bonds as bonds in its portfolio mature, bonds in the Underlying Index are substituted or the fund otherwise needs to purchase additional bonds. The Index Provider's substitution of bonds in the Underlying Index may occur, for example, when the time to maturity for the bond no longer matches the Underlying Index's stated maturity guidelines

Interest Rate Risk — As interest rates rise, the value of fixed-income securities held by a fund are likely to decrease. Securities with longer durations tend to be more sensitive to interest rate changes, usually making them more volatile than securities with shorter durations. To the extent a fund invests a substantial portion of its assets in fixed-income securities with longer-term maturities, rising interest rates may cause the value of the fund's investments to decline significantly. Prices of bonds, even inflation-protected bonds, may fall because of a rise in interest rates. However, because most of the bonds in a fund's portfolio are inflation-protected obligations of the U.S. Treasury that are adjusted for inflation, the fund may be less affected by increases in interest rates and interest rate risk than conventional government bond funds with a similar average maturity.

International Investing Risks

Asian Economic Risk — Certain Asian economies have experienced over-extension of credit, currency devaluations and restrictions, high unemployment, high inflation, decreased exports and economic recessions. Economic events in any one country can have a significant economic effect on the entire Asian region as well as on major trading partners outside Asia and any adverse event in the Asian markets may have a significant adverse effect on other Asian economies and certain emerging markets.

Australasia Economic Risk — The economies of Australasia, which includes Australia and New Zealand, are dependent on exports from the agricultural and mining sectors. This makes Australasian economies susceptible to fluctuations in the commodity markets. Australasian economies are also increasingly dependent on their growing service industries. Because the economies of Australasia are dependent on the economies of Asia, Europe and the United States as key trading partners and investors, reduction in spending by any of these trading partners on Australasian products and services or negative changes in any of these economies may cause an adverse impact on the Australasian economies.

Emerging Markets Risk — Investments in emerging markets are subject to a greater risk of loss than investments in developed markets. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, greater risk of a market shutdown and more governmental limitations on foreign investments than typically found in developed markets.

Economic Risk — Some emerging market countries have experienced currency devaluations and substantial (and, in some cases, extremely high) rates of inflation, while others have experienced economic recessions causing a negative effect on the economies and securities markets of such emerging countries.

Political and Social Risk — Some governments in emerging market countries are authoritarian in nature or have been installed or removed as a result of military coups, and some governments have periodically used force to suppress civil dissent. Disparities of wealth, the pace and success of democratization, and ethnic, religious and racial disaffection, have also led to social unrest, violence and/or labor unrest in some emerging market countries. Unanticipated political or social developments may result in sudden and significant investment losses.

European Economic Risk — The Economic and Monetary Union of the European Union (the "EU") requires compliance with restrictions on inflation rates, deficits, interest rates, debt levels and fiscal and monetary controls, each of which may significantly affect every country in Europe. Decreasing imports or exports, changes in governmental or EU regulations on trade, changes in the exchange rate of the euro and recessions among EU member countries may have a significant adverse effect on the economies of other EU member countries and on major trading partners outside Europe.

Expropriation Risk — Investing in emerging market countries involves a great risk of loss due to expropriation, nationalization, confiscation of assets and property or the imposition of restrictions on foreign investments and repatriation of capital invested by certain emerging market countries.

Non-U.S. Securities Risks — Investments in the securities of non-U.S. issuers are subject to all of the risks of investing in the market of such issuers, including market fluctuations caused by economic and political developments. As a result of investing in non-U.S. securities, a fund may be subject to increased risk of loss caused by any of the following factors: (i) Lower levels of liquidity and market efficiency; (ii) Greater securities price volatility; (iii) Exchange rate fluctuations and exchange controls; (iv) Less availability of public information about issuers; (v) Limitations on foreign ownership of securities; (vi) Imposition of withholding or other taxes; (vii) Imposition of restrictions on the expatriation of the funds or other assets of a fund; (viii) Higher transaction and custody costs and delays in settlement procedures; (ix) Difficulties in enforcing contractual obligations; (x) Lower levels of regulation of the securities market; (xi) Weaker accounting, disclosure and reporting requirements; and (xii) Legal principles relating to corporate governance, directors' fiduciary duties and liabilities and stockholders' rights in markets in which a fund invests may differ and/or may not be as extensive or protective as those that apply in the United States.

Privatization Risk — Some countries in which the funds invest have begun a process of privatizing certain entities and industries. Historically, investors in some recently privatized entities have suffered losses due to the inability of the recently privatized company to adjust quickly to a competitive environment or changing regulatory and legal standards or, in some cases, due to re-nationalization of such privatized entities. There is no assurance that such losses will not recur.

Reliance on Trading Partners Risk — Economies in emerging market countries generally are dependent heavily upon commodity prices and international trade and, accordingly, may be affected adversely by the economies of their trading partners, trade barriers, exchange controls, managed adjustments in relative currency values, and may suffer from extreme and volatile debt burdens or inflation rates:

Security Risk — Some geographic areas in which a fund invests have experienced acts of terrorism or strained international relations due to territorial disputes, historical animosities or other defense concerns. These situations may cause uncertainty in the markets of these geographic areas and may adversely affect the performance of their economies.

Structural Risks — Certain emerging market countries are subject to a considerable degree of economic, political and social instability.

U.S. Economic Risk — The United States is a significant trading partner of many emerging markets in which a fund invests. Decreasing U.S. imports, new trade regulations, changes in the U.S. dollar exchange rates or a recession in the United States may have an adverse impact on these markets.

Issuer Risk — Fund performance depends on the performance of individual securities in which a fund invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures or other factors. Issuers may, in times of distress or at their own discretion, decide to reduce or eliminate dividends, which may also cause their stock prices to decline.

Liquidity Risk — Liquidity risk exists when particular investments are difficult to purchase or sell. If a fund invests in illiquid securities or securities that become illiquid, it may reduce the returns of the fund because the fund may be unable to sell the illiquid securities at an advantageous time or price.

Management Risk — A fund does not fully replicate its Underlying Index and may hold securities not included in its Underlying Index. As a result, a fund is subject to the risk that the manager's investment management strategy, the implementation of which is subject to a number of constraints, may not produce the intended results.

Market Risk — A fund could lose money due to short-term market movements and over longer periods during market downturns. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the markets. The value of a security may decline due to general market conditions, economic trends or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected. Fixed income securities with short-term maturities are generally less sensitive to such changes than fixed-income securities with longer-term maturities.

Market Trading Risks

Absence of Active Market — Although shares of the funds are listed for trading on one or more stock exchanges, there can be no assurance that an active trading market for such shares will develop or be maintained.

Risks of Secondary Listings — The funds' shares may be listed or traded on U.S. and non U.S. stock exchanges other than the U.S. stock exchange where the funds' primary listing is maintained. There can be no assurance that the funds' shares will continue to trade on any such stock exchange or in any market or that the funds' shares will continue to meet the requirements for listing or trading on any exchange or in any market. The funds' shares may be less actively traded in certain markets than others, and investors are subject to the execution and settlement risks and market standards of the market where they or their broker direct their trades for execution. Certain information available to investors who trade fund shares on a U.S. stock exchange during regular U.S. market hours may not be available to investors who trade in other markets, which may result in secondary market prices in such markets being less efficient.

Secondary Market Trading Risks — Shares of a fund may trade in the secondary market at times when the fund does not accept orders to purchase or redeem shares. At such times, shares may trade in the secondary market with more significant premiums or discounts than might be experienced at times when the fund accepts purchase and redemption orders. Secondary market trading in fund shares may be halted by a stock exchange because of market conditions or other reasons. In addition, trading in fund shares on a stock exchange or in any market may be subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules on the exchange or market. There can be no assurance that the requirements necessary to maintain the listing or trading of fund shares will continue to be met or will remain unchanged.

Shares of a Fund May Trade at Prices Other Than NAV — Shares of a fund trade on stock exchanges at prices at, above or below their most recent NAV. The per share NAV of a fund is calculated at the end of each business day and fluctuates with changes in the market value of the fund's holdings since the most recent calculation. The trading prices of a fund's shares fluctuate continuously throughout trading hours based on market supply and demand rather than NAV. The trading prices of a fund's shares may deviate significantly from NAV during periods of market volatility. ANY OF THESE FACTORS MAY LEAD TO A FUND'S SHARES TRADING AT A PREMIUM OR DISCOUNT TO NAV. However, because shares can be created and redeemed in Creation Units at NAV (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAVs), the manager believes that large discounts or premiums to the NAV of a fund are not likely to be sustained over the long-term. While the creation/redemption feature is designed to make it likely that a fund's shares normally will trade on exchanges at prices close to the fund's next calculated NAV, exchange prices are not expected to correlate exactly with the fund's NAV due to timing reasons as well as market supply and demand factors. In addition, disruptions to creations and redemptions or the existence of extreme market volatility may result in trading prices that differ significantly from NAV. If a shareholder purchases at a time when the market price is at a premium to the NAV or sells at a time when the market price is at a discount to the NAV, the shareholder may sustain losses.

Pricing risk — If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different from the value realized upon such investment's sale. As a result, you could pay more than the market value when buying Portfolio units or receive less than the market value when selling Portfolio units.

Costs of Buying or Selling Fund Shares — Buying or selling fund shares involves two types of costs that apply to all securities transactions. When buying or selling shares of a fund through a broker, the Portfolio may incur a brokerage commission or other charges imposed by brokers as determined by that broker. In addition, the Portfolio may incur the cost of the "spread" - that is, the difference between what professional investors are willing to pay for fund shares (the "bid" price) and the price at which they are willing to sell fund shares (the "ask" price). Because of the costs inherent in buying or selling fund shares, frequent trading may detract significantly from investment results and an investment in fund shares may not be advisable for investors who anticipate regularly making small investments.

Mortgage-Backed Securities Risk — One of the funds may invest in mortgage-backed securities issued by Ginnie Mae, Fannie Mae, and Freddie Mac. While securities issued by Ginnie Mae are backed by the full faith and credit of the U.S. government, securities issued by Fannie Mae and Freddie Mac are not backed by the full faith and credit of the U.S. government, and there can be no assurance that the U.S. government would provide financial support to its agencies or instrumentalities where it is not obliged to do so.

Mortgage-backed securities are subject to prepayment risk, which is the risk that during periods of falling interest rates, an issuer of mortgages and other securities may be able to repay principal prior to the security's maturity causing the fund to have to reinvest in securities with a lower yield, resulting in a decline to the fund's income.

Mortgage-backed securities are also subject to extension risk, which is the risk that when interest rates rise, certain mortgage-backed securities will be paid off substantially more slowly than originally anticipated and the value of those securities may fall sharply, resulting in a decline to the fund's income.

Because of prepayment and extension risk, mortgage-backed securities react differently to changes in interest rates than other bonds. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

In recent years, the market for mortgage-backed securities experienced substantially lower valuations and greatly reduced liquidity. Ongoing economic and market uncertainty suggests that mortgage-backed securities may continue to be more difficult to value and to dispose of than previously.

Mid-Capitalization Companies Risk — Many of the companies included in the Underlying Index may be considered mid-capitalization companies. Stock prices of mid-capitalization companies may be more volatile than those of large-capitalization companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by large-capitalization companies. Stock prices of mid-capitalization companies are also more vulnerable than those of large-capitalization stocks to adverse business or economic developments and the stocks of mid-capitalization companies may be less liquid, making it difficult for a fund to buy and sell them. In addition, mid-capitalization companies generally have less diverse product lines than large-capitalization companies and are more susceptible to adverse developments related to their products.

Non-Diversification Risk — Some of the funds are classified as "non-diversified." This means that the fund may invest a large percentage of its assets in securities issued by or representing a small number of issuers. As a result, the fund may be more susceptible to the risks associated with these particular issuers, or to a single economic, political or regulatory occurrence affecting these issuers.

Non-U.S. Issuers Risk — A fund may invest in U.S.-registered, dollar-denominated bonds of non-U.S. corporations, governments, agencies and supra-national entities. Investing in bonds issued by non-U.S. issuers has different risks from investing in bonds issued by U.S. issuers. These include differences in accounting, auditing and financial reporting standards, the possibility of expropriation or confiscatory taxation, adverse changes in investment or exchange control regulations, political instability which could affect U.S. investments in non-U.S. countries, and potential restrictions of the flow of international capital. Non-U.S. issuers may be subject to less governmental regulation than U.S. issuers. Moreover, individual non-U.S. economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, capital reinvestment, resource self-sufficiency, and balance of payment positions. In addition, the value of these securities may fluctuate due to changes in the exchange rate of the issuer's local currency against the U.S. dollar.

Passive Investment Risk — The funds are not actively managed and may be affected by a general decline in bond market segments relating to its Underlying Index. The funds invest in securities included in, or representative of, its Underlying Index regardless of their investment merits. The manager does not attempt to take defensive positions in declining markets.

Real Estate Related Investment Risks

Real Estate Investment Risks — One fund invests in Real Estate Companies, such as REITs or real estate holding companies, which exposes investors to the risks of owning real estate directly as well as to risks that relate specifically to the way in which Real Estate Companies are organized and operated. Real estate is highly sensitive to general and local economic conditions and developments, and characterized by intense competition and periodic overbuilding.

Concentration Risk — Real Estate Companies may lack diversification due to ownership of a limited number of properties and concentration in a particular geographic region or property type.

Interest Rate Risk — Rising interest rates could result in higher costs of capital for Real Estate Companies, which could negatively impact a Real Estate Company's ability to meet its payment obligations.

Leverage Risk — Real Estate Companies may use leverage (and some may be highly leveraged), which increases investment risk and the risks normally associated with debt financing and could adversely affect a Real Estate Company's operations and market value in periods of rising interest rates. Financial covenants related to a Real Estate Company's leveraging may affect the ability of the Real Estate Company to operate effectively. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of a Real Estate Company to make payments of any interest and principal on its debt securities will be adversely affected.

Liquidity Risk — Investing in Real Estate Companies may involve risks similar to those associated with investing in small capitalization companies. Real Estate Company securities, like the securities of other smaller companies, may be more volatile than, and perform differently from, shares of large capitalization companies. There may be less trading in Real Estate Company shares, which means that buy and sell transactions in those shares could have a magnified impact on share price, resulting in abrupt or erratic price fluctuations. In addition, real estate is relatively illiquid and, therefore, a Real Estate Company may have a limited ability to vary or liquidate properties in response to changes in economic or other conditions.

Management Risk — Real Estate Companies are dependent upon management skills and may have limited financial resources. Real Estate Companies are generally not diversified and may be subject to heavy cash flow dependency, default by borrowers and self-liquidation. In addition, transactions between Real Estate Companies and their affiliates may be subject to conflicts of interest, which may adversely affect a Real Estate Company's shareholders. A Real Estate Company may also have joint venture investments in certain of its properties and, consequently, its ability to control decisions relating to such properties may be limited.

Property Risk — Real Estate Companies may be subject to risks relating to functional obsolescence or reduced desirability of properties; extended vacancies due to economic conditions and tenant bankruptcies; catastrophic events such as earthquakes, hurricanes and terrorist acts; and casualty or condemnation losses. Real estate income and values also may be greatly affected by demographic trends, such as population shifts or changing tastes and values, or increasing vacancies or declining rents resulting from legal, cultural, technological, global or local economic developments.

Regulatory Risk — Real estate income and values may be adversely affected by such factors as applicable domestic and foreign laws (including tax laws). Government actions, such as tax increases, zoning law changes or environmental regulations, also may have a major impact on real estate.

Repayment Risk — The prices of Real Estate Company securities may drop because of the failure of borrowers to repay their loans, poor management, and the inability to obtain financing either on favorable terms or at all. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of the real estate company to make payments of interest and principal on their loans will be adversely affected. Many Real Estate Companies utilize leverage, which increases investment risk and could adversely affect a company's operations and market value in periods of rising interest rates.

U.S. Tax Risk — Certain U.S. Real Estate Companies are subject to special U.S. federal tax requirements. A REIT that fails to comply with such tax requirements may be subject to U.S. federal income taxation, which may affect the value of the REIT and the characterization of the REIT's distributions. The U.S. federal tax requirement that a REIT distribute substantially all of its net income to its shareholders may result in a REIT having insufficient capital for future expenditures.

Securities Lending Risk — A fund may engage in securities lending. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. A fund may lose money and there may be a delay in recovering the loaned securities. A fund could also lose money if the value of the collateral provided for the loaned securities or the value of investments made with cash collateral falls. These events could also trigger adverse tax consequences for a fund.

Small-Capitalization Companies Risk — Many of the companies in which a fund invests may be considered small-capitalization companies. Stock prices of small-capitalization companies may be more volatile than those of larger companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by larger-capitalization companies. Stock prices of small-capitalization companies are generally more vulnerable than those of large-capitalization companies to adverse business and economic developments. The stocks of small-capitalization companies may be thinly traded, making it difficult for a fund to buy and sell them. In addition, small-capitalization companies are typically less stable financially than larger, more established companies and may depend on a small number of essential personnel, making them more vulnerable to loss of personnel. Small-capitalization companies also normally have less diverse product lines than larger capitalization companies and are more susceptible to adverse developments concerning their products.

Tracking Error Risk — Imperfect correlation between a fund's portfolio securities and those in its Underlying Index, rounding of prices, changes to the Underlying Index and regulatory requirements may cause tracking error, the divergence of a fund's performance from that of its Underlying Index. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because a fund incurs fees and expenses while its Underlying Index does not.

Valuation Risk — Because non-U.S. exchanges may be open on days when a fund does not price its shares, the value of the securities in the fund's portfolio may change on days when shareholders will not be able to purchase or sell the fund's shares.

Moderate ETF Portfolio

Investment Manager: BlackRock Fund Advisors and BlackRock Institutional Trust Company, N.A.

Investment Objective: The Portfolio is designed for investors tolerant of moderate risk and seeking long-term growth of capital and moderate income.

Principal Investment Strategy: The manager uses a "passive" or indexing approach to achieve each Underlying Fund's investment objective. Unlike many investment companies, the Underlying Funds do not try to "beat" the indexes they track and do not seek temporary defensive positions when markets decline or appear overvalued. Indexing may eliminate some of the risks of active management, such as poor security selection. Each Underlying Fund invests the majority of its assets in the securities of its underlying index and may invest its other assets in futures contracts, options on futures contracts, options, and swaps related to its Underlying Index, as well as cash and cash equivalents, including shares of money market funds affiliated with the manager. For all Underlying Funds in the ETF Portfolios, the manager uses a representative sampling indexing strategy.

The Moderate ETF Portfolio currently intends to hold about 35% of its assets in Underlying Funds that invest primarily in U.S. equities, 15% of its assets in Underlying Funds that invest primarily in international equities, 3% of its assets in Underlying Funds that invest primarily in real estate, and the remaining 47% of its assets in Underlying Funds that invest primarily in fixed income.

The Moderate ETF Portfolio invests in multiple Underlying Funds and has a pre-determined asset allocation that remains generally fixed. The asset allocations will be reviewed annually and may be updated to take into account changes in risk and correlations of the asset classes and Underlying Fund. The Moderate ETF Portfolio holds Underlying Funds comprised of iShares ETFs. For more information regarding the iShares Underlying Funds, see "ADDITIONAL INFORMATION ABOUT CERTAIN UNDERLYING INVESTMENTS" starting on page 88.

The approximate target asset allocation of the Moderate ETF Portfolio as of March 31, 2011 is as follows:

ASSET ALLOCATION PORTFOLIOS
TARGET ALLOCATIONS

Underlying Investments	Asset Class	Moderate ETF Portfolio
iShares Russell 1000 Index Fund	U.S. Equities	31%
iShares Russell 2000 Index Fund	U.S. Equities	4%
iShares Cohen & Steers Realty Majors Index Fund	Real Estate	3%
iShares MSCI EAFE Index Fund	International Equities	11%
iShares Emerging Markets Index Fund	International Equities	4%
iShares Barclays Aggregate Bond Fund	U.S. Fixed Income	40%
iShares Barclays TIPS Bond Fund	U.S. Fixed Income	7%

Principal Investment Risks: The Portfolio is subject to the principal risks noted below, any of which may adversely affect an Underlying Fund's NAV, trading price, yield, total return, and ability to meet its investment objective. You could lose all or part of your investment in the Portfolio, and the Portfolio could underperform other investments.

Asset Class Risk — The securities in an Underlying Index or a fund's portfolio may underperform the returns of other securities or indexes that track other countries, regions, industries, groups of industries, markets, asset classes or sectors. Various types of securities or indexes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

Call Risk — During periods of falling interest rates, an issuer of a callable bond may "call" or repay a security before its stated maturity, which may result in a fund having to reinvest the proceeds at lower interest rates, resulting in a decline in the fund's income.

Concentration Risk — To the extent that a fund's portfolio reflects its Underlying Index's concentration in the securities of issuers in a particular market, industry, group of industries, sector or asset class, the fund may be adversely affected by the performance of those securities, may be subject to increased price volatility and may be more susceptible to adverse economic, market, political, or regulatory occurrences affecting that market, industry, group of industries, sector or asset class.

Credit Risk— Credit risk is the risk that an issuer or guarantor of debt instruments or the counterparty to a derivatives contract, repurchase agreement or loan of portfolio securities will be unable or unwilling to make timely interest and/or principal payments or to otherwise honor its obligations. Debt instruments are subject to varying degrees of credit risk, which may be reflected in credit ratings. There is the chance that any of a fund's portfolio holdings will have its credit rating downgraded or will default (fail to make scheduled interest or principal payments), potentially reducing the fund's income level or share price.

Currency Risk — Because a fund's NAV is determined on the basis of the U.S. dollar, investors may lose money if the currency of a foreign market in which the fund invests depreciates against the U.S. dollar, even if the local currency value of the fund's holdings in that market increases.

Custody Risk— Custody risk refers to the risks inherent in the process of clearing and settling trades and to the holding of securities by local banks, agents and depositories. Low trading volumes and volatile prices in less developed markets make trades harder to complete and settle, and governments or trade groups may compel local agents to hold securities in designated depositories that are not subject to independent evaluation. Local agents are held only to the standards of care of their local markets. The less developed a country's securities market is, the greater the likelihood of custody problems.

Derivatives Risk — A derivative is a financial contract, the value of which depends on or is derived from, the value of an underlying asset such as a security or an index. A fund may invest in certain types of derivatives contracts, including futures, options and swaps. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus a fund's losses may be greater if it invests in derivatives than if it invests only in conventional securities.

Equity Securities Risk — Some funds invest in equity securities, which are subject to volatile changes in value that may be attributable to market perception of an individual issuer or to general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than investments in other asset classes.

Geographic Risk — Some markets in which the funds invest are located in parts of the world that have historically been prone to natural disasters such as earthquakes, volcanoes, droughts, floods and tsunamis or are economically sensitive to environmental events. Any natural disaster could have a significant adverse impact on the economies of these geographic areas.

Income Risk — A fund's income may decline when interest rates fall. This decline can occur because a fund must invest in lower-yielding bonds as bonds in its portfolio mature, bonds in the Underlying Index are substituted or the fund otherwise needs to purchase additional bonds. The Index Provider's substitution of bonds in the Underlying Index may occur, for example, when the time to maturity for the bond no longer matches the Underlying Index's stated maturity guidelines.

Interest Rate Risk — As interest rates rise, the value of fixed-income securities held by a fund are likely to decrease. Securities with longer durations tend to be more sensitive to interest rate changes, usually making them more volatile than securities with shorter durations. To the extent a fund invests a substantial portion of its assets in fixed-income securities with longer-term maturities, rising interest rates may cause the value of the fund's investments to decline significantly. Prices of bonds, even inflation-protected bonds, may fall because of a rise in interest rates. However, because most of the bonds in a fund's portfolio are inflation-protected obligations of the U.S. Treasury that are adjusted for inflation, the fund may be less affected by increases in interest rates and interest rate risk than conventional government bond funds with a similar average maturity.

International Investing Risks

Asian Economic Risk — Certain Asian economies have experienced over-extension of credit, currency devaluations and restrictions, high unemployment, high inflation, decreased exports and economic recessions. Economic events in anyone country can have a significant economic effect on the entire Asian region as well as on major trading partners outside Asia and any adverse event in the Asian markets may have a significant adverse effect on other Asian economies and certain emerging markets.

Australasia Economic Risk — The economies of Australasia, which includes Australia and New Zealand, are dependent on exports from the agricultural and mining sectors. This makes Australasian economies susceptible to fluctuations in the commodity markets. Australasian economies are also increasingly dependent on their growing service industries. Because the economies of Australasia are dependent on the economies of Asia, Europe and the United States as key trading partners and investors, reduction in spending by any of these trading partners on Australasian products and services or negative changes in any of these economies may cause an adverse impact on the Australasian economies.

Economic Risk — Some emerging market countries have experienced currency devaluations and substantial (and, in some cases, extremely high) rates of inflation, while others have experienced economic recessions causing a negative effect on the economies and securities markets of such emerging countries.

Emerging Markets Risk — Investments in emerging markets are subject to a greater risk of loss than investments in developed markets. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, greater risk of a market shutdown and more governmental limitations on foreign investments than typically found in developed markets.

Expropriation Risk — Investing in emerging market countries involves a great risk of loss due to expropriation, nationalization, confiscation of assets and property or the imposition of restrictions on foreign investments and repatriation of capital invested by certain emerging market countries.

European Economic Risk — The Economic and Monetary Union of the EU requires compliance with restrictions on inflation rates, deficits, interest rates, debt levels and fiscal and monetary controls, each of which may significantly affect every country in Europe. Decreasing imports or exports, changes in governmental or EU regulations on trade, changes in the exchange rate of the euro and recessions among EU member countries may have a significant adverse effect on the economies of other EU member countries and on major trading partners outside Europe.

Non-U.S. Securities Risks — Investments in the securities of non-U.S. issuers are subject to all of the risks of investing in the market of such issuers, including market fluctuations caused by economic and political developments. As a result of investing in non-U.S. securities, a fund may be subject to increased risk of loss caused by any of the following factors: (i) Lower levels of liquidity and market efficiency; (ii) Greater securities price volatility; (iii) Exchange rate fluctuations and exchange controls; (iv) Less availability of public information about issuers; (v) Limitations on foreign ownership of securities; (vi) Imposition of withholding or other taxes; (vii) Imposition of restrictions on the expatriation of the funds or other assets of a fund; (viii) Higher transaction and custody costs and delays in settlement procedures; (ix) Difficulties in enforcing contractual obligations; (x) Lower levels of regulation of the securities market; (xi) Weaker accounting, disclosure and reporting requirements; and (xii) Legal principles relating to corporate governance, directors' fiduciary duties and liabilities and stockholders' rights in markets in which a fund invests may differ and/or may not be as extensive or protective as those that apply in the United States.

Political and Social Risk — Some governments in emerging market countries are authoritarian in nature or have been installed or removed as a result of military coups, and some governments have periodically used force to suppress civil dissent. Disparities of wealth, the pace and success of democratization, and ethnic, religious and racial disaffection, have also led to social unrest, violence and/or labor unrest in some emerging market countries. Unanticipated political or social developments may result in sudden and significant investment losses.

Privatization Risk — Some countries in which the funds invest have begun a process of privatizing certain entities and industries. Historically, investors in some recently privatized entities have suffered losses due to the inability of the recently privatized company to adjust quickly to a competitive environment or changing regulatory and legal standards or, in some cases, due to re-nationalization of such privatized entities. There is no assurance that such losses will not recur.

Reliance on Trading Partners Risk — Economies in emerging market countries generally are dependent heavily upon commodity prices and international trade and, accordingly, may be affected adversely by the economies of their trading partners, trade barriers, exchange controls, managed adjustments in relative currency values, and may suffer from extreme and volatile debt burdens or inflation rates.

Security Risk — Some geographic areas in which a fund invests have experienced acts of terrorism or strained international relations due to territorial disputes, historical animosities or other defense concerns. These situations may cause uncertainty in the markets of these geographic areas and may adversely affect the performance of their economies.

Structural Risks — Certain emerging market countries are subject to a considerable degree of economic, political and social instability.

U.S. Economic Risk — The United States is a significant trading partner of many emerging markets in which a fund invests. Decreasing U.S. imports, new trade regulations, changes in the U.S. dollar exchange rates or a recession in the United States may have an adverse impact on these markets.

Issuer Risk — Fund performance depends on the performance of individual securities in which a fund invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures or other factors. Issuers may, in times of distress or at their own discretion, decide to reduce or eliminate dividends, which may also cause their stock prices to decline.

Liquidity Risk — Liquidity risk exists when particular investments are difficult to purchase or sell. If a fund invests in illiquid securities or securities that become illiquid, it may reduce the returns of the fund because the fund may be unable to sell the illiquid securities at an advantageous time or price.

Management Risk — A fund does not fully replicate its Underlying Index and may hold securities not included in its Underlying Index. As a result, a fund is subject to the risk that the manager's investment management strategy, the implementation of which is subject to a number of constraints, may not produce the intended results.

Market Risk — A fund could lose money due to short-term market movements and over longer periods during market downturns. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the markets. The value of a security may decline due to general market conditions, economic trends or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected. Fixed income securities with short-term maturities are generally less sensitive to such changes than fixed-income securities with longer-term maturities.

Market Trading Risks

Absence of Active Market — Although shares of the funds are listed for trading on one or more stock exchanges, there can be no assurance that an active trading market for such shares will develop or be maintained.

Risks of Secondary Listings — The funds' shares may be listed or traded on U.S. and non-U.S. stock exchanges other than the U.S. stock exchange where the funds' primary listing is maintained. There can be no assurance that the funds' shares will continue to trade on any such stock exchange or in any market or that the funds' shares will continue to meet the requirements for listing or trading on any exchange or in any market. The funds' shares may be less actively traded in certain markets than others, and investors are subject to the execution and settlement risks and market standards of the market where they or their broker direct their trades for execution. Certain information available to investors who trade fund shares on a U.S. stock exchange during regular U.S. market hours may not be available to investors who trade in other markets, which may result in secondary market prices in such markets being less efficient.

Secondary Market Trading Risks — Shares of a fund may trade in the secondary market at times when the fund does not accept orders to purchase or redeem shares. At such times, shares may trade in the secondary market with more significant premiums or discounts than might be experienced at times when the fund accepts purchase and redemption orders. Secondary market trading in fund shares may be halted by a stock exchange because of market conditions or other reasons. In addition, trading in fund shares on a stock exchange or in any market may be subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules on the exchange or market. There can be no assurance that the requirements necessary to maintain the listing or trading of fund shares will continue to be met or will remain unchanged.

Shares of a Fund May Trade at Prices Other Than NAV — Shares of a fund trade on stock exchanges at prices at, above or below their most recent NAV. The per share NAV of a fund is calculated at the end of each business day and fluctuates with changes in the market value of the fund's holdings since the most recent calculation. The trading prices of a fund's shares fluctuate continuously throughout trading hours based on market supply and demand rather than NAV. The trading prices of a fund's shares may deviate significantly from NAV during periods of market volatility. ANY OF THESE FACTORS MAY LEAD TO A FUND'S SHARES TRADING AT A PREMIUM OR DISCOUNT TO NAV. However, because shares can be created and redeemed in Creation Units at NAV (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAVs), the manager believes that large discounts or premiums to the NAV of a fund are not likely to be sustained over the long-term. While the creation/redemption feature is designed to make it likely that a fund's shares normally will trade on exchanges at prices close to the fund's next calculated NAV, exchange prices are not expected to correlate exactly with the fund's NAV due to timing reasons as well as market supply and demand factors. In addition, disruptions to creations and redemptions or the existence of extreme market volatility may result in trading prices that differ significantly from NAV. If a shareholder purchases at a time when the market price is at a premium to the NAV or sells at a time when the market price is at a discount to the NAV, the shareholder may sustain losses.

Pricing risk — If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different from the value realized upon such investment's sale. As a result, you could pay more than the market value when buying Portfolio units or receive less than the market value when selling Portfolio units.

Costs of Buying or Selling Fund Shares — Buying or selling fund shares involves two types of costs that apply to all securities transactions. When buying or selling shares of a fund through a broker, the Portfolio may incur a brokerage commission or other charges imposed by brokers as determined by that broker. In addition, the Portfolio may incur the cost of the "spread" — that is, the difference between what professional investors are willing to pay for fund shares (the "bid" price) and the price at which they are willing to sell fund shares (the "ask" price). Because of the costs inherent in buying or selling fund shares, frequent trading may detract significantly from investment results and an investment in fund shares may not be advisable for investors who anticipate regularly making small investments.

Mid-Capitalization Companies Risk — Many of the companies included in the Underlying Index may be considered mid-capitalization companies. Stock prices of mid-capitalization companies may be more volatile than those of large-capitalization companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by large-capitalization companies. Stock prices of mid-capitalization companies are also more vulnerable than those of large-capitalization stocks to adverse business or economic developments and the stocks of mid-capitalization companies may be less liquid, making it difficult for a fund to buy and sell them. In addition, mid-capitalization companies generally have less diverse product lines than large-capitalization companies and are more susceptible to adverse developments related to their products.

Mortgage-Backed Securities Risk — One of the funds may invest in mortgage-backed securities issued by Ginnie Mae, Fannie Mae, and Freddie Mac. While securities issued by Ginnie Mae are backed by the full faith and credit of the U.S. government, securities issued by Fannie Mae and Freddie Mac are not backed by the full faith and credit of the U.S. government, and there can be no assurance that the U.S. government would provide financial support to its agencies or instrumentalities where it is not obliged to do so.

Mortgage-backed securities are subject to prepayment risk, which is the risk that during periods of falling interest rates, an issuer of mortgages and other securities may be able to repay principal prior to the security's maturity causing the fund to have to reinvest in securities with a lower yield, resulting in a decline to the fund's income.

Mortgage-backed securities are also subject to extension risk, which is the risk that when interest rates rise, certain mortgage-backed securities will be paid off substantially more slowly than originally anticipated and the value of those securities may fall sharply, resulting in a decline to the fund's income.

Because of prepayment and extension risk, mortgage-backed securities react differently to changes in interest rates than other bonds. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

In recent years, the market for mortgage-backed securities experienced substantially lower valuations and greatly reduced liquidity. Ongoing economic and market uncertainty suggests that mortgage-backed securities may continue to be more difficult to value and to dispose of than previously.

Non-Diversification Risk — Some of the funds are classified as "non-diversified." This means that the fund may invest a large percentage of its assets in securities issued by or representing a small number of issuers. As a result, the fund may be more susceptible to the risks associated with these particular issuers, or to a single economic, political or regulatory occurrence affecting these issuers.

Non-U.S. Issuers Risk — A fund may invest in U.S.-registered, dollar-denominated bonds of non-U.S. corporations, governments, agencies and supra-national entities. Investing in bonds issued by non-U.S. issuers has different risks from investing in bonds issued by U.S. issuers. These include differences in accounting, auditing and financial reporting standards, the possibility of expropriation or confiscatory taxation, adverse changes in investment or exchange control regulations, political instability which could affect U.S. investments in non-U.S. countries, and potential restrictions of the flow of international capital. Non-U.S. issuers may be subject to less governmental regulation than U.S. issuers. Moreover, individual non-U.S. economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payment positions. In addition, the value of these securities may fluctuate due to changes in the exchange rate of the issuer's local currency against the U.S. dollar.

Passive Investment Risk — The funds are not actively managed and may be affected by a general decline in bond market segments relating to its Underlying Index. The funds invest in securities included in, or representative of, its Underlying Index regardless of their investment merits. The manager does not attempt to take defensive positions in declining markets.

Real Estate Related Investment Risks

Real Estate Investment Risks — One fund invests in Real Estate Companies, such as REITs or real estate holding companies, which exposes investors to the risks of owning real estate directly as well as to risks that relate specifically to the way in which Real Estate Companies are organized and operated. Real estate is highly sensitive to general and local economic conditions and developments, and characterized by intense competition and periodic overbuilding.

Concentration Risk — Real Estate Companies may lack diversification due to ownership of a limited number of properties and concentration in a particular geographic region or property type.

Interest Rate Risk — Rising interest rates could result in higher costs of capital for Real Estate Companies, which could negatively impact a Real Estate Company's ability to meet its payment obligations.

Leverage Risk — Real Estate Companies may use leverage (and some may be highly leveraged), which increases investment risk and the risks normally associated with debt financing and could adversely affect a Real Estate Company's operations and market value in periods of rising interest rates. Financial covenants related to a Real Estate Company's leveraging may affect the ability of the Real Estate Company to operate effectively. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of a Real Estate Company to make payments of any interest and principal on its debt securities will be adversely affected.

Liquidity Risk — Investing in Real Estate Companies may involve risks similar to those associated with investing in small-capitalization companies. Real Estate Company securities, like the securities of other smaller companies, may be more volatile than, and perform differently from, shares of large-capitalization companies. There may be less trading in Real Estate Company shares, which means that buy and sell transactions in those shares could have a magnified impact on share price, resulting in abrupt or erratic price fluctuations. In addition, real estate is relatively illiquid and, therefore, a Real Estate Company may have a limited ability to vary or liquidate properties in response to changes in economic or other conditions.

Management Risk — Real Estate Companies are dependent upon management skills and may have limited financial resources. Real Estate Companies are generally not diversified and may be subject to heavy cash flow dependency, default by borrowers and self-liquidation. In addition, transactions between Real Estate Companies and their affiliates may be subject to conflicts of interest, which may adversely affect a Real Estate Company's shareholders. A Real Estate Company may also have joint venture investments in certain of its properties and, consequently, its ability to control decisions relating to such properties may be limited.

Property Risk — Real Estate Companies may be subject to risks relating to functional obsolescence or reduced desirability of properties; extended vacancies due to economic conditions and tenant bankruptcies; catastrophic events such as earthquakes, hurricanes and terrorist acts; and casualty or condemnation losses. Real estate income and values also may be greatly affected by demographic trends, such as population shifts or changing tastes and values, or increasing vacancies or declining rents resulting from legal, cultural, technological, global or local economic developments.

Regulatory Risk — Real estate income and values may be adversely affected by such factors as applicable domestic and foreign laws (including tax laws). Government actions, such as tax increases, zoning law changes or environmental regulations, also may have a major impact on real estate.

Repayment Risk — The prices of Real Estate Company securities may drop because of the failure of borrowers to repay their loans, poor management, and the inability to obtain financing either on favorable terms or at all. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of the real estate company to make payments of interest and principal on their loans will be adversely affected. Many Real Estate Companies utilize leverage, which increases investment risk and could adversely affect a company's operations and market value in periods of rising interest rates.

U.S. Tax Risk — Certain U.S. Real Estate Companies are subject to special U.S. federal tax requirements. A REIT that fails to comply with such tax requirements may be subject to U.S. federal income taxation, which may affect the value of the REIT and the characterization of the REIT's distributions. The U.S. federal tax requirement that a REIT distribute substantially all of its net income to its shareholders may result in a REIT having insufficient capital for future expenditures.

Securities Lending Risk — A fund may engage in securities lending. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. A fund may lose money and there may be a delay in recovering the loaned securities. A fund could also lose money if the value of the collateral provided for the loaned securities or the value of investments made with cash collateral falls. These events could also trigger adverse tax consequences for a fund.

Small-Capitalization Companies Risk — Many of the companies in which a fund invests may be considered small-capitalization companies. Stock prices of small-capitalization companies may be more volatile than those of larger companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by larger-capitalization companies. Stock prices of small-capitalization companies are generally more vulnerable than those of large-capitalization companies to adverse business and economic developments. The stocks of small-capitalization companies may be thinly traded, making it difficult for a fund to buy and sell them. In addition, small-capitalization companies are typically less stable financially than larger, more established companies and may depend on a small number of essential personnel, making them more vulnerable to loss of personnel. Small-capitalization companies also normally have less diverse product lines than larger capitalization companies and are more susceptible to adverse developments concerning their products.

Tracking Error Risk — Imperfect correlation between a fund's portfolio securities and those in its Underlying Index, rounding of prices, changes to the Underlying Index and regulatory requirements may cause tracking error, the divergence of a fund's performance from that of its Underlying Index. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because a fund incurs fees and expenses while its Underlying Index does not.

Valuation Risk — Because non-U.S. exchanges may be open on days when a fund does not price its shares, the value of the securities in the fund's portfolio may change on days when shareholders will not be able to purchase or sell the fund's shares.

Conservative ETF Portfolio

Investment Manager: BlackRock Fund Advisors and BlackRock Institutional Trust Company, N.A.

Investment Objective: The Portfolio is designed for investors seeking income and conservative long-term growth of capital.

Principal Investment Strategy: The manager uses a "passive" or indexing approach to achieve each Underlying Fund's investment objective. Unlike many investment companies, the Underlying Funds do not try to "beat" the indexes they track and do not seek temporary defensive positions when markets decline or appear overvalued. Indexing may eliminate some of the risks of active management, such as poor security selection. Each Underlying Fund invests the majority of its assets in the securities of its underlying index and may invest its other assets in futures contracts, options on futures contracts, options, and swaps related to its Underlying Index, as well as cash and cash equivalents, including shares of money market funds affiliated with the manager. For all Underlying Funds in the ETF Portfolios, the manager uses a representative sampling indexing strategy.

The Conservative ETF Portfolio currently intends to hold about 11% of its assets in Underlying Funds that invest primarily in U.S. equities, 4% of its assets in Underlying Funds that invest primarily in international equities and the remaining 85% of its assets in Underlying Funds that invest primarily in fixed income.

The Conservative ETF Portfolio will invest in multiple Underlying Funds and has a pre-determined asset allocation that remains generally fixed. The asset allocations will be reviewed annually and may be updated to take into account changes in risk and correlations of the asset classes and Underlying Fund. The Conservative ETF Portfolio holds Underlying Funds comprised of iShares exchange traded funds ETFs. For more information regarding the iShares Underlying Funds, see "*ADDITIONAL INFORMATION ABOUT CERTAIN UNDERLYING INVESTMENTS*" starting on page 88.

The approximate target asset allocation of the Conservative ETF Portfolio as of March 31, 2011 is as follows:

ASSET ALLOCATION PORTFOLIOS
TARGET ALLOCATIONS

Underlying Investments	Asset Class	Conservative ETF Portfolio
iShares Russell 1000 Index Fund	U.S Equities	6%
iShares Russell 2000 Index Fund	U.S. Equities	5%
iShares MSCI EAFE Index Fund	International Equities	3%
iShares MSCI Emerging Markets Index Fund	International Equities	1%
iShares Barclays Aggregate Bond Fund	U.S. Fixed Income	72%
iShares Barclays TIPS Bond Fund	U.S. Fixed Income	13%

Principal Investment Risks: The Portfolio is subject to the principal risks noted below, any of which may adversely affect an Underlying Fund's NAV, trading price, yield, total return, and ability to meet its investment objective. You could lose all or part of your investment in the Portfolio, and the Portfolio could underperform other investments.

Asset Class Risk — The securities in an Underlying Index or a fund's portfolio may underperform the returns of other securities or indexes that track other countries, regions, industries, groups of industries, markets, asset classes or sectors. Various types of securities or indexes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

Call Risk — During periods of falling interest rates, an issuer of a callable bond may "call" or repay a security before its stated maturity, which may result in a fund having to reinvest the proceeds at lower interest rates, resulting in a decline in the fund's income.

Concentration Risk — To the extent that a fund's portfolio reflects its Underlying Index's concentration in the securities of issuers in a particular market, industry, group of industries, sector or asset class, the fund may be adversely affected by the performance of those securities, may be subject to increased price volatility and may be more susceptible to adverse economic, market, political, or regulatory occurrences affecting that market, industry, group of industries, sector or asset class.

Credit Risk— Credit risk is the risk that an issuer or guarantor of debt instruments or the counterparty to a derivatives contract, repurchase agreement or loan of portfolio securities will be unable or unwilling to make timely interest and/or principal payments or to otherwise honor its obligations. Debt instruments are subject to varying degrees of credit risk, which may be reflected in credit ratings. There is the chance that any of a fund's portfolio holdings will have its credit rating downgraded or will default (fail to make scheduled interest or principal payments), potentially reducing the fund's income level or share price.

Currency Risk — Because a fund's NAV is determined on the basis of the U.S. dollar, investors may lose money if the currency of a foreign market in which the fund invests depreciates against the U.S. dollar, even if the local currency value of the fund's holdings in that market increases.

Custody Risk— Custody risk refers to the risks inherent in the process of clearing and settling trades and to the holding of securities by local banks, agents and depositories. Low trading volumes and volatile prices in less developed markets make trades harder to complete and settle, and governments or trade groups may compel local agents to hold securities in designated depositories that are not subject to independent evaluation. Local agents are held only to the standards of care of their local markets. The less-developed a country's securities market is, the greater the likelihood of custody problems.

Derivatives Risk — A derivative is a financial contract, the value of which depends on or is derived from, the value of an underlying asset such as a security or an index. A fund may invest in certain types of derivatives contracts, including futures, options and swaps. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus a fund's losses may be greater if it invests in derivatives than if it invests only in conventional securities.

Equity Securities Risk — Some funds invest in equity securities, which are subject to volatile changes in value that may be attributable to market perception of an individual issuer or to general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than investments in other asset classes.

Geographic Risk — Some markets in which the funds invest are located in parts of the world that have historically been prone to natural disasters such as earthquakes, volcanoes, droughts, floods and tsunamis or are economically sensitive to environmental events. Any natural disaster could have a significant adverse impact on the economies of these geographic areas.

Income Risk — A fund's income may decline when interest rates fall. This decline can occur because a fund must invest in lower-yielding bonds as bonds in its portfolio mature, bonds in the Underlying Index are substituted or the fund otherwise needs to purchase additional bonds. The Index Provider's substitution of bonds in the Underlying Index may occur, for example, when the time to maturity for the bond no longer matches the Underlying Index's stated maturity guidelines.

Interest Rate Risk — As interest rates rise, the value of fixed-income securities held by a fund are likely to decrease. Securities with longer durations tend to be more sensitive to interest rate changes, usually making them more volatile than securities with shorter durations. To the extent a fund invests a substantial portion of its assets in fixed-income securities with longer-term maturities, rising interest rates may cause the value of the fund's investments to decline significantly. Prices of bonds, even inflation-protected bonds, may fall because of a rise in interest rates. However, because most of the bonds in a fund's portfolio are inflation-protected obligations of the U.S. Treasury that are adjusted for inflation, the fund may be less affected by increases in interest rates and interest rate risk than conventional government bond funds with a similar average maturity.

International Investing Risks

Asian Economic Risk — Certain Asian economies have experienced over-extension of credit, currency devaluations and restrictions, high unemployment, high inflation, decreased exports and economic recessions. Economic events in anyone country can have a significant economic effect on the entire Asian region as well as on major trading partners outside Asia and any adverse event in the Asian markets may have a significant adverse effect on other Asian economies and certain emerging markets.

Australasia Economic Risk — The economies of Australasia, which includes Australia and New Zealand, are dependent on exports from the agricultural and mining sectors. This makes Australasian economies susceptible to fluctuations in the commodity markets. Australasian economies are also increasingly dependent on their growing service industries. Because the economies of Australasia are dependent on the economies of Asia, Europe and the United States as key trading partners and investors, reduction in spending by any of these trading partners on Australasian products and services or negative changes in any of these economies may cause an adverse impact on the Australasian economies.

Economic Risk — Some emerging market countries have experienced currency devaluations and substantial (and, in some cases, extremely high) rates of inflation, while others have experienced economic recessions causing a negative effect on the economies and securities markets of such emerging countries.

Emerging Markets Risk — Investments in emerging markets are subject to a greater risk of loss than investments in developed markets. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, greater risk of a market shutdown and more governmental limitations on foreign investments than typically found in developed markets.

European Economic Risk — The Economic and Monetary Union of the EU requires compliance with restrictions on inflation rates, deficits, interest rates, debt levels and fiscal and monetary controls, each of which may significantly affect every country in Europe. Decreasing imports or exports, changes in governmental or EU regulations on trade, changes in the exchange rate of the euro and recessions among EU member countries may have a significant adverse effect on the economies of other EU member countries and on major trading partners outside Europe.

Expropriation Risk — Investing in emerging market countries involves a great risk of loss due to expropriation, nationalization, confiscation of assets and property or the imposition of restrictions on foreign investments and repatriation of capital invested by certain emerging market countries.

Non-U.S. Securities Risks — Investments in the securities of non-U.S. issuers are subject to all of the risks of investing in the market of such issuers, including market fluctuations caused by economic and political developments. As a result of investing in non-U.S. securities, a fund may be subject to increased risk of loss caused by any of the following factors: (i) Lower levels of liquidity and market efficiency; (ii) Greater securities price volatility; (iii) Exchange rate fluctuations and exchange controls; (iv) Less availability of public information about issuers; (v) Limitations on foreign ownership of securities; (vi) Imposition of withholding or other taxes; (vii) Imposition of restrictions on the expatriation of the funds or other assets of a fund; (viii) Higher transaction and custody costs and delays in settlement procedures; (ix) Difficulties in enforcing contractual obligations; (x) Lower levels of regulation of the securities market; (xi) Weaker accounting, disclosure and reporting requirements; and (xii) Legal principles relating to corporate governance, directors' fiduciary duties and liabilities and stockholders' rights in markets in which a fund invests may differ and/or may not be as extensive or protective as those that apply in the United States.

Political and Social Risk — Some governments in emerging market countries are authoritarian in nature or have been installed or removed as a result of military coups, and some governments have periodically used force to suppress civil dissent. Disparities of wealth, the pace and success of democratization, and ethnic, religious and racial disaffection, have also led to social unrest, violence and/or labor unrest in some emerging market countries. Unanticipated political or social developments may result in sudden and significant investment losses.

Privatization Risk — Some countries in which the funds invest have begun a process of privatizing certain entities and industries. Historically, investors in some recently privatized entities have suffered losses due to the inability of the recently privatized company to adjust quickly to a competitive environment or changing regulatory and legal standards or, in some cases, due to re-nationalization of such privatized entities. There is no assurance that such losses will not recur.

Reliance on Trading Partners Risk — Economies in emerging market countries generally are dependent heavily upon commodity prices and international trade and, accordingly, may be affected adversely by the economies of their trading partners, trade barriers, exchange controls, managed adjustments in relative currency values, and may suffer from extreme and volatile debt burdens or inflation rates.

Security Risk — Some geographic areas in which a fund invests have experienced acts of terrorism or strained international relations due to territorial disputes, historical animosities or other defense concerns. These situations may cause uncertainty in the markets of these geographic areas and may adversely affect the performance of their economies.

Structural Risks — Certain emerging market countries are subject to a considerable degree of economic, political and social instability.

U.S. Economic Risk — The United States is a significant trading partner of many emerging markets in which a fund invests. Decreasing U.S. imports, new trade regulations, changes in the U.S. dollar exchange rates or a recession in the United States may have an adverse impact on these markets.

Issuer Risk — Fund performance depends on the performance of individual securities in which a fund invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures or other factors. Issuers may, in times of distress or at their own discretion, decide to reduce or eliminate dividends, which may also cause their stock prices to decline.

Liquidity Risk — Liquidity risk exists when particular investments are difficult to purchase or sell. If a fund invests in illiquid securities or securities that become illiquid, it may reduce the returns of the fund because the fund may be unable to sell the illiquid securities at an advantageous time or price.

Management Risk — A fund does not fully replicate its Underlying Index and may hold securities not included in its Underlying Index. As a result, a fund is subject to the risk that the manager's investment management strategy, the implementation of which is subject to a number of constraints, may not produce the intended results.

Market Risk — A fund could lose money due to short-term market movements and over longer periods during market downturns. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the markets. The value of a security may decline due to general market conditions, economic trends or events that are not specifically related to the issuer of the security or to factors that affect a particular industry or industries. During a general downturn in the securities markets, multiple asset classes may be negatively affected. Fixed income securities with short-term maturities are generally less sensitive to such changes than fixed-income securities with longer-term maturities.

Market Trading Risks

Absence of Active Market — Although shares of the funds are listed for trading on one or more stock exchanges, there can be no assurance that an active trading market for such shares will develop or be maintained.

Risks of Secondary Listings — The funds' shares may be listed or traded on U.S. and non-U.S. stock exchanges other than the U.S. stock exchange where the funds' primary listing is maintained. There can be no assurance that the funds' shares will continue to trade on any such stock exchange or in any market or that the funds' shares will continue to meet the requirements for listing or trading on any exchange or in any market. The funds' shares may be less actively traded in certain markets than others, and investors are subject to the execution and settlement risks and market standards of the market where they or their broker direct their trades for execution. Certain information available to investors who trade fund shares on a U.S. stock exchange during regular U.S. market hours may not be available to investors who trade in other markets, which may result in secondary market prices in such markets being less efficient.

Secondary Market Trading Risks — Shares of a fund may trade in the secondary market at times when the fund does not accept orders to purchase or redeem shares. At such times, shares may trade in the secondary market with more significant premiums or discounts than might be experienced at times when the fund accepts purchase and redemption orders. Secondary market trading in fund shares may be halted by a stock exchange because of market conditions or other reasons. In addition, trading in fund shares on a stock exchange or in any market may be subject to trading halts caused by extraordinary market volatility pursuant to "circuit breaker" rules on the exchange or market. There can be no assurance that the requirements necessary to maintain the listing or trading of fund shares will continue to be met or will remain unchanged.

Shares of a Fund May Trade at Prices Other Than NAV — Shares of a fund trade on stock exchanges at prices at, above or below their most recent NAV. The per share NAV of a fund is calculated at the end of each business day and fluctuates with changes in the market value of the fund's holdings since the most recent calculation. The trading prices of a fund's shares fluctuate continuously throughout trading hours based on market supply and demand rather than NAV. The trading prices of a fund's shares may deviate significantly from NAV during periods of market volatility. ANY OF THESE FACTORS MAY LEAD TO A FUND'S SHARES TRADING AT A PREMIUM OR DISCOUNT TO NAV. However, because shares can be created and redeemed in Creation Units at NAV (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAVs), the manager believes that large discounts or premiums to the NAV of a fund are not likely to be sustained over the long-term. While the creation/redemption feature is designed to make it likely that a fund's shares normally will trade on exchanges at prices close to the fund's next calculated NAV, exchange prices are not expected to correlate exactly with the fund's NAV due to timing reasons as well as market supply and demand factors. In addition, disruptions to creations and redemptions or the existence of extreme market volatility may result in trading prices that differ significantly from NAV. If a shareholder purchases at a time when the market price is at a premium to the NAV or sells at a time when the market price is at a discount to the NAV, the shareholder may sustain losses.

Costs of Buying or Selling Fund Shares — Buying or selling fund shares involves two types of costs that apply to all securities transactions. When buying or selling shares of a fund through a broker, the Portfolio may incur a brokerage commission or other charges imposed by brokers as determined by that broker. In addition, the Portfolio may incur the cost of the "spread" — that is, the difference between what professional investors are willing to pay for fund shares (the "bid" price) and the price at which they are willing to sell fund shares (the "ask" price). Because of the costs inherent in buying or selling fund shares, frequent trading may detract significantly from investment results and an investment in fund shares may not be advisable for investors who anticipate regularly making small investments.

Pricing Risk — If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different from the value realized upon such investment's sale. As a result, you could pay more than the market value when buying Portfolio units or receive less than the market value when selling Portfolio units.

Mid-Capitalization Companies Risk — Many of the companies included in the Underlying Index may be considered mid-capitalization companies. Stock prices of mid-capitalization companies may be more volatile than those of large-capitalization companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by large-capitalization companies. Stock prices of mid-capitalization companies are also more vulnerable than those of large-capitalization stocks to adverse business or economic developments and the stocks of mid-capitalization companies may be less liquid, making it difficult for a fund to buy and sell them. In addition, mid-capitalization companies generally have less diverse product lines than large-capitalization companies and are more susceptible to adverse developments related to their products.

Mortgage-Backed Securities Risk — One of the funds may invest in mortgage-backed securities issued by Ginnie Mae, Fannie Mae, and Freddie Mac. While securities issued by Ginnie Mae are backed by the full faith and credit of the U.S. government, securities issued by Fannie Mae and Freddie Mac are not backed by the full faith and credit of the U.S. government, and there can be no assurance that the U.S. government would provide financial support to its agencies or instrumentalities where it is not obliged to do so.

Mortgage-backed securities are subject to prepayment risk, which is the risk that during periods of falling interest rates, an issuer of mortgages and other securities may be able to repay principal prior to the security's maturity causing the fund to have to reinvest in securities with a lower yield, resulting in a decline to the fund's income.

Mortgage-backed securities are also subject to extension risk, which is the risk that when interest rates rise, certain mortgage-backed securities will be paid off substantially more slowly than originally anticipated and the value of those securities may fall sharply, resulting in a decline to the fund's income.

Because of prepayment and extension risk, mortgage-backed securities react differently to changes in interest rates than other bonds. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain mortgage-backed securities.

In recent years, the market for mortgage-backed securities experienced substantially lower valuations and greatly reduced liquidity. Ongoing economic and market uncertainty suggests that mortgage-backed securities may continue to be more difficult to value and to dispose of than previously.

Non-Diversification Risk — Some of the funds are classified as "non-diversified." This means that the fund may invest a large percentage of its assets in securities issued by or representing a small number of issuers. As a result, the fund may be more susceptible to the risks associated with these particular issuers, or to a single economic, political or regulatory occurrence affecting these issuers.

Non-U.S. Issuers Risk — A fund may invest in U.S.-registered, dollar-denominated bonds of non-U.S. corporations, governments, agencies and supra-national entities. Investing in bonds issued by non-U.S. issuers has different risks from investing in bonds issued by U.S. issuers. These include differences in accounting, auditing and financial reporting standards, the possibility of expropriation or confiscatory taxation, adverse changes in investment or exchange control regulations, political instability which could affect U.S. investments in non-U.S. countries, and potential restrictions of the flow of international capital. Non-U.S. issuers may be subject to less governmental regulation than U.S. issuers. Moreover, individual non-U.S. economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payment positions. In addition, the value of these securities may fluctuate due to changes in the exchange rate of the issuer's local currency against the U.S. dollar.

Passive Investment Risk — The funds are not actively managed and may be affected by a general decline in bond market segments relating to its Underlying Index. The funds invest in securities included in, or representative of, its Underlying Index regardless of their investment merits. The manager does not attempt to take defensive positions in declining markets.

Real Estate Related Investment Risks

Real Estate Investment Risks — One fund invests in Real Estate Companies, such as REITs or real estate holding companies, which exposes investors to the risks of owning real estate directly as well as to risks that relate specifically to the way in which Real Estate Companies are organized and operated. Real estate is highly sensitive to general and local economic conditions and developments, and characterized by intense competition and periodic overbuilding.

Concentration Risk — Real Estate Companies may lack diversification due to ownership of a limited number of properties and concentration in a particular geographic region or property type.

Interest Rate Risk — Rising interest rates could result in higher costs of capital for Real Estate Companies, which could negatively impact a Real Estate Company's ability to meet its payment obligations.

Leverage Risk — Real Estate Companies may use leverage (and some may be highly leveraged), which increases investment risk and the risks normally associated with debt financing and could adversely affect a Real Estate Company's operations and market value in periods of rising interest rates. Financial covenants related to a Real Estate Company's leveraging may affect the ability of the Real Estate Company to operate effectively. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of a Real Estate Company to make payments of any interest and principal on its debt securities will be adversely affected.

Liquidity Risk — Investing in Real Estate Companies may involve risks similar to those associated with investing in small-capitalization companies. Real Estate Company securities, like the securities of other smaller companies, may be more volatile than, and perform differently from, shares of large-capitalization companies. There may be less trading in Real Estate Company shares, which means that buy and sell transactions in those shares could have a magnified impact on share price, resulting in abrupt or erratic price fluctuations. In addition, real estate is relatively illiquid and, therefore, a Real Estate Company may have a limited ability to vary or liquidate properties in response to changes in economic or other conditions.

Management Risk — Real Estate Companies are dependent upon management skills and may have limited financial resources. Real Estate Companies are generally not diversified and may be subject to heavy cash flow dependency, default by borrowers and self-liquidation. In addition, transactions between Real Estate Companies and their affiliates may be subject to conflicts of interest, which may adversely affect a Real Estate Company's shareholders. A Real Estate Company may also have joint venture investments in certain of its properties and, consequently, its ability to control decisions relating to such properties may be limited.

Property Risk — Real Estate Companies may be subject to risks relating to functional obsolescence or reduced desirability of properties; extended vacancies due to economic conditions and tenant bankruptcies; catastrophic events such as earthquakes, hurricanes and terrorist acts; and casualty or condemnation losses. Real estate income and values also may be greatly affected by demographic trends, such as population shifts or changing tastes and values, or increasing vacancies or declining rents resulting from legal, cultural, technological, global or local economic developments.

Regulatory Risk — Real estate income and values may be adversely affected by such factors as applicable domestic and foreign laws (including tax laws). Government actions, such as tax increases, zoning law changes or environmental regulations, also may have a major impact on real estate.

Repayment Risk — The prices of Real Estate Company securities may drop because of the failure of borrowers to repay their loans, poor management, and the inability to obtain financing either on favorable terms or at all. If the properties do not generate sufficient income to meet operating expenses, including, where applicable, debt service, ground lease payments, tenant improvements, third-party leasing commissions and other capital expenditures, the income and ability of the real estate company to make payments of interest and principal on their loans will be adversely affected. Many Real Estate Companies utilize leverage, which increases investment risk and could adversely affect a company's operations and market value in periods of rising interest rates.

U.S. Tax Risk — Certain U.S. Real Estate Companies are subject to special U.S. federal tax requirements. A REIT that fails to comply with such tax requirements may be subject to U.S. federal income taxation, which may affect the value of the REIT and the characterization of the REITs distributions. The U.S. federal tax requirement that a REIT distribute substantially all of its net income to its shareholders may result in a REIT having insufficient capital for future expenditures.

Securities Lending Risk — A fund may engage in securities lending. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. A fund may lose money and there may be a delay in recovering the loaned securities. A fund could also lose money if the value of the collateral provided for the loaned securities or the value of investments made with cash collateral falls. These events could also trigger adverse tax consequences for a fund.

Small-Capitalization Companies Risk — Many of the companies in which a fund invests may be considered small-capitalization companies. Stock prices of small-capitalization companies may be more volatile than those of larger companies and therefore a fund's share price may be more volatile than those of funds that invest a larger percentage of their assets in stocks issued by larger-capitalization companies. Stock prices of small-capitalization companies are generally more vulnerable than those of large-capitalization companies to adverse business and economic developments. The stocks of small-capitalization companies may be thinly traded, making it difficult for a fund to buy and sell them. In addition, small-capitalization companies are typically less stable financially than larger, more established companies and may depend on a small number of essential personnel, making them more vulnerable to loss of personnel. Small-capitalization companies also normally have less diverse product lines than larger capitalization companies and are more susceptible to adverse developments concerning their products.

Tracking Error Risk — Imperfect correlation between a fund's portfolio securities and those in its Underlying Index, rounding of prices, changes to the Underlying Index and regulatory requirements may cause tracking error, the divergence of a fund's performance from that of its Underlying Index. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because a fund incurs fees and expenses while its Underlying Index does not.

Valuation Risk — Because non-U.S. exchanges may be open on days when a fund does not price its shares, the value of the securities in the fund's portfolio may change on days when shareholders will not be able to purchase or sell the fund's shares.

American Century Government Bond Portfolio

Investment Manager: American Century Investment Management, Inc.

Investment Objective: The Portfolio seeks high current income.

Principal Investment Strategy: The Portfolio invests in the American Century Government Bond Fund, Investor Class. Through its ownership in the fund, the Portfolio invests, under normal market conditions, at least 80% of its assets in U.S. government debt securities, including U.S. Treasury securities and other securities issued or guaranteed by the U.S. government and its agencies and instrumentalities. The fund may change this 80% policy only upon 60 days' prior written notice to shareholders.

Securities issued or guaranteed by the U.S. Treasury and certain U.S. government agencies or instrumentalities, such as the Government National Mortgage Association ("**Ginnie Mae**"), are supported by the full faith and credit of the U.S. government. Securities issued or guaranteed by other U.S. government agencies or instrumentalities, such as the Federal National Mortgage Association ("**Fannie Mae**"), the Federal Home Loan Mortgage Corporation ("**Freddie Mac**"), and the Federal Home Loan Bank ("**FHLB**") are not guaranteed by the U.S. Treasury or supported by the full faith and credit of the U.S. government. However, these agencies or instrumentalities are authorized to borrow from the U.S. Treasury to meet their obligations. In general, securities issued by non-U.S. government entities such as corporations are backed only by the credit of the issuer.

The fund may purchase securities in a number of different ways to seek higher rates of return. For example, by using when-issued and forward commitment transactions, the fund may purchase securities, including mortgage dollar rolls, in advance to generate additional income. The fund may commit up to 35% of its total assets to when-issued or forward commitment agreements.

The fund may invest in derivative instruments such as options, futures contracts, options on futures contracts, and swap agreements (including, but not limited to, credit default swap agreements), or in mortgage- or asset-backed securities; provided, that such investments are in keeping with the fund's investment objective.

The fund's managers monitor the weighted average maturity of the fund. The managers seek to adjust this weighted average maturity as appropriate, taking into account market conditions and other relevant factors.

When determining whether to sell a security, the fund's managers consider, among other things, current and anticipated changes in interest rates, current valuation relative to alternatives in the market, general market conditions and any other factors deemed relevant by the fund's managers.

The fund may engage in active and frequent trading of portfolio securities to achieve its principal investment strategies.

In the event of exceptional market or economic conditions, the fund may, as a temporary defensive measure, invest all or a substantial portion of its assets in cash or cash-equivalent securities. To the extent the fund assumes a defensive position, it will not be pursuing its investment objective.

Principal Investment Risks: The principal risks of investing in the fund (and thus the Portfolio) include:

Interest Rate Risk — When interest rates change, the fund's share value will be affected. Generally, interest rates and the prices of debt securities move in opposite directions. When interest rates fall, the prices of most debt securities rise; when interest rates rise, prices fall. Because the fund invests primarily in debt securities, changes in interest rates will affect the fund's performance. This sensitivity to interest rate changes is called interest rate risk. The degree to which interest rate changes affect fund performance varies and is related to the weighted average maturity of a particular fund. For example, when interest rates rise, you can expect the share value of a long term bond fund to fall more than that of a short-term bond fund. However, when interest rates fall, there is the possibility bonds held by the fund may be redeemed prior to maturity, and that the proceeds would be reinvested in lower-yielding securities. Funds with longer weighted average maturities are more sensitive to interest rate changes. When interest rates rise, the fund's share value will decline, but the share values of funds with longer weighted average maturities generally will decline further.

Prepayment Risk — The fund invests in mortgage-backed securities. When homeowners refinance their mortgages to take advantage of declining interest rates, their existing mortgages are prepaid. The mortgages, which back the securities purchased by the fund, may be prepaid in this fashion. When this happens, the fund will be required to purchase new securities at current market rates, which will usually be lower. Because of this prepayment risk, the fund may benefit less from declining interest rates than funds with similar maturities.

Derivatives Risk — The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional instruments. Derivatives are subject to a number of risks including, liquidity, interest rate, market, and credit risk. They also involve the risk of mispricing or improper valuation, the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index, and the risk of default or bankruptcy of the other party to the instrument. Gains or losses involving some futures, options, and other derivatives may be substantial – in part because a relatively small price movement in these securities may result in an immediate and substantial gain or loss for the fund.

Liquidity Risk — Debt securities can become difficult to sell, or less liquid, for a variety of reasons, such as lack of an active trading market. The chance that the fund will have difficulty selling its debt securities is called liquidity risk. During periods of market turbulence or unusually low trading activity, in order to meet redemptions it may be necessary for the fund to sell securities at prices that could have an adverse effect on the fund's share price.

Principal Loss — The Portfolio's Unit value will fluctuate. As a result, it is possible to lose money by investing in the Portfolio. In general, funds that have a higher potential gain have a higher potential loss.

An investment in the Portfolio is not a bank deposit, and it is not insured or guaranteed by the FDIC or any other government agency.

The fund engages in a variety of investment techniques as it pursues its investment objective. Each technique has its own characteristics and may pose some level of risk to the fund.

American Century Inflation-Adjusted Bond Portfolio

Investment Manager: American Century Investment Management, Inc.

Investment Objective: The Portfolio seeks to provide total return and inflation protection consistent with investment in inflation-indexed securities.

Principal Investment Strategy: The Portfolio invests in the American Century Inflation-Adjusted Bond Fund, Institutional Class. Through its ownership in the fund, the Portfolio invests, under normal market conditions, at least 80% of its assets in inflation adjusted debt securities. The fund may change this 80% policy only upon 60 days' prior written notice to shareholders. These securities include inflation-indexed securities issued by the U.S. Treasury, by other U.S. government agencies and instrumentalities, and by other, non-U.S. government entities such as corporations. Inflation-indexed securities are designed to protect the future purchasing power of the money invested in them; their principal value may be indexed for changes in inflation.

The fund may invest up to 20% of its assets in traditional U.S. Treasury, U.S. government agency, or other non-U.S. government securities that are not inflation-indexed.

Securities issued or guaranteed by the U.S. Treasury and certain U.S. government agencies or instrumentalities, such as Ginnie Mae, are supported by the full faith and credit of the U.S. government. Securities issued or guaranteed by other U.S. government agencies or instrumentalities, such as Fannie Mae, Freddie Mac, and the FHLB are not guaranteed by the U.S. Treasury or supported by the full faith and credit of the U.S. government. However, these agencies or instrumentalities are authorized to borrow from the U.S. Treasury to meet their obligations. In general, securities issued by non-U.S. government entities such as corporations are backed only by the credit of the issuer.

The fund may purchase securities in a number of different ways to seek higher rates of return. To generate additional income, the fund may purchase securities, including mortgage dollar rolls, in advance through when-issued and forward commitment transactions. The fund may commit up to 35% of its total assets to such transactions.

The fund also may invest in derivative instruments such as options, futures contracts, options on futures contracts, and swap agreements (including, but not limited to, credit default swap agreements), or in mortgage- or asset backed securities; provided that such investments are in keeping with the fund's investment objective.

When determining whether to sell a security, the fund's managers consider, among other things, current and anticipated changes in interest rates, current valuation relative to alternatives in the market, general market conditions and any other factors deemed relevant by the fund's managers.

In the event of exceptional market or economic conditions, the fund may, as a temporary defensive measure, invest all or a substantial portion of its assets in cash, cash-equivalent securities, or traditional U.S. government securities. To the extent the fund assumes a defensive position, it will not be pursuing its investment objective.

Principal Investment Risks: The principal risks of investing in the fund (and thus the Portfolio) include:

Interest Rate Risk — Inflation-indexed securities offer a return linked to inflation. They are designed to protect investors from a loss of value due to inflation. However, inflation-indexed securities are still subject to the effects of changes in market interest rates caused by factors other than inflation, or so-called real interest rates. Because inflation-indexed securities trade at prevailing real, or after-inflation, interest rates, changes in these rates affect the fund's share value. Generally, interest rates and the prices of debt securities move in opposite directions. When interest rates fall, the prices of most debt securities rise; when interest rates rise, prices fall. Because the fund invests primarily in debt securities, changes in interest rates will affect the fund's performance. This sensitivity to interest rate changes is called interest rate risk. The degree to which interest rate changes affect fund performance varies and is related to the weighted average maturity of a particular fund. For example, when interest rates rise, you can expect the share value of a long term bond fund to fall more than that of a short-term bond fund. However, when interest rates fall, there is the possibility bonds held by the fund may be redeemed prior to maturity, and that the proceeds would be reinvested in lower-yielding securities.

Credit Risk — An investment in inflation-indexed securities issued by entities other than the U.S. Treasury or the U.S. government and its agencies and instrumentalities increases the potential credit risk associated with the fund. Credit risk is the inability or perceived inability of the issuers of these securities to make interest and principal payments as they become due. As a result, the fund's share price could also decrease. Changes in the credit rating of a debt security held by the fund could have a similar effect. The fund will attempt to mitigate credit risk by limiting its investments to issuers whose credit has been rated BBB or higher, or, if unrated, determined to be of equivalent credit quality by the manager.

Credit risk is the risk that an obligation will not be paid and a loss will result. A high credit rating indicates a high degree of confidence by the rating organization that the issuer will be able to withstand adverse business, financial or economic conditions and make interest and principal payments on time. Generally, a lower credit rating indicates a greater risk of nonpayment. A lower rating also may indicate that the issuer has a more senior series of debt securities, which means that if the issuer has difficulties making its payments, the more senior series of debt is first in line for payment.

The managers do not invest solely on the basis of a debt security's credit rating; they also consider other factors, including potential returns. Higher credit ratings usually mean lower interest rate payments, so the managers often purchase debt securities that are not the highest rated to increase return. If the fund purchases lower-rated debt securities, it assumes additional credit risk.

Credit quality may be lower when the issuer has any of the following: a high debt level, a short operating history, a difficult, competitive environment, or a less stable cash flow.

Derivatives Risk — The use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional instruments. Derivatives are subject to a number of risks including, liquidity, interest rate, market, and credit risk. They also involve the risk of mispricing or improper valuation, the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index, and the risk of default or bankruptcy of the other party to the instrument. Gains or losses involving some futures, options, and other derivatives may be substantial — in part because a relatively small price movement in these securities may result in an immediate and substantial gain or loss for the fund.

Liquidity Risk — Debt securities can become difficult to sell, or less liquid, for a variety of reasons, such as lack of an active trading market. The chance that the fund will have difficulty selling its debt securities is called liquidity risk. During periods of market turbulence or unusually low trading activity, in order to meet redemptions it may be necessary for the fund to sell securities at prices that could have an adverse effect on the fund's share price.

Principal Loss — At any given time your Units may be worth less than the price you paid for them. In other words, it is possible to lose money by investing in the Portfolio.

An investment in the Portfolio is not a bank deposit, and it is not insured or guaranteed by the FDIC or any other government agency.

The fund engages in a variety of investment techniques as it pursues its investment objective. Each technique has its own characteristics and may pose some level of risk to the fund.

American Funds American Mutual Portfolio

Investment Manager: Capital Research and Management Company

Investment Objective: The Portfolio seeks the balanced accomplishment of three objectives: current income, growth of capital, and conservation of principal.

Principal Investment Strategy: The Portfolio invests in the American Funds American Mutual Fund, Class F-1. Through its ownership in the fund, the Portfolio seeks to invest primarily in common stocks of companies that are likely to participate in the growth of the American economy and whose dividends appear to be sustainable. The fund invests primarily in securities of issuers domiciled in the United States and Canada.

The fund's equity investments are limited to securities of companies that are included on its eligible list. In light of the fund's investment objectives and policies, securities are added to, or deleted from, the eligible list by the fund's board of trustees after reviewing and acting upon the recommendations of the fund's investment manager. The investment manager bases its recommendations on a number of factors, such as the fund's investment objectives and policies, whether a company is considered a leader in its industry and a company's dividend payment prospects. Although the fund focuses on investments in medium to large capitalization companies, the fund's investments are not limited to a particular capitalization size.

The fund may also invest in bonds and other debt securities, including those issued by the U.S. government and by federal agencies and instrumentalities. Debt securities purchased by the fund are rated investment grade or better or determined by the fund's investment manger to be of equivalent quality.

The fund relies on the professional judgment of its investment manager to make decisions about the fund's portfolio investments. The basic investment philosophy of the investment manager is to seek to invest in attractively priced securities that, in its opinion, represent good, long-term investment opportunities. The investment manager believes that an important way to accomplish this is through fundamental analysis, which may include meeting with company executives and employees, suppliers, customers and competitors. Securities may be sold when the investment manager believes that they no longer represent relatively attractive investment opportunities. The investment manager uses a system of multiple portfolio counselors in managing the fund's assets. Under this approach, the portfolio of the fund is divided into segments managed by individual counselors who decide how their respective segments will be invested.

Principal Investment Risks:

You may lose money by investing in the Portfolio. The likelihood of loss may be greater if you invest for a shorter period of time. Investors in the Portfolio should have a long-term perspective and be able to tolerate potentially sharp declines in value.

Market conditions — The prices of, and the income generated by, the common stocks and other securities held by the fund may decline due to market conditions and other factors, including those directly involving the issuers of securities held by the fund.

Investing in growth-oriented stocks — Growth-oriented stocks may involve larger price swings and greater potential for loss than other types of investments

Investing in income-oriented stocks — Income provided by the fund may be reduced by changes in the dividend policies of, and capital resources available at, the companies in which the fund invests.

Investing in bonds — Rising interest rates will generally cause the prices of bonds and other debt securities to fall. In addition, falling interest rates may cause an issuer to redeem, "call" or refinance a security before its stated maturity, which may result in the fund having to reinvest the proceeds in lower yielding securities. Longer maturity debt securities may be subject to greater price fluctuations than shorter maturity debt securities.

Bonds and other debt securities are subject to credit risk, which is the possibility that the credit strength of an issuer will weaken and/or an issuer of a debt security will fail to make timely payments of principal or interest and the security will go into default.

Management — The investment manager to the fund actively manages the fund's investments. Consequently, the fund is subject to the risk that the methods and analyses employed by the investment manager in this process may not produce the desired results. This could cause the fund to lose value or its results to lag relevant benchmarks or other funds with similar objectives.

The Portfolio's investment in the fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency, entity, or person. You should consider how this portfolio fits into your overall investment program.

Columbia Mid Cap Index Portfolio

Investment Manager: Columbia Management Investment Advisers, LLC and its affiliates.

Investment Objective: The Portfolio seeks total return, before fees and expenses, that corresponds to the total return of the S&P MidCap 400® Index.

Principal Investment Strategy: The Portfolio invests in the Columbia Mid Cap Index Fund, Class Z. Through its ownership in the fund, the Portfolio invests, under normal circumstances, at least 80% of its net assets in common stocks that comprise the S&P MidCap 400 Index. The fund may invest in derivatives, consisting of stock index futures or options, as substitutes for the underlying securities in the S&P MidCap 400 Index.

Different common stocks have different weightings in the S&P MidCap 400 Index, depending on the amount of stock outstanding and the stock's current price. In seeking to match the performance of the S&P MidCap 400 Index, the fund's manager attempts to allocate the fund's assets among common stocks in approximately the same weightings as the S&P MidCap 400 Index.

The fund attempts to achieve at least a 95% correlation between the performance of the S&P MidCap 400 Index and the fund's investment results, before fees and expenses. The fund's ability to track the S&P MidCap 400 Index is affected by, among other things, transaction costs and other expenses, changes in the composition of the S&P MidCap 400 Index, changes in the number of shares issued by the companies represented in the S&P MidCap 400 Index, and by the timing and amount of shareholder purchases and redemptions.

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

Changing the Fund's Investment Objective and Policies — The fund's investment objective and certain of its investment policies can be changed without shareholder approval unless otherwise stated in the fund's prospectus or SAI. Shareholders vote on changes to other investment policies that are designated as fundamental in accordance with the requirements of the Investment Company Act of 1940, as amended (the "**1940 Act**"). The fund's policy of investing at least 80% of its "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the fund's board without shareholder approval as long as shareholders are given 60 days advance notice of the change.

Investment Guidelines — As a general matter, unless otherwise noted, whenever an investment policy or limitation states a percentage of the fund's assets that may be invested in any security or other asset, or sets forth a policy regarding an investment standard, compliance with that percentage limitation or standard will be determined solely at the time of the fund's acquisition of the security or asset.

Holding Other Kinds of Investments — The fund may hold investments that are not part of its principal investment strategies. These investments are described in the fund's SAI. The fund may choose not to invest in certain securities described in this Plan Description or the fund's prospectus and SAI, although it has the ability to do so.

Investing in Money Market Funds — The fund may invest uninvested cash, including cash collateral received in connection with its securities lending program, in shares of registered or unregistered money market funds, including funds advised by the manager. The fund and its shareholders indirectly bear a portion of the expenses of any money market fund or other fund in which the fund may invest. The manager and its affiliates receive fees from affiliated funds for providing advisory and other services in addition to the fees which they are entitled to receive from the fund for services provided directly.

Lending Securities — The fund may lend portfolio securities to approved broker/dealers or other financial intermediaries on a fully collateralized basis in order to earn additional income. The fund may lose money from securities lending if, for example, it is delayed in or prevented from selling the collateral after the loan is made or recovering the securities loaned or if it incurs losses on the reinvestment of cash collateral. The fund may invest some or all of the cash collateral it receives in connection with its securities lending program in one or more pooled investment vehicles, including, among other vehicles, money market funds managed by the fund's securities lending agent (or its affiliates). The securities lending agent shares in any income resulting from the investment of such cash collateral, and an affiliate of the securities lending agent receives asset-based fees for the management of such pooled investment vehicles, which may create a conflict of interest between the securities lending agent (or its affiliates) and the fund with respect to the management of such cash collateral. Engaging in securities lending is subject to certain risks, including counterparty risk, which is the risk that the counterparty to a transaction could default.

Investing Defensively — The fund may from time to time take temporary defensive investment positions that are inconsistent with the fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions including, for example, investments in money market instruments or holdings of cash or cash equivalents. The fund may not achieve its investment objective while it is investing defensively.

Principal Investment Risks: The fund's principal risks include:

Investment Strategy Risk — The manager uses the principal investment strategies and other investment strategies to seek to achieve the fund's investment objective. There is no assurance that the fund will achieve its investment objective. Investment decisions made by the manager in using these strategies may not produce the returns expected by the manager, may cause the fund's shares to lose value or may cause the fund to underperform other funds with similar investment objectives.

Market Risk — Market risk refers to the possibility that the market values of securities that the 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.

Index Risk — The fund's value will generally decline when the performance of its targeted index declines. In addition, because the 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 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.

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 a 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 the fund's potential gain from favorable market movements. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing the fund to lose more money than it would have lost had it invested in the underlying security or other asset. The values of derivatives may move in unexpected ways, especially in unusual market conditions, and may result in increased volatility, among other consequences. The use of derivatives may also increase the amount of taxes payable by shareholders holding shares in a taxable account. Other risks arise from the fund's potential inability to terminate or to 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 to sell such positions. Over-the-counter instruments (investments 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 derivative transactions when it is deemed favorable to do so, or at all. For more information on the risks of derivative investments and strategies, see the fund's SAI.

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.

These are summaries of the principal risks associated with the principal investment strategies of the fund. Additional risks are associated with other permissible investments of the fund that are described in the fund's SAI together with further information about these principal risks. There is no assurance that the fund will achieve its investment objective.

Columbia Small Cap Index Portfolio

Investment Manager: Columbia Management Investment Advisers, LLC and its affiliates.

Investment Objective: The Portfolio seeks total return, before fees and expenses, that corresponds to the total return of the S&P SmallCap 600® Index.

Principal Investment Strategy: The Portfolio invests in the Columbia Small Cap Index Fund, Class Z. Through its ownership in the fund, the Portfolio invests, under normal circumstances, at least 80% of its net assets in common stocks that comprise the S&P SmallCap 600 Index. The fund may invest in derivatives, consisting of stock index futures or options, as substitutes for the underlying securities in the S&P SmallCap 600 Index.

Different common stocks have different weightings in the S&P SmallCap 600 Index, depending on the amount of stock outstanding and the stock's current price. In seeking to match the performance of the S&P SmallCap 600 Index, the fund's manager attempts to allocate the fund's assets among common stocks in approximately the same weightings as the S&P SmallCap 600 Index.

The fund attempts to achieve at least a 95% correlation between the performance of the S&P SmallCap 600 Index and the fund's investment results, before fees and expenses. The fund's ability to track the S&P SmallCap 600 Index is affected by, among other things, transaction costs and other expenses, changes in the composition of the S&P SmallCap 600 Index, changes in the number of shares issued by the companies represented in the S&P SmallCap 600 Index, and by the timing and amount of shareholder purchases and redemptions.

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

Changing the Fund's Investment Objective and Policies — The fund's investment objective and certain of its investment policies can be changed without shareholder approval unless otherwise stated in the fund's prospectus or the SAI. Shareholders vote on changes to other investment policies that are designated as fundamental in accordance with the requirements of the 1940 Act. The fund's policy of investing at least 80% of its "net assets" (which includes net assets plus any borrowings for investment purposes) discussed above may be changed by the fund's board without shareholder approval as long as shareholders are given 60 days advance notice of the change.

Investment Guidelines — As a general matter, unless otherwise noted, whenever an investment policy or limitation states a percentage of the fund's assets that may be invested in any security or other asset, or sets forth a policy regarding an investment standard, compliance with that percentage limitation or standard will be determined solely at the time of the fund's acquisition of the security or asset.

Holding Other Kinds of Investments — The fund may hold investments that are not part of its principal investment strategies. These investments are described in the fund's SAI. The fund may choose not to invest in certain securities described in this Plan Description or the fund's prospectus and SAI, although it has the ability to do so.

Investing in Money Market Funds — The fund may invest uninvested cash, including cash collateral received in connection with its securities lending program, in shares of registered or unregistered money market funds, including funds advised by the manager. The fund and its shareholders indirectly bear a portion of the expenses of any money market fund or other fund in which the fund may invest. The manager and its affiliates receive fees from affiliated funds for providing advisory and other services in addition to the fees which they are entitled to receive from the fund for services provided directly.

Lending Securities — The fund may lend portfolio securities to approved broker/dealers or other financial intermediaries on a fully collateralized basis in order to earn additional income. The fund may lose money from securities lending if, for example, it is delayed in or prevented from selling the collateral after the loan is made or recovering the securities loaned or if it incurs losses on the reinvestment of cash collateral. The fund may invest some or all of the cash collateral it receives in connection with its securities lending program in one or more pooled investment vehicles, including, among other vehicles, money market funds managed by the fund's securities lending agent (or its affiliates). The securities lending agent shares in any income resulting from the investment of such cash collateral, and an affiliate of the securities lending agent receives asset-based fees for the management of such pooled investment vehicles, which may create a conflict of interest between the securities lending agent (or its affiliates) and the fund with respect to the management of such cash collateral. Engaging in securities lending is subject to certain risks, including counterparty risk, which is the risk that the counterparty to a transaction could default.

Investing Defensively — The fund may from time to time take temporary defensive investment positions that are inconsistent with the fund's principal investment strategies in attempting to respond to adverse market, economic, political or other conditions including, for example, investments in money market instruments or holdings of cash or cash equivalents. The fund may not achieve its investment objective while it is investing defensively.

Principal Investment Risks: The fund's principal risks include:

Investment Strategy Risk — The manager uses the principal investment strategies and other investment strategies to seek to achieve the fund's investment objective. There is no assurance that the fund will achieve its investment objective. Investment decisions made by the manager in using these strategies may not produce the returns expected by the manager, may cause the fund's shares to lose value or may cause the fund to underperform other funds with similar investment objectives.

Market Risk — Market risk refers to the possibility that the market values of securities that the 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.

Index Risk — The fund's value will generally decline when the performance of its targeted index declines. In addition, because the 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 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.

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 a 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 the fund's potential gain from favorable market movements. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing the fund to lose more money than it would have lost had it invested in the underlying security or other asset.

The values of derivatives may move in unexpected ways, especially in unusual market conditions, and may result in increased volatility, among other consequences. The use of derivatives may also increase the amount of taxes payable by shareholders. Other risks arise from the 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 (investments 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 derivative transactions when it is deemed favorable to do so, or at all. For more information on the risks of derivative investments and strategies, see the fund's SAI.

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.

These are summaries of the principal risks associated with the principal investment strategies of the fund. Additional risks are associated with other permissible investments of the fund that are described in the fund's SAI together with further information about these principal risks. There is no assurance that the fund will achieve its investment objective.

DWS Capital Growth Portfolio

Investment Manager: Deutsche Investment Management Americas Inc.

Investment Objective: The Fund seeks to provide long-term growth of capital.

Principal Investment Strategy:

Main Investments — The Portfolio invests in the DWS Capital Growth Fund – Institutional Class. The fund normally invests at least 65% of total assets in equities, mainly common stocks of US companies. The fund generally focuses on established companies that are similar in size to the companies in the S&P 500® Index (generally 500 of the largest companies in the US) or the Russell 1000® Growth Index (generally those stocks among the 1,000 largest US companies that have above average price-to-earnings ratios). Although the fund can invest in companies of any size, the fund intends to invest primarily in companies whose market capitalizations fall within the normal range of these indexes. The fund may also invest in other types of equity securities such as preferred stocks and convertible securities.

Management Process — In choosing stocks, the fund's portfolio management begins by utilizing a proprietary quantitative model to rank stocks based on a number of factors including valuation and profitability. The fund's portfolio management also applies fundamental techniques to seek to identify companies that display above average earnings growth compared to other companies and that have strong product lines, effective management, and leadership positions within core markets. The factors considered and models used by the fund's portfolio managers may change over time.

The fund's portfolio management will normally sell a security when it believes the potential risks have increased, its price is unlikely to go higher, its fundamental factors have changed, other investments offer better opportunities or in the course of the adjusting the fund's emphasis on a given industry.

Securities Lending — The fund may lend securities up to one-third of total assets) to approved institutions.

Principal Investment Risks:

Main Risks — There are several factors that could hurt the fund's performance, cause you to lose money or cause the fund's performance to trail that of other investments. The fund may not achieve its investment objective, and it is not intended to be a complete investment program. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Stock Market Risk — When stock prices fall, you should expect the value of your investment to fall as well. Stock prices can be hurt by poor management on the part of the stock's issuer, shrinking product demand and other business risks. These may affect single companies as well as groups of companies. In addition, movements in financial markets may adversely affect a stock's price, regardless of how well a company performs. To the extent that the fund invests in a particular capitalization or market sector, the fund's performance may be proportionately affected by that segment's general performance.

Growth Investing Risk — As a category, growth stocks may underperform value stocks (and the stock market as a whole) over any period of time. Because prices of growth stocks are based largely on the expectation of future earnings, growth stock prices can decline rapidly and significantly in reaction to negative news about such factors as earnings, the economy, political developments, or other news.

Focus Risk — To the extent the fund focuses its investments in particular industries, asset classes, or sectors of the economy, any market price movements, regulatory, or technological changes, or economic conditions affecting companies in those industries, asset classes, or sectors will have a significant impact on the fund's performance. For example, consumer goods companies could be hurt by a rise in unemployment or technology companies could be hurt by such factors as market saturation, price competition, and rapid obsolescence.

Security Selection Risk —The securities in the fund's portfolio may decline in value. The fund's portfolio management could be wrong in its analysis of industries, companies, economic trends, the relative attractiveness of different securities or other matters.

Securities Lending Risk— Any decline in the value of a fund's security that occurs while the security is out on loan is borne by the fund, and will adversely affect performance. Also, there may be delays in recovery of securities loaned or even a loss of rights in the collateral should the borrower of securities fail financially while holding the security.

Foreign Investment Risk — The fund faces the risks inherent in foreign investing. Adverse political, economic or social development s could undermine the value of the fund's investments or prevent the fund from realizing their full value. Financial reporting standards for companies based in foreign markets differ from those in the US. Additionally, foreign securities markets generally are smaller and less liquid than US markets. To the extent that the fund invests in non-US dollar denominated foreign securities, changes in currency exchange rates may affect the US dollar value of foreign securities or the income or gain received on those securities.

Medium-sized Company Risk — Medium-sized company stocks tend to be more volatile than large company stocks. Medium-sized companies are less widely followed by stock analysts and less information is available to investors. Industry-wide reversals may have a greater impact on medium-sized companies since they lack the financial resources of larger companies. Medium-sized company stocks are typically less liquid than large company stocks.

Small Company Risk — Small company stocks tend to be more volatile than large company stocks. Small companies are less widely followed by stock analysts and less information is available about them to investors. Industry-wide reversals may have a greater impact on small companies, since they may lack the financial resources of larger companies. Small company stocks are typically less liquid than large company stocks.

Counterparty Risk— A financial institution or other counterparty with whom the fund does business, or that underwrites, distributes, or guarantees any investments or contracts that the fund owns or is otherwise exposed to, may decline in financial health and become unable to honor its commitments. This could cause losses for the fund or could delay the return or delivery of the collateral or other assets to the fund.

Liquidity Risk — In certain situations, it may be difficult or impossible to sell an investment in an orderly fashion at an acceptable price.

Pricing Risk— If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different from the value realized upon such investment's sale. As a result, the Portfolio could pay more than the market value when buying fund shares or receive less than the market value when selling fund shares.

DWS Dreman Small Cap Value Portfolio

Investment Manager: Deutsche Investment Management Americas Inc.

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

Principal Investment Strategy:

The Portfolio invests in the DWS Dreman Small Cap Value Fund – Institutional Class. Under normal circumstances the fund invests at least 80% of net assets, plus the amount of any borrowings for investment purposes, in undervalued common stocks of small US companies, which the fund defines as companies that are similar in market value to those in the Russell ®2000 Index. The fund intends to invest primarily in companies whose market capitalization fall within the normal range of the Russell® 2000 Index.

While the fund invests mainly in US stocks, it could invest up to 20% of total assets in foreign securities.

The fund's equity investments are mainly common stocks, but may also include other types of equities such as preferred or convertible stocks.

Management Process — The fund's portfolio management begins by screening stocks of small companies with below- market price-to-earnings (P/E) ratios. The fund's portfolio management then compares the company's stock price to such measures as book value, cash flow and yield and analyzes individual companies to identify those that are fundamentally sound and appear to have strong potential for earnings and dividend growth over the Index.

The fund's portfolio management then assembles the fund's portfolio from among the most attractive stocks, drawing, in addition, on analysis of economic outlooks for various industries.

The fund's portfolio management will normally sell a stock when it no longer qualifies as a small company, when its P/E rises above that of the Index, its fundamentals change or other investments offer better opportunities.

Other Investments and Techniques:

Derivatives — The fund my use various types of derivatives (contracts whose value is based on, for example, indices, currencies, or securities) for hedging, risk management, or non-hedging purposes to seek to enhance potential gains. The fund may use derivatives as a substitute for direct investment in a particular assets class or to keep cash on hand to meet shareholder redemptions or other needs. In particular, the fund may use futures, currency options and forward currency transactions.

Securities Lending — The fund may lend securities (up to one-third of total assets) to approved institutions.

Principal Investment Risks:

Main Risks— There are several factors that could hurt the fund's performance, cause you to lose money or cause the fund's performance to trail that of other investments. The fund may not achieve its investment objective, and is not intended to be a complete investment program. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Stock Market Risk — When stock prices fall, you should expect the value of your investment to fall as well. Stock prices can be hurt by poor management on the part of the stock's issuer, shrinking product demand and other business risks. These may affect single companies as well as groups of companies. In addition, movements in financial markets may adversely affect a stock's price, regardless of how well the company performs. To the extent that the fund invests in a particular capitalization or market sector, the fund's performance may be proportionately affected by that segment's general performance.

Security Selection Risk — The securities in the fund's portfolio may decline in value. The fund's portfolio management could be wrong in its analysis of industries, companies, economic trends, the relative attractiveness of different securities or other matters.

Value Investing Risk — As a category, value stocks may underperform growth stocks (and the stock market as a whole) over any period of time. In addition, value stocks selected for investment by the fund's portfolio management may not perform as anticipated.

Small Company Risk — Small company stocks tend to be more volatile than medium-sized or large company stocks. Small companies are less widely followed by stock analysts and less information about them is available to investors. Industry-wide reversals may have a greater impact on small companies, since they may lack the financial resources of larger companies. Small company stocks are typically less liquid than larger company stocks.

Focus Risk — To the extent the fund focuses its investments in particular industries, asset classes, or sectors of the economy, any market price movements, regulatory, or technological changes, or economic conditions affecting companies in those industries, asset classes, or sectors will have a significant impact on the fund's performance. For example, consumer goods companies could be hurt by a rise in unemployment or technology companies could be hurt by such factors as market saturation, price competition, and rapid obsolescence.

Foreign Investment Risk — To the extent that the fund invests in companies based outside the US it faces the risks inherent in foreign investing. Adverse political, economic or social developments could undermine the value of the fund's investments or prevent the fund from realizing their full value. Financial reporting standards for companies based in foreign markets differ from those in the US. Additionally, foreign securities markets generally are smaller and less liquid than US markets. To the extent that the fund invests in non-US dollar denominated foreign securities, changes in currency exchange rates may affect the US dollar value of foreign securities or the income or gain received on those securities. Foreign Governments may restrict investments by foreigners limit withdrawal of trading profit or currency from the country, restrict currency exchange or seize foreign investments. The investments of the fund may also be subject to foreign withholding taxes. Foreign transactions and custody of assets may involve delays in payment, delivery, or recovery of money or investments.

Emerging Markets Risk — Foreign investment risks are greater in emerging markets than in developed markets. Emerging market investments are often considered speculative. Emerging market countries typically have economic and political systems that are less developed, and can be expected to be less stable than developed markets. For example, the economies of such countries can be subject to rapid and unpredictable rates of inflation or deflation.

Pricing Risk — If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different than the value realized upon such investment's sale. As a result, you could pay more than the market value when buying fund shares or receive less than the market value when selling fund shares.

Derivatives Risk — Risks associated with derivatives include the risk that the derivative is not well correlated with the security, index, or currency to which it relates; the risk is that derivatives may result in losses or missed opportunities; the risk that the fund will be able to sell the derivative because of an illiquid secondary market, the risk that a counterparty is unwilling or unable to meet its obligation; and the risk that the derivative transaction could expose the fund to the effects of leverage, which would increase the fund's exposure to the market and magnify potential losses. There is no guarantee that derivatives, to the extent employed, will have the intended effect, and their use could cause lower returns or even losses to the fund. The use of derivatives by the fund to hedge risk may reduce the opportunity for gain by offsetting the positive effect of favorable price movements.

Securities Lending Risk — Any decline in the value of a fund's security that occurs while the security is out on loan is borne by the fund, and will adversely affect performance. Also, there may be delays in recovery of securities loaned or even a loss of rights in the collateral should the borrower of securities fail financially while holding the security.

DWS Equity 500 Index Portfolio

Investment Manager: Deutsche Investment Management Americas, Inc.

Investment Objective: The fund seeks to provide investment results that, before expenses, correspond to the total return of common stocks publicly traded in the United States, as represented by the Standard & Poor's 500 Composite Stock Price Index (S&P 500 Index).

The fund invests for capital appreciation, not income; any dividend and interest income is incidental to the pursuit of its objective.

Principal Investment Strategy:

The fund is a feeder fund that invests substantially all of its assets in a "master portfolio," which has the same investment objective as the fund. References to the fund may refer to actions taken by the master portfolio.

Main Investments — The Portfolio invests in the DWS Equity 500 Index Fund – Institutional Class. Under normal circumstances, the master portfolio intends to invest at least 80% of its assets, determined at the time of purchase, in stocks of companies included in the S&P 500 Index and in derivative instruments, such as futures contracts and options, that provide exposure to the stocks of companies in the index. The master portfolio's securities are weighted to attempt to make the master portfolio's total investment characteristics similar to those of the index as a whole.

The fund's portfolio management may limit or avoid exposure to any stock in the index if it believes that the stock is illiquid or that extraordinary conditions have cast doubt on its merits. Conversely, the fund's portfolio management may gain exposure to a stock not included in the index when it believes that such exposure is consistent with the master portfolio's goal (for example, in anticipation of a stock being added to the index). The fund may also hold short-term debt instruments and money market instruments.

The S&P 500 Index is a well-known stock market index that includes common stocks of 500 companies from several industrial sectors representing a significant portion of the market value of all stocks publicly traded in the US. Stocks in the S&P 500 Index are weighted according to their total market value. The fund is not sponsored, endorsed, sold, or promoted by the Standard & Poor's Division of the McGraw-Hill Companies ("S&P").

Management Process — Management uses quantitative analysis to structure the master portfolio to obtain a high correlation to the index while seeking to keep the master portfolio fully invested as possible in all market environments. Management seeks a long-term correlation between master portfolio performance, before expenses, and the index of 98% or better (perfect correlation being 100%). The master portfolio uses an optimization strategy, buying the largest stocks in the index in approximately the same proportion that they represent in the index, then investing in a statistically selected sample of the smaller securities found in the index. This process is intended to produce a master portfolio whose industry weightings, market capitalizations and fundamental characteristics (price-to-book ratios, price-to-earnings ratios, debt-to-asset ratios, and dividend yields) closely replicate those of the index. This approach attempts to maximize the master portfolio's liquidity and returns while minimizing its costs.

Other Investments and Techniques:

Derivative — The fund may use various types of derivatives (contracts whose value is based on, for example, indices, currencies, or securities) for hedging, risk management, or non-hedging purposes to seek to enhance potential gains. The fund may use derivatives as a substitute for direct investment in a particular asset class or to keep cash on hand to meet shareholder redemptions or other needs.

Securities Lending — The fund may lend securities (up to one-third of total assets) to approved institutions.

Principal Investment Risks:

Main Risks — There are several factors that could hurt the fund's performance, cause you to lose money or cause the fund's performance to trail that of other investments. The fund is exposed to the risk factors below even if it does not invest directly in individual securities.

Stock Market Risk — When stock prices fall, you should expect the value of your investment to fall as well. Stock prices can be hurt by poor management on the part of the stock's issuer, shrinking product demand and other business risks. These may affect single companies as well as groups of companies. In addition, movements in financial markets may adversely affect a stock's price, regardless of how well the company performs.

Indexing Risk — An index fund's performance may not exactly replicate the performance of its target index, for several reasons. For example, the fund incurs fees, administrative expenses and transaction costs that the index itself does not. The fund may use sampling techniques (investing in a representative selection of securities included in the index rather than all the securities in the index) or the composition of its portfolio may diverge from that of the index. Also, while the exposure of the index to its component securities is by definition 100%, the fund's effective exposure to index securities may be greater or lesser than 100%, and may vary over time.

Because an index fund is designed to maintain a high level of exposure to its target index at all times, it will not take any steps to invest defensively or otherwise reduce the risk of loss during market downturns.

Derivatives Risk — Risks associated with derivatives include the risk that the derivative is not well correlated with the security, index, or currency to which it relates; the risk that derivatives may result in losses or missed opportunities; the risk that the fund will be unable to sell the derivative because of an illiquid secondary market, the risk that a counterparty is unwilling or unable to meet its obligation; and the risk that the derivative transaction could expose the fund to the effects of leverage, which could increase the fund's exposure to the market and magnify potential losses. There is no guarantee that derivatives, to the extent employed, will have the intended effect, and their use could cause lower returns or even losses to the fund. The use of derivatives by the fund to hedge risk may reduce the opportunity for gain by offsetting the positive effect of favorable price movements.

Securities Lending Risk — Any decline in the value of a fund's security that occurs while the security is out on loan is borne by the fund, and will adversely affect performance. Also, there may be delays in recovery of securities loaned or even a loss of rights in the collateral should the borrower of securities fail financially while holding the security.

DWS Large Cap Value Portfolio

Investment Manager: Deutsche Investment Management Americas Inc.

Investment Objective: The fund seeks long-term capital appreciation, with current income as a secondary objective.

Principal Investment Strategy:

The Portfolio invests in the DWS Large Cap Value Fund – Institutional Class. Under normal circumstances the fund invests at least 80% of net assets, plus the amount of any borrowings for investment purposes, in common stocks and other equity securities of large US companies that are similar in size to the companies in the Russell® 1000 Value Index and that the fund's portfolio management believes are undervalued. These are typically companies that have been sound historically, but are temporarily out of favor. The fund intends to invest primarily in companies whose market capitalizations fall within the normal range of the Russell 1000 Value Index. Although the fund can invest in stocks of any economic sector (which is comprised of two or more industries), at times it may emphasize certain sectors, even investing more than 25% of total assets in any one sector.

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

The fund's equity investments are mainly common stocks, but may also include other types of equities such as preferred or convertible stocks.

Management Process — The fund's portfolio management begins by screening for stocks whose price-to-earnings ratios are below average for the S&P 500 Index. The fund's portfolio management then compares a company's stock price to its book value, cash flow, and yield, and analyzes individual companies to identify those that are financially sound and appear to have strong potential for long-term growth.

The fund's portfolio management assembles the fund's holdings from among the most attractive stocks, drawing on an analysis of economic outlooks for various sectors and industries.

The fund's portfolio management will normally sell a stock when it believes the stock's price is unlikely to go higher, its fundamental factors have changed, other investments offer better opportunities or in the course of adjusting its emphasis on a given industry.

Other Investments and Techniques:

Derivatives —The fund's portfolio management generally may use futures contracts, which are a type of derivative (contracts whose value is based on, for example, indices, currencies or securities), as a substitute for direct investment in a particular asset class or to keep cash on hand to meet shareholder redemptions. The fund may also use various types of derivatives (i) for hedging purposes; (ii) for risk management; (iii) for non-hedging purposes to seek to enhance potential gains; or (iv) as a substitute for direct investment in a particular asset class or to keep cash on hand to meet shareholder redemptions.

Securities Lending — The fund may lend securities (up to one-third of total assets) to approved institutions.

Principal Investment Risks:

Main Risks — There are several risk factors that could hurt the fund's performance, cause you to lose money or cause the fund's performance to trail that of other investments. The fund may not achieve its investment objective, and is not intended to be a complete investment program. An investment in the fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Stock Market Risk — When stock prices fall, you should expect the value of your investment to fall as well. Stock prices can be hurt by poor management on the part of the stock's issuer, shrinking product demand and other business risks. These may affect single companies as well as groups of companies. In addition, movements in financial markets may adversely affect a stock's price, regardless of how well a company performs. To the extent that the fund invests in a particular capitalization or market sector, the fund's performance may be proportionately affected by that segment's general performance.

Security Selection Risk — The securities in the fund's portfolio may decline in value. The fund's portfolio management could be wrong in its analysis of industries, companies, economic trends, the relative attractiveness of different securities or other matters.

Value Investing Risk — As a category, value stocks may underperform growth stocks (and the stock market as a whole) over any period of time. In addition, value stocks selected for investment by portfolio management may not perform as anticipated.

Focus Risk — To the extent the fund focuses its investments in particular industries, asset classes, or sectors of the economy, any market price movements, regulatory, or technological changes, or economic conditions affecting companies in those industries, asset classes or sectors will have a significant impact on the fund's performance. For example, consumer goods companies could be hurt by a rise in unemployment or technology companies could be hurt by such factors as market saturation, price competition, and rapid obsolescence.

Derivatives Risk — Risks associated with derivatives include the risk that the derivative is not well correlated with the security, index, or currency to which it relates; the risk that derivatives may result in losses or missed opportunities; the risk that the fund will be able to sell the derivative because of an illiquid secondary market, the risk that a counterparty is unwilling or unable to meet its obligation; and the risk that the derivative transaction could expose the fund to the effects of leverage, which would increase the fund's exposure to the market and magnify potential losses. There is no guarantee that derivatives, to the extent employed, will have the intended effect, and their use could cause lower returns or even losses to the fund. The use of derivatives by the fund to hedge risk may reduce the opportunity for gain by offsetting the positive effect of favorable price movements.

Securities Lending Risk — Any decline in the value of a fund's security that occurs while the security is out on loan is borne by the fund, and will adversely affect performance. Also, there may be delays in recovery of securities loaned or even a loss of rights in the collateral should the borrower of securities fail financially while holding the security.

Foreign Investment Risk— To the extent that the fund invests in companies based outside the US, it faces the risks inherent in foreign investing. Adverse political, economic or social developments could undermine the value of the fund's investments or prevent the fund from realizing their full value. Financial reporting standards for companies based in foreign markets differ from those in the US. Additionally, foreign securities markets generally are smaller and less liquid than US markets. To the extent that the fund invests in non-US dollar denominated foreign securities, changes in currency exchange rates may affect the US dollar value of foreign securities or the income or gain received on those securities. Foreign Governments may restrict investments by foreigners limit withdrawal of trading profit or currency from the country, restrict currency exchange or seize foreign investments. The investments of the fund may also be subject to foreign withholding taxes. Foreign transactions and custody of assets may involve delays in payment, delivery, or recovery of money or investments.

Emerging Markets Risk — Foreign investment risks are greater in emerging markets than in developed markets. Emerging market investments are often considered speculative. Emerging market countries typically have economic and political systems that are less developed, and can be expected to be less stable than developed markets. For example, the economies of such countries can be subject to rapid and unpredictable rates of inflation or deflation.

Pricing Risk — If market conditions make it difficult to value some investments, the fund may value these investments using more subjective methods, such as fair value pricing. In such cases, the value determined for an investment could be different than the value realized upon such investment's sale. As a result, you could pay more than the market value when buying fund shares or receive less than the market value when selling fund shares.

Liquidity Risk — In certain situations, it may be difficult or impossible to sell an investment in an orderly fashion at an acceptable price.

Counterparty Risk — A financial institution or other counterparty with whom the fund does business, or that underwrites, distributes or guarantees any investments or contracts that the fund owns or is otherwise exposed to, may decline in financial health and become unable to honor its commitments. This could cause losses for the fund or could delay the return or delivery of collateral or other assets to the fund.

DWS Money Market Portfolio

Investment Manager: Deutsche Investment Management Americas Inc.

Investment Objective: The fund seeks maximum current income to the extent consistent with stability of principal.

Principal Investment Strategy:

The Portfolio invests in the DWS Money Market Prime Series – DWS Money Market Fund. The fund is managed in accordance with Rule 2a-7 under the Investment Company Act of 1940, as amended, which governs the quality, maturity, diversity, and liquidity of instruments in which a money fund may invest.

The fund invests in high-quality, short-term, US dollar-denominated money market instruments paying a fixed or variable or floating interest rate.

The fund will invest more than 25% of total assets in the obligations of banks and other financial institutions that satisfy the fund's eligibility requirements. The fund may invest up to 10% of total assets in other money market mutual funds.

Working in consultation with the fund's portfolio management, a credit team screens potential securities and develops a list of those that the fund may buy. The fund's portfolio management, looking for attractive yield and weighing considerations such as credit quality, economic outlooks, and possible interest rate movements, then decides which securities on this list to buy.

Securities Lending — The fund may lend securities (up to one-third of total assets) to approved institutions.

Principal Investment Risks

Main Risks — There are several factors that could reduce the yield the Portfolio gets from the fund, cause the fund's performance to trail that of other investments, or cause you to lose money.

Money Market Fund Risk — The Portfolio's investment in the DWS Money Market Prime Series is not insured or guaranteed by the FDIC or any other government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, this share price isn't guaranteed, and if it falls below $1.00 you would lose money. The Investment Manager is not obligated to take any action to maintain the $1.00 share price. The share price could fall below $1.00 as a result of actions of one or more large investors in the fund. The credit quality in the fund's holdings can change rapidly in certain markets, and the default of a single holding could cause the fund's share price to fall below $1.00, as could periods of high redemption pressure and/or illiquid markets.

Interest Rate Risk — Rising interest rates could cause the value of the fund's investments — and therefore its share price to decline. Conversely, any decline in interest rates is likely to cause the fund's yield to decline as well, and during periods of unusually low interest rates, the fund's yield may approach zero. Over time, the total return of a money market fund may not keep pace with inflation, which would result in a net loss of purchasing power for long-term investors.

Credit Risk — The fund's performance could be hurt if a money market instrument declines in credit quality or goes into default, or if an issuer does not make timely payments of interest or principal.

Security Selection Risk — Although short-term securities are relatively stable investments, it is possible that the securities in which the fund invests will not perform as expected. This could cause the fund's returns to lag behind those of similar money market funds and could result in a decline in share price.

Repurchase Agreement Risk — If the party that sells the securities to the fund defaults on its obligation to repurchase them at the agreed-upon time and price, the fund could lose money.

Counterparty Risk — A financial institution or other counterparty with whom the fund does business, or that underwrites, distributes or guarantees any investments or contracts that the fund owns or is otherwise exposed to, may decline in financial health and become unable to honor its commitments. This could cause losses for the fund or could delay the return or delivery of collateral or other assets to the fund.

Concentration Risk — Any fund that concentrates in a particular segment of the market will generally be more volatile than a fund that invests more broadly. Any market price movements, regulatory, or technological changes, or economic conditions affecting banks, or financial institutions will have a significant impact on the fund's performance.

Prepayment and Extension Risk — When interest rates fall, issuers of high interest debt obligations may pay off debts earlier than expected (prepayment risk, and the fund may have to reinvest the proceeds at lower yields. When interest rates rise, issuers of lower interest debt obligations may pay off debts later than expected (extension risk), thus keeping the fund's assets tied up in lower interest debt obligations. Ultimately, any unexpected behavior in interest rates could increase the volatility of the fund's yield and could hurt performance. Prepayments could also create capital gains tax liability in some instances.

Foreign Investment Risk — To the extent that the fund invests in money market instruments of foreign issuers that are denominated in US dollars, it faces some of the risks of foreign investing, such as unfavorable political and legal developments, limited financial information, regulatory risk and economic and financial instability.

Securities Lending Risk — Any decline in the value of a fund's security that occurs while the security is out on loan is borne by the fund, and will adversely affect performance. Also, there may be delays in recovery of securities loaned or even a loss of rights in the collateral should the borrower of securities fail financially while holding the security.

Invesco Van Kampen Equity and Income Portfolio

Investment Manager: Invesco Advisers, Inc.

Investment Objective: The Portfolio seeks the highest possible income consistent with safety of principal. Long-term growth of capital is an important secondary investment objective. The fund's investment objective may be changed by its board of trustees without shareholder approval.

Principal Investment Strategy: The Portfolio invests in the Invesco Van Kampen Equity and Income Fund Class Y. Through its ownership in the fund, the Portfolio invests primarily in income-producing equity securities (including common stocks, preferred stocks and convertible securities) and investment-grade quality debt securities. The fund emphasizes a value style of investing, seeking well established, undervalued companies that the fund's manager believes offer the potential for income with safety of principal and long-term growth of capital. Securities are typically sold when the manager's assessments of the income or growth potential of such securities materially change. Under normal market conditions, the fund invests at least 65% of its total assets in income-producing equity securities. Income-producing equity investments are dividend paying common or preferred stocks, interest paying convertible debentures or bonds, or zero coupon convertible securities (on which the fund accrues income for tax and accounting purposes, but receives no cash). The fund may invest up to 25% of its total assets in securities of foreign issuers. The fund may invest up to 15% of its total assets in REITs. The fund may purchase and sell options, futures contracts and options on futures contracts, structured notes and other types of structured investments and swaps, which are derivative instruments, for various portfolio management purposes, including to earn income, to facilitate portfolio management and to mitigate risks. In general terms, a derivative instrument is one whose value depends on (or is derived from) the value of an underlying asset, interest rate or index.

The fund may invest in income-producing equity instruments (subject to the 65% policy above), debt securities and warrants or rights to acquire such securities, in such proportions as economic conditions indicate would best accomplish the fund's objectives. It is the current operating policy of the fund to invest in debt securities rated Baa or higher by Moody's or rated BBB or higher by S&P or in unrated securities considered by the manager to be of comparable quality. It is also the operating policy of the fund to invest not more than 10% of its total assets in debt securities rated Baa by Moody's or BBB by S&P or in unrated securities considered by the manager to be of comparable quality. These operating policies do not apply to convertible securities which are selected primarily on the basis of their equity characteristics. Ratings at the time of purchase determine which securities may be acquired, and a subsequent reduction in ratings does not require the fund to dispose of a security. Securities rated Baa by Moody's or BBB by S&P are considered by the rating agencies to be medium grade obligations which possess speculative characteristics so that changes in economic conditions or other circumstances are more likely to lead to a weakened capacity to make principal and interest payments than in the case of higher rated securities. Debt securities with longer maturities generally tend to produce higher yields and are subject to greater market price fluctuations as a result of changes in interest rates than debt securities with shorter maturities.

In selecting securities, the manager focuses on a security's potential for income with safety of principal and long-term growth of capital. The fund emphasizes a value style of investing and seeks income-producing securities which have attractive growth potential on an individual company basis. The manager generally seeks to identify companies that are undervalued and have identifiable factors that might lead to improved valuations. A value style of investing emphasizes undervalued companies with characteristics for improved valuations. This style of investing is subject to the risk that the valuations never improve or that the returns on value securities are less than returns on other styles of investing or the overall market. This catalyst could come from within the company in the form of new management, operational enhancements, restructuring or reorganization. It could also be an external factor, such as an improvement in industry conditions or a regulatory change. The fund's style presents the risk that the valuations never improve or that the returns on value securities are less than returns on other styles of investing or the overall market. The fund may, however, invest in securities which do not pay dividends or interest. The fund may invest in securities that have above average volatility of price movement including warrants or rights to acquire securities. Because prices of equity securities and debt securities fluctuate, the value of an investment in the fund will vary based upon the fund's investment performance. In an effort to reduce the fund's overall exposure to any individual security price decline, the fund spreads its investments over many different companies in a variety of industries.

The fund may invest to a larger degree in larger size companies, although the fund is not required to do so exclusively and may invest in companies of any size including securities of small- and medium-sized companies. The securities of small- and medium-sized companies may be subject to more abrupt or erratic market movements and may have lower trading volumes or more erratic trading than securities of larger companies or the market averages in general. Thus, to the extent the fund invests in small- and medium-sized companies, it will be subject to greater risk than that assumed through investment in the securities of larger-sized companies.

The fund may dispose of a security whenever, in the opinion of the manager, factors indicate it is desirable to do so. Such factors include changes in economic or market factors in general or with respect to a particular industry, changes in the market trends or other factors affecting an individual security, changes in the relative market performance or appreciation possibilities offered by individual securities and other circumstances affecting the desirability of a given investment.

The fund may sell securities without regard to the length of time they have been held to take advantage of new investment opportunities, when the manager believes the potential for income or capital growth has lessened, or for other reasons. The fund's turnover rate may vary from year to year. A high turnover rate (100% or more) increases a fund's transaction costs (including brokerage commissions and dealer costs), which would adversely impact a fund's performance. Higher turnover may result in the realization of more short-term capital gains than if a fund had lower turnover. The turnover rate will not be a limiting factor, however, if the manager considers changes appropriate.

Under normal circumstances, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in equity and income securities at the time of investment. The fund's policy in the foregoing sentence may be changed by the fund's board, but no change is anticipated; if the fund's policy in the foregoing sentence changes, the fund will notify shareholders in writing at least 60 days prior to implementation of the change and shareholders should consider whether the fund remains an appropriate investment in light of the changes.

When market conditions dictate a more defensive investment strategy, the fund may, on a temporary basis, hold cash or invest a portion or all of its assets in securities issued or guaranteed by the U.S. government, its agencies or instrumentalities, prime commercial paper, certificates of deposit, bankers' acceptances and repurchase agreements. Under normal market conditions, the potential for income and capital growth on these securities will tend to be lower than the potential for income and capital growth on other securities that may be owned by the fund. In taking such a defensive position, the fund would temporarily not be pursuing its principal investment strategies and may not achieve its investment objectives.

As with any managed fund, the manager may not be successful in selecting the best-performing securities or investment techniques, and the fund's performance may lag behind that of similar funds.

Principal Investment Risks: An investment in the fund is subject to risks, and you could lose money on your investment in the Portfolio. There can be no assurance that the fund or the Portfolio will achieve its investment objective. An investment in the Portfolio is not a deposit of any bank or other insured depository institution and is not insured or guaranteed by the FDIC or any other government agency.

Market Risk — Market risk is the possibility that the market values of securities owned by the fund will decline. Market risk may affect a single issuer, industry, sector of the economy or the market as a whole. The securities of small- and medium-sized companies are subject to more abrupt or erratic market movements and may have lower trading volumes or more erratic trading than securities of larger companies or the market averages in general. Investments in debt securities generally are affected by changes in interest rates and the creditworthiness of the issuer. The prices of such securities tend to fall as interest rates rise, and such declines tend to be greater among securities with longer maturities. The value of a convertible security tends to decline as interest rates rise and, because of the conversion feature, tends to vary with fluctuations in the market value of the underlying equity security.

Income Risk — The ability of the fund's equity securities to generate income generally depends on the earnings and the continuing declaration of dividends by the issuers of such securities. The interest income on debt securities generally is affected by prevailing interest rates, which can vary widely over the short- and long-term. If dividends are reduced or discontinued or interest rates drop, distributions to shareholders from the fund may drop as well.

Call Risk — If interest rates fall, it is possible that issuers of callable securities held by the fund will call or prepay their securities before their maturity dates. In this event, the proceeds from the called securities would most likely be reinvested by the fund in securities bearing the new, lower interest rates, resulting in a possible decline in the fund's income and distributions to shareholders and termination of any conversion option on convertible securities.

Credit Risk — Credit risk refers to an issuer's ability to make timely payments of interest and principal. Because the fund generally invests only in investment grade-quality debt securities, it is subject to a lower level of credit risk than a fund investing in lower-quality securities.

Debt Securities — The fund also may invest in debt securities of various maturities. The fund invests only in debt securities that are investment grade at the time of investment, and a subsequent reduction in rating does not require the fund to dispose of a security.

Securities rated BBB by S&P or Baa by Moody's are in the lowest of the four investment grades and are considered by the rating agencies to be medium-grade obligations which possess speculative characteristics so that changes in economic conditions or other circumstances are more likely to lead to a weakened capacity to make principal and interest payments than in the case of higher-rated securities.

The fund may invest in collateralized mortgage obligations ("**CMOs**") and commercial mortgage-backed securities ("**CMBS**"). CMOs are debt obligations collateralized by mortgage loans or mortgage-related securities which generally are held under an indenture issued by financial institutions or other mortgage lenders or issued or guaranteed by agencies or instrumentalities of the U.S. government. CMBS are generally multi-class or pass-through securities issued by special purpose entities that represent an interest in a portfolio of mortgage loans backed by commercial properties. The yield and payment characteristics of mortgage-backed securities differ from traditional fixed income securities. Interest and principal payments are made regularly and frequently, usually monthly, over the life of the mortgage loans unlike traditional fixed income securities and principal may be prepaid at any time because the underlying mortgage loans generally may be prepaid at any time. Faster or slower prepayments than expected on underlying mortgage loans can dramatically alter the valuation and yield to maturity of a mortgage-backed security. The value of most mortgage-backed securities, like traditional fixed income securities, tends to vary inversely with changes in prevailing interest rates (i.e., as interest rates increase, the value of such securities decrease). Mortgage-backed securities, however, may benefit less than traditional fixed income securities from declining interest rates because prepayment of mortgages tends to accelerate during periods of declining interest rates. This means some of the fund's higher yielding securities may be converted to cash, and the fund will be forced to accept lower interest rates when that cash is used to purchase new securities at prevailing interest rates. Alternatively, during periods of rising interest rates, mortgage-backed securities are often more susceptible to extension risk (i.e., rising interest rates could cause a borrower to prepay a mortgage loan more slowly than expected when the security was purchased by the fund which may further reduce the market value of such security and lengthen the duration of such security) than traditional fixed income securities. If the collateral securing a CMO or any third party guarantees are insufficient to make payments, the fund could sustain a loss. Certain of these securities may have variable or floating interest rates and others may be stripped (securities which provide only the principal or interest feature of the underlying security).

Stripped mortgage-backed securities (hereinafter referred to as stripped mortgage securities) are derivative multi-class mortgage securities. Stripped mortgage securities may be issued by agencies or instrumentalities of the U.S. government, or by private originators of, or investors in, mortgage loans, including savings and loan associations, mortgage banks, commercial banks, investment banks and special purpose subsidiaries of the foregoing. Stripped mortgage securities usually are structured with two classes that receive different proportions of the interest and principal distributions on a pool of underlying assets. A common type of stripped mortgage security will have one class receiving some of the interest and most of the principal from the mortgage assets, while the other class receives most of the interest and the remainder of the principal. In the most extreme case, one class will receive all of the interest (the interest-only or IO class), while the other class will receive all of the principal (the principal-only or PO class). The yield to maturity on an IO class is extremely sensitive to the rate of principal payments (including prepayments) on the related underlying mortgage assets, and a rapid rate of principal payments may have a material adverse affect on the securities' yield to maturity. If the underlying mortgage assets experience greater than anticipated prepayments of principal, the fund may fail to fully recoup its initial investment in these securities. PO securities usually trade at a deep discount from their face or par value and are subject to greater fluctuations of market value in response to changing interest rates than debt obligations of comparable maturities which make current distributions of interest. Furthermore, if the underlying mortgage assets experience less than the anticipated volume of prepayments of principal, the yield of POs could be materially adversely affected. The market values of IOs and POs are subject to greater risk of fluctuation in response to changes in market rates of interest than many other types of government securities and, to the extent the fund invests in IOs and POs, such investments increase the risk of fluctuations in the net asset value of the fund. Although the market for stripped securities is increasingly liquid, certain of such securities may not be readily marketable and will be considered illiquid for purposes of the fund's limitation on investments in illiquid securities.

The financial markets in general are subject to volatility and may at times experience periods of extreme volatility and uncertainty, which may affect all investment securities, including equity securities, debt securities and derivative instruments. During such periods, debt securities of all credit qualities may become illiquid or difficult to sell at a time and a price that the fund would like. The markets for other securities in which the fund may invest may not function properly, which may affect the value of such securities and such securities may become illiquid. New or proposed laws may have an impact on the fund's investments and it is not possible to predict what effect, if any, such legislation may have on the fund.

Foreign Risks — The risks of investing in securities of foreign issuers can include fluctuations in foreign currencies, foreign currency exchange controls, political and economic instability, differences in financial reporting, differences in securities regulation and trading, and foreign taxation issues. The fund may also invest in issuers in developing or emerging market countries, which are subject to greater risks than investments in securities of issuers in developed countries.

Risks of Investing in Securities of Foreign Issuers — The fund may invest up to 25% of its total assets in securities of foreign issuers. Securities of foreign issuers may be denominated in U.S. dollars or in currencies other than U.S. dollars. Investments in securities of foreign issuers present certain risks not ordinarily associated with investments in securities of

U.S. issuers. These risks include fluctuations in foreign currency exchange rates, political, economic or legal developments (including war or other instability, expropriation of assets, nationalization and confiscatory taxation), the imposition of foreign exchange limitations (including currency blockage), withholding taxes on income or capital transactions or other restrictions, higher transaction costs (including higher brokerage, custodial and settlement costs and currency conversion costs) and possible difficulty in enforcing contractual obligations or taking judicial action. Securities of foreign issuers may not be as liquid and may be more volatile than comparable securities of domestic issuers.

In addition, there often is less publicly available information about many foreign issuers, and issuers of foreign securities are subject to different, often less comprehensive, auditing, accounting and financial reporting disclosure requirements than domestic issuers. There is generally less government regulation of exchanges, brokers and listed companies abroad than in the United States and, with respect to certain foreign countries, there is a possibility of expropriation or confiscatory taxation, or diplomatic developments which could affect investment in those countries. Because there is usually less supervision and governmental regulation of foreign exchanges, brokers and dealers than there is in the United States, the fund may experience settlement difficulties or delays not usually encountered in the United States.

Delays in making trades in securities of foreign issuers relating to volume constraints, limitations or restrictions, clearance or settlement procedures, or otherwise could impact returns and result in temporary periods when assets of the fund are not fully invested or attractive investment opportunities are foregone.

The fund may invest in securities of issuers in developing or emerging market countries. Investments in securities of issuers in developing or emerging market countries are subject to greater risks than investments in securities of developed countries since emerging market countries tend to have economic structures that are less diverse and mature and political systems that are less stable than developed countries.

In addition to the increased risks of investing in securities of foreign issuers, there are often increased transaction costs associated with investing in securities of foreign issuers, including the costs incurred in connection with converting currencies, higher foreign brokerage or dealer costs and higher settlement costs or custodial costs.

Since the fund may invest in securities denominated or quoted in currencies other than the U.S. dollar, the fund may be affected by changes in foreign currency exchange rates (and exchange control regulations) which affect the value of investments in the fund and the accrued income and appreciation or depreciation of the investments. Changes in foreign currency exchange rates relative to the U.S. dollar will affect the U.S. dollar value of the fund's assets denominated in that currency and the fund's return on such assets as well as any temporary uninvested reserves in bank deposits in foreign currencies. In addition, the fund will incur costs in connection with conversions between various currencies.

The fund may invest in securities of foreign issuers in the form of depositary receipts. Depositary receipts involve substantially identical risks to those associated with direct investment in securities of foreign issuers. In addition, the underlying issuers of certain depositary receipts, particularly unsponsored or unregistered depositary receipts, are under no obligation to distribute shareholder communications to the holders of such receipts, or to pass through to them any voting rights with respect to the deposited securities.

The fund may purchase and sell foreign currency on a spot (i.e., cash) basis in connection with the settlement of transactions in securities traded in such foreign currency. The fund also may enter into contracts with banks, brokers or dealers to purchase or sell securities or foreign currencies at a future date (forward contracts). A foreign currency forward contract is a negotiated agreement between the contracting to exchange a specified amount of currency at a specified future time at a specified rate. The rate can be higher or lower than the spot rate between the currencies that are the subject of the contract.

The fund may attempt to protect against adverse changes in the value of the U.S. dollar in relation to a foreign currency by entering into a forward contract for the purchase or sale of the amount of foreign currency invested or to be invested, or by buying or selling a foreign currency option or futures contract for such amount. Such strategies may be employed before the fund purchases a foreign security traded in the currency which the fund anticipates acquiring or between the date the foreign security is purchased or sold and the date on which payment therefore is made or received. Seeking to protect against a change in the value of a foreign currency in the foregoing manner does not eliminate fluctuations in the prices of securities or prevent losses if the prices of such securities decline. Furthermore, such transactions reduce or preclude the opportunity for gain if the value of the currency should move in the direction opposite to the position taken. Unanticipated changes in currency prices may result in poorer overall performance for the fund than if it had not entered into such contracts.

Risks of Investing in REITs — Investing in REITs makes the fund more susceptible to risks associated with the ownership of real estate and with the real estate industry in general and may involve duplication of management fees and certain other expenses. In addition, REITs depend upon specialized management skills, may be less diversified, may have lower trading volume, and may be subject to more abrupt or erratic price movements than the overall securities markets.

REITs — The fund may invest up to 15% of its total assets in REITs. REITs pool investors' funds for investment primarily in commercial real estate properties or real-estate related loans. REITs generally derive their income from rents on the underlying properties or interest on the underlying loans, and their value is impacted by changes in the value of the underlying property or changes in interest rates affecting the underlying loans owned by the REITs. REITs are more susceptible to risks associated with the ownership of real estate and the real estate industry in general. These risks can include fluctuations in the value of underlying properties; defaults by borrowers or tenants; market saturation; changes in general and local economic conditions; decreases in market rates for rents; increases in competition, property taxes, capital expenditures, or operating expenses; and other economic, political or regulatory occurrences affecting the real estate industry. In addition, REITs depend upon specialized management skills, may not be diversified (which may increase the volatility of the REIT's value), may have less trading volume and may be subject to more abrupt or erratic price movements than the overall securities market. REITs are not taxed on income distributed to shareholders provided they comply with several requirements of the Code. REITs are subject to the risk of failing to qualify for tax-free pass-through of income under the Code. In addition, investments in REITs may involve duplication of management fees and certain other expenses, as the fund indirectly bears its proportionate share of any expenses paid by REITs in which it invests.

Risks of Derivatives — Risks of derivatives include the possible imperfect correlation between the value of the instruments and the underlying assets; risks of default by the other party to certain transactions; risks that the transactions may result in losses that partially or completely offset gains in portfolio positions; and risks that the transactions may not be liquid.

Derivatives — The fund may, but is not required to, use various investment strategies for a variety of purposes including hedging, risk management, portfolio management or to earn income. The fund's use of derivative transactions may involve the purchase and sale of options, forwards, futures, options on futures, swaps and other related instruments and techniques. Such derivatives may be based on a variety of underlying instruments, most commonly equity and debt securities, indexes, interest rates, currencies and other assets. Derivatives often have risks similar to the securities underlying the derivative instrument and may have additional risks as described herein. The fund's use of derivatives transactions may also include other instruments, strategies and techniques, including newly developed or permitted instruments, strategies and techniques, consistent with the fund's investment objectives and applicable regulatory requirements.

A futures contract is a standardized agreement between two parties to buy or sell a specific quantity of an underlying instrument at a specific price at a specific future time. The value of a futures contract tends to increase and decrease in tandem with the value of the underlying instrument. Futures contracts are bilateral agreements, with both the purchaser and the seller equally obligated to complete the transaction. Depending on the terms of the particular contract, futures contracts are settled through either physical delivery of the underlying instrument on the settlement date or by payment of a cash settlement amount on the settlement date. The fund's use of futures may not always be successful. The prices of futures can be highly volatile, using them could lower total return, and the potential loss from futures can exceed the fund's initial investment in such contracts.

A swap contract is an agreement between two parties pursuant to which the parties exchange payments at specified dates on the basis of a specified notional amount, with the payments calculated by reference to specified securities, indexes, reference rates, currencies or other instruments. Most swap agreements provide that when the period payment dates for both parties are the same, the payments are made on a net basis (i.e., the two payment streams are netted out, with only the net amount paid by one party to the other). The fund's obligations or rights under a swap contract entered into on a net basis will generally be equal only to the net amount to be paid or received under the agreement, based on the relative values of the positions held by each counterparty. Swap agreements are not entered into or traded on exchanges and there is no central clearing or guaranty function for swaps. Therefore, swaps are subject to credit risk or the risk of default or non-performance by the counterparty. Swaps could result in losses if interest rate or foreign currency exchange rates or credit quality changes are not correctly anticipated by the fund or if the reference index, security or investments do not perform as expected.

The fund also may invest a portion of its assets in structured notes and other types of structured investments (referred to collectively as structured products). A structured note is a derivative security for which the amount of principal repayment and/or interest payments is based on the movement of one or more factors. These factors include, but are not limited to, currency exchange rates, interest rates (such as the prime lending rate or LIBOR), referenced bonds and stock indices. Investments in structured notes involve risks including interest rate risk, credit risk and market risk. Changes in interest rates and movement of the factor may cause significant price fluctuations and changes in the reference factor may cause the interest rate on the structured note to be reduced to zero and any further changes in the reference factor may then reduce the principal amount payable on maturity. Structured notes may be less liquid than other types of securities and more volatile than the reference factor underlying the note.

Generally, structured investments are interests in entities organized and operated for the purpose of restructuring the investment characteristics of underlying investment interests or securities. These investment entities may be structured as trusts or other types of pooled investment vehicles. Holders of structured investments bear risks of the underlying investment and are subject to counterparty risk. While certain structured investment vehicles enable the investor to acquire interests in a pool of securities without the brokerage and other expenses associated with directly holding the same securities, investors in structured investment vehicles generally pay their share of the investment vehicle's administrative and other expenses. Certain structured products may be thinly traded or have a limited trading market and may have the effect of increasing the fund's illiquidity to the extent that the fund, at a particular point in time, may be unable to find qualified buyers for these securities.

The use of derivatives involves risks that are different from, and possibly greater than, the risks associated with other investments. The use of derivatives transactions may involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other investments. The fund complies with applicable regulatory requirements when implementing derivative transactions, including the segregation of cash and/or liquid securities on the books of the fund's custodian, as mandated by SEC rules or SEC staff positions. Although the manager seeks to use derivatives to further the fund's investment objective, no assurance can be given that the use of derivatives will achieve this result.

For cash management purposes, the fund may engage in repurchase agreements with broker-dealers, banks and other financial institutions to earn a return on temporarily available cash. Such transactions are considered loans by the fund and are subject to the risk of default by the other party. The fund will only enter into such agreements with parties deemed to be creditworthy under guidelines approved by the fund's board.

The fund may invest up to 15% of its net assets in illiquid securities and certain restricted securities. Such securities may be difficult or impossible to sell at the time and the price that the fund would like. Thus, the fund may have to sell such securities at a lower price, sell other securities instead to obtain cash or forego other investment opportunities.

Further information about these types of investments and other investment practices that may be used by the fund is contained in the fund's SAI.

The fund's investments in the types of securities described in its prospectus and this Plan Description vary from time to time, and at any time, the fund may not be invested in all types of securities described in this Plan Description. The fund may also invest in securities and other investments not described in this Plan Description. Any percentage limitations with respect to assets of the fund are applied at the time of purchase.

PIMCO Total Return Portfolio

Investment Manager: Pacific Investment Management Company LLC ("PIMCO").

Investment Objective: The Portfolio seeks maximum total return, consistent with preservation of capital and prudent investment management.

Principal Investment Strategy: The Portfolio invests in the PIMCO Total Return Fund, Class D. Through its ownership in the fund, the Portfolio invests, under normal circumstances, at least 65% of its total assets in a diversified portfolio of fixed income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. "Fixed Income Instruments" include bonds, debt securities and other similar instruments issued by various U.S. and non-U.S. public- or private-sector entities. See "Characteristics and Risks of Securities and Investment Techniques— Fixed Income Instruments" in the fund's prospectus for additional information. The average portfolio duration of this fund normally varies within two years (plus or minus) of the duration of the Barclays Capital U.S. Aggregate Index (formerly named the Lehman Brothers U.S. Aggregate Index), which as of June 30, 2010 was 4.30 years. Duration is a measure of the expected life of a fixed income security that is used to determine the sensitivity of a security's price to changes in interest rates. The longer a security's duration, the more sensitive it will be to changes in interest rates. Similarly, a fund with a longer average portfolio duration will be more sensitive to changes in interest rates than a fund with a shorter average portfolio duration. By way of example, the price of a bond fund with an average duration of five years would be expected to fall approximately 5% if interest rates rose by one percentage point.

The fund invests primarily in investment grade debt securities, but may invest up to 10% of its total assets in high yield securities ("**junk bonds**") rated B or higher by Moody's, or equivalently rated by S&P or Fitch, or, if unrated, determined by PIMCO to be of comparable quality. The fund may invest up to 30% of its total assets in securities denominated in foreign currencies, and may invest beyond this limit in U.S. dollar-denominated securities of foreign issuers. The fund may invest up to 15% of its total assets in securities and instruments that are economically tied to emerging market countries. The fund will normally limit its foreign currency exposure (from non-U.S. dollar-denominated securities or currencies) to 20% of its total assets.

The fund may invest, without limitation, in derivative instruments, such as options, futures contracts or swap agreements, or in mortgage- or asset-backed securities, subject to applicable law and any other restrictions described in the fund's prospectus or statement of additional information. The fund may purchase or sell securities on a when-issued, delayed delivery, or forward commitment basis and may engage in short sales. The fund may invest up to 10% of its total assets in preferred stock, convertible securities and other equity-related securities.

The fund may, without limitation, seek to obtain market exposure to the securities in which it primarily invests by entering into a series of purchase and sale contracts or by using other investment techniques (such as buy backs or dollar rolls). The "total return" sought by the fund consists of income earned on the fund's investments, plus capital appreciation, if any, which generally arises from decreases in interest rates, foreign currency appreciation, or improving credit fundamentals for a particular sector or security.

Principal Investment Risks: The value of your investment in the Portfolio changes with the values of the fund's investments. Many factors can affect those values. The factors that are most likely to have a material effect on the fund as a whole are called "principal risks." The fund may be subject to additional risks other than those described below because the types of investments made by the fund can change over time. More information about the fund, its investments and the related risks can be found in the fund's prospectus, including in the fund summary, "Description of Principal Risks," and "Characteristics and Risks of Securities and Investment Techniques section and "Investment Objectives and Policies" in the fund's SAI. There is no guarantee that the fund will be able to achieve its investment objective. It is possible to lose money by investing in the Portfolio.

Interest Rate Risk — Interest rate risk is the risk that fixed income securities will decline in value because of an increase in interest rates. As nominal interest rates rise, the value of certain fixed income securities held by the fund is likely to decrease. A nominal interest rate can be described as the sum of a real interest rate and an expected inflation rate. Fixed income securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. Inflation-indexed bonds, including Treasury Inflation-Protected Securities, decline in value when real interest rates rise. In certain interest rate environments, such as when real interest rates are rising faster than nominal interest rates, inflation-indexed bonds may experience greater losses than other fixed income securities with similar durations.

Variable and floating rate securities generally are less sensitive to interest rate changes but may decline in value if their interest rates do not rise as much, or as quickly, as interest rates in general. Conversely, floating rate securities will not generally increase in value if interest rates decline. Inverse floating rate securities may decrease in value if interest rates increase. Inverse floating rate securities may also exhibit greater price volatility than a fixed rate obligation with similar credit quality. When the fund holds variable or floating rate securities, a decrease (or, in the case of inverse floating rate securities, an increase) in market interest rates will adversely affect the income received from such securities and the net asset value of the fund's shares.

Credit Risk — The fund could lose money if the issuer or guarantor of a fixed income security, or the counterparty to a derivatives contract, repurchase agreement or a loan of portfolio securities, is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Securities are subject to varying degrees of credit risk, which are often reflected in credit ratings. Municipal bonds are subject to the risk that litigation, legislation or other political events, local business or economic conditions, or the bankruptcy of the issuer could have a significant effect on an issuer's ability to make payments of principal and/or interest.

High Yield Risk — Funds that invest in high yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") may be subject to greater levels of credit and liquidity risk than funds that do not invest in such securities. These securities are considered predominately speculative with respect to the issuer's continuing ability to make principal and interest payments. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce the fund's ability to sell these securities (liquidity risk). If the issuer of a security is in default with respect to interest or principal payments, the fund may lose its entire investment.

Market Risk — The market price of securities owned by the fund may go up or down, sometimes rapidly or unpredictably. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of a security may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. During a general downturn in the securities markets, multiple asset classes may decline in value simultaneously. Equity securities generally have greater price volatility than fixed income securities.

Equity Risk

Equity risk is the risk that the value of equity or equity-related securities may decline due to general market conditions which are not specifically related to a particular company or to factors affecting a particular industry or industries. Equity or equity-related securities generally have greater price volatility than fixed income securities. Equity securities represent an ownership interest, or the right to acquire an ownership interest, in an issuer. Equity securities also include, among other things, preferred stocks, convertible stocks and warrants. The values of equity and equity-related securities, such as common stocks and preferred stocks, may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry.

Issuer Risk — The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, financial leverage, and reduced demand for the issuer's goods or services, as well as the historical and prospective earnings of the issuer and the value of its assets.

Liquidity Risk — Liquidity risk exists when particular investments are difficult to purchase or sell. The fund's investments in illiquid securities may reduce the returns of the fund because it may be unable to sell the illiquid securities at an advantageous time or price. Additionally, the market for certain investments may become illiquid under adverse market or economic conditions independent of any specific adverse changes in the conditions of a particular issuer. In such cases, the fund, due to limitations on investments in illiquid securities and the difficulty in purchasing and selling such securities or instruments, may be unable to achieve its desired level of exposure to a certain sector. To the extent that the fund's principal investment strategies involve foreign (non-U.S.) securities, derivatives, or securities with substantial market and/or credit risk, the fund will tend to have the greatest exposure to liquidity risk.

Derivatives Risk — Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. The various derivative instruments that the fund may use are referenced under "Characteristics and Risks of Securities and Investment Techniques—Derivatives" in the fund's prospectus and described in more detail under "Investment Objectives and Policies" in the fund's SAI. The fund typically uses derivatives as a substitute for taking a position in the underlying asset and/or as part of a strategy designed to reduce exposure to other risks, such as interest rate or currency risk. The fund may also use derivatives for leverage, in which case its use would involve leveraging risk. The fund's use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks described elsewhere in this section, such as liquidity risk, interest rate risk, market risk, credit risk, and management risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate, or index. A fund investing in a derivative instrument could lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that the fund will engage in these transactions to reduce exposure to other risks when that would be beneficial.

Mortgage-Related and Other Asset-Backed Risk — Mortgage-related and other asset-backed securities are subject to certain additional risks. Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, if the fund holds mortgage-related securities, it may exhibit additional volatility. This is known as extension risk. In addition, adjustable and fixed rate mortgage-related securities are subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. This can reduce the returns of the fund because the fund may have to reinvest that money at the lower prevailing interest rates. The fund's investments in other asset-backed securities are subject to risks similar to those associated with mortgage-related securities, as well as additional risks associated with the nature of the assets and the servicing of those assets.

Foreign (Non-U.S.) Investment Risk — A fund that invests in foreign (non-U.S.) securities may experience more rapid and extreme changes in value than a fund that invests exclusively in securities of U.S. companies. The securities markets of many foreign countries are relatively small, with a limited number of companies representing a small number of industries. Additionally, issuers of foreign securities are usually not subject to the same degree of regulation as U.S. issuers. Reporting, accounting and auditing standards of foreign countries differ, in some cases significantly, from U.S. standards. Also, nationalization, expropriation or confiscatory taxation, currency blockage, political changes or diplomatic developments could adversely affect the fund's investments in a foreign country. In the event of nationalization, expropriation or other confiscation, the fund could lose its entire investment in foreign securities. Adverse conditions in a certain region can adversely affect securities of other countries whose economies appear to be unrelated. To the extent that the fund invests a significant portion of its assets in a specific geographic region, the fund will generally have more exposure to regional economic risks associated with foreign investments.

Emerging Markets Risk — Foreign investment risk may be particularly high to the extent that the fund invests in emerging market securities that are economically tied to countries with developing economies. These securities may present market, credit, currency, liquidity, legal, political, and other risks different from, or greater than, the risks of investing in developed foreign countries.

Currency Risk — If the fund invests directly in foreign (non-U.S.) currencies or in securities that trade in, and receive revenues in, foreign (non-U.S.) currencies, or in derivatives that provide exposure to foreign (non-U.S.) currencies, it will be subject to the risk that those currencies will decline in value relative to the U.S. dollar, or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged. Currency rates in foreign countries may fluctuate significantly over short periods of time for a number of reasons, including changes in interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund, or by the imposition of currency controls or other political developments in the United States or abroad. As a result, the fund's investments in foreign currency-denominated securities may reduce the returns of the fund.

Leveraging Risk — Certain transactions may give rise to a form of leverage. Such transactions may include, among others, reverse repurchase agreements, loans of securities, and the use of when-issued, delayed delivery or forward commitment transactions. The use of derivatives may also create leveraging risk. To mitigate leveraging risk, the manager will segregate or "earmark" liquid assets or otherwise cover the transactions that may give rise to such risk. The fund also may be exposed to leveraging risk by borrowing money for investment purposes. Leveraging may cause the fund to liquidate positions to satisfy its obligations or to meet segregation requirements when it may not be advantageous to do so. Leveraging, including borrowing, may cause the fund to be more volatile than if the fund had not been leveraged. This is because leveraging tends to exaggerate the effect of any increase or decrease in the value of the fund's securities.

Management Risk — The fund is subject to management risk because it is an actively managed investment portfolio. The manager will apply investment techniques and risk analyses in making investment decisions for the fund, but there can be no guarantee that these decisions will produce the desired results. Additionally, legislative, regulatory, or tax developments may affect the investment techniques available to the manager in connection with managing the fund and may also adversely affect the ability of the fund to achieve its investment objectives.

Short Sale Risk — The fund's short sales, if any, are subject to special risks. A short sale involves the sale by the fund of a security that it does not own with the hope of purchasing the same security at a later date at a lower price. The fund may also enter into a short position through a forward commitment or a short derivative position through a futures contract or swap agreement. If the price of the security or derivative has increased during this time, then the fund will incur a loss equal to the increase in price from the time that the short sale was entered into plus any premiums and interest paid to the third party. Therefore, short sales involve the risk that losses may be exaggerated, potentially losing more money than the actual cost of the investment. Also, there is the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the fund.

Convertible Securities Risk - As convertible securities share both fixed income and equity characteristics, they are subject to risks to which fixed income and equity investments are subject. These risks include equity risk, interest rate risk and credit risk.

It is possible to lose money on an investment in the Portfolio. An investment in the Portfolio is not a deposit of a bank and is not insured or guaranteed by the FDIC or any other government agency.

Scout International Anti-Terror Portfolio

Investment Manager: Scout Investments, Inc.

Investment Objective: The Portfolio seeks long-term growth of capital gains and income.

Principal Investment Strategy: The Portfolio strategy seeks to invest in established companies either located outside the U.S. or whose primary business is carried on outside the U.S. The management team identifies long-term themes based on economic, political and market trends of the various countries that the strategies may invest in as well as which economic sectors are believed to present the best prospects in view of global, domestic and local economic conditions. Preferred country characteristics include political and economic stability as well as respect for the rule of law. The trends influence sector and country weightings as the team researches companies emerging from the intersection of preferred countries and favored sectors. The management team conducts a fundamental analysis of potential investments focusing on companies which it believes are known for high-quality. Fundamental characteristics include the company's assets, personnel, sales, earnings and location. The management team also examines a company's growth potential, including earnings growth, stability of earnings growth and cash flow growth. The management team exhibits a preference for American Depositary Receipts (ADRs) to reduce cost and increase accounting transparency of the underlying holdings. The management team will not ordinarily invest more than 25% of the portfolio in any one country or more than 20% in emerging markets.

The manager screens out companies that are reasonably known to be operating directly with the government or a government-controlled agency in sanctioned nations listed by the U.S. government as state sponsors of terrorism. Upon implementation of the anti-terrorism screen, the Portfolio shall not hold any investments that are identified through the screening process. Any identified securities held by the Portfolio shall be replaced with comparable investments.

Principal Investment Risks:

Market Risks

Investing in securities involves risk of loss that you should be prepared to bear. Each investment strategy is subject to market, economic and business risks that will cause investment prices to fluctuate over time, sometimes rapidly and unpredictably. Different types of investments shift in and out of favor depending on market and economic conditions that may affect individual companies or industries, or the securities market as a whole. At various times, stocks will be more or less favorable than bonds, and small company stocks will be more or less favorable than large company stocks. During general economic downturn in the securities markets, multiple asset classes may be negatively affected. Yields and principal values of debt securities (bonds) will fluctuate. Generally, values of bonds change inversely with interest rates. As interest rates go up, the value of bonds tends to go down. These fluctuations tend to increase as a bond's time to maturity increases, so a longer-term bond will decrease more for a given increase in interest rates than a shorter-term bond.

International Investing Risk

International investing poses additional risks. If a security owned by a portfolio is denominated in a foreign currency, the value of the foreign currency may fluctuate relative to the U.S. dollar and cause a loss to your portfolio. International markets may be subject to political instability, which may make foreign investments more volatile than investments in domestic markets. International markets are not always as liquid as in the U.S., sometimes making it harder to sell a security. In addition, foreign companies may not be subject to comparable accounting, auditing and financial reporting standards as United States companies, and therefore, information about the foreign companies may not be readily available. The risks of investing in foreign securities may be increased if the investments are located in developing countries or emerging markets. Security prices in emerging markets can be significantly more volatile than those in more developed markets, reflecting the greater uncertainties of investing in less established markets and economies. These risks are inherently passed on to our clients. The International Equity strategy invests primarily in international securities.

T. Rowe Price International Growth & Income Portfolio

Investment Manager: T. Rowe Price Associates, Inc.

Investment Sub-Adviser: T. Rowe Price International, Ltd.

Investment Objective: The Portfolio seeks long-term growth of capital and reasonable income through investments primarily in the common stocks of well-established, dividend-paying, non-U.S. companies.

Principal Investment Strategy: The Portfolio invests in the T. Rowe Price International Growth & Income Fund. Through its ownership in the fund, the Portfolio expects to invest substantially all of its assets outside the U.S. and to diversify broadly, primarily among the world's developed countries. The fund invests primarily (at least 65% of total assets) in the stocks of large, dividend-paying, well-established companies that have favorable prospects for capital appreciation. Investments in emerging markets will be modest and limited to more mature developing countries. The fund takes a value-oriented, approach to investing by searching for attractively valued companies with the potential for improving earnings over time. Country and sector allocations are driven primarily by security selection and secondarily by an assessment of top-down, fundamental prospects. The fund relies on a global research team to identify companies that appear to be undervalued by various measures and may be temporarily out of favor but have good prospects for capital appreciation or dividend growth.

In selecting investments, the fund generally favors companies with one or more of the following characteristics: (i) low valuation on various earnings, book value, sales, and cash flow metrics, in absolute terms and/or relative to the company's peers or its own historical norm; (ii) low valuation relative to a company's growth potential; (iii) companies that may benefit from restructuring activity or other turnaround opportunities; (iv) a sound balance sheet and other positive financial characteristics; and (v) above-average dividend yield and/or the potential to grow dividends.

While the fund invests primarily in common stocks, it may invest in other securities and may use futures and options, in keeping with its objective. The fund may sell securities for a variety of reasons, such as to secure gains, limit losses, or redeploy assets into more promising opportunities.

Shareholder approval is required to substantively change fund objectives. Shareholder approval is also required to change certain investment restrictions noted in the following section as "fundamental policies." Managers also follow certain "operating policies" that can be changed without shareholder approval. Shareholders will receive at least 60 days' prior notice of a change in the fund's policy requiring it to normally invest at least 80% of its assets in stocks or a particular geographic area, as the case may be. Fund investment restrictions and policies apply at the time of purchase. A later change in circumstances will not require the sale of an investment if it was proper at the time it was made. (This exception does not apply to the fund's borrowing policy.)

Fund holdings of certain kinds of investments cannot exceed maximum percentages of total assets, which are set forth in the fund's prospectus and this Plan Description. For instance, fund investments in certain derivatives are limited to 10% of total assets. While these restrictions provide a useful level of detail about fund investments, investors should not view them as an accurate gauge of the potential risk of such investments. For example, in a given period, a 5% investment in derivatives could have significantly more of an impact on the fund's share price than its weighting in the portfolio. The net effect of a particular investment depends on its volatility and the size of its overall return in relation to the performance of all other fund investments.

As a fundamental policy, the fund will not purchase a security if, as a result, with respect to 75% of its total assets, more than 5% of the fund's total assets would be invested in securities of a single issuer or more than 10% of the outstanding voting securities of the issuer would be held by the fund. Investments in participation notes (P-notes) are limited to 20% of total assets. Initial margin deposits on futures and premiums on options used for non-hedging purposes will not exceed 5% of net asset value. The total market value of securities covering call or put options may not exceed 25% of total assets. No more than 5% of total assets will be committed to premiums when purchasing call or put options. Fund investments in hybrid instruments are limited to 10% of total assets. Fund investments in illiquid securities are limited to 15% of net assets.

As a fundamental policy, neither borrowings nor the value of loaned securities may exceed 33 1/3% of total assets. The fund will not transfer securities as collateral except as necessary in connection with permissible borrowings or investments, and then such transfers may not exceed 33 1/3 % of total assets. The fund will not purchase additional securities when borrowings exceed 5% of total assets.

Certain investment restrictions, such as a required minimum or maximum investment in a particular type of security, are measured at the time the fund purchases a security. The status, market value, maturity, credit quality, or other characteristics of the fund's securities may change after they are purchased, and this may cause the amount of the fund's assets invested in such securities to exceed the stated maximum restriction or fall below the stated minimum restriction. If any of these changes occur, it would not be considered a violation of the investment restriction. However, purchases by the fund during the time it is above or below the stated percentage restriction would be made in compliance with applicable restrictions.

Fund managers have considerable discretion in choosing investment strategies and selecting securities they believe will help achieve fund objectives. In seeking to meet its investment objective, fund investments may be made in any type of security or instrument (including certain potentially high-risk derivatives described in this section) whose investment characteristics are consistent with its investment program.

Principal Investment Risks: As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the Portfolio. Fund investments are subject to further restrictions and risks described in the fund's SAI. The principal tools the manager uses to try to reduce risk are intensive research and limiting exposure to any one industry or company. Currency hedging techniques may be used from time to time. The principal risks of investing in the Portfolio are summarized below:

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

Risks of Stock Investing — Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is the chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising prices and falling prices. The value of a stock in which the fund invests may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry.

As with all stock funds, the fund's share price can fall because of weakness in one or more of its primary equity markets, a particular industry, or specific holdings. Stock markets can decline for many reasons, including adverse political or economic developments, changes in investor psychology, or heavy institutional selling. The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. In addition, the manager's assessment of companies held in the fund may prove incorrect, resulting in losses or poor performance, even in rising markets.

Investment Style Risk — Different investment styles tend to shift in and out of favor, depending on market conditions and investor sentiment. The fund's value approach to investing could cause it to underperform other stock funds that employ a different investment style. The intrinsic value of a stock with value characteristics may not be fully recognized by the market for a long time or a stock judged to be undervalued may actually be appropriately priced at a low level.

Foreign Investing Risk — Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S. These risks are heightened for the fund's investments in emerging markets.

For purposes of determining whether the fund invests at least 80% of its net assets in a particular country or geographic region, the fund uses a country assigned to a security by MSCI Barra or another unaffiliated third party data provider. The fund generally follows this same process with respect to the remaining 20% of assets but may occasionally make an exception after assessing various factors relating to a company.

Funds that invest overseas generally carry more risk than funds that invest strictly in U.S. assets. Some particular risks affecting these funds include the following:

Currency Risk — This refers to a decline in the value of a foreign currency versus the U.S. dollar, which reduces the dollar value of securities denominated in that currency. The overall impact on the fund's holdings can be significant, unpredictable, and long-lasting, depending on the currencies represented in the fund's portfolio and how each foreign currency appreciates or depreciates in relation to the U.S. dollar and whether currency positions are hedged. Under normal conditions, the funds do not engage in extensive foreign currency hedging programs. Further, exchange rate movements are volatile, fund attempts at hedging could be unsuccessful, and it is not possible to effectively hedge the currency risks of many emerging market countries.

Other Risks of Foreign Investing — Risks can result from varying stages of economic and political development, differing regulatory environments, trading days, accounting standards, uncertain tax laws, and higher transaction costs of non-U.S. markets. Investments outside the United States could be subject to governmental actions such as capital or currency controls, nationalization of a company or industry, expropriation of assets, or imposition of high taxes. A trading market may close without warning for extended time periods, preventing the fund from selling its portfolio securities in that market. Trading in the underlying securities of the funds may take place in various foreign markets on certain days when the funds are not open for business and do not calculate net asset values. As a result, net asset values may be significantly affected on days when shareholders cannot make transactions.

Emerging Markets Risk — Investments in emerging markets, which include Africa, parts of Europe and much of Asia, the Middle East, and Central and South America, are subject to the risk of abrupt and severe price declines. The economic and political structures of developing nations, in most cases, do not compare favorably with the U.S. or other developed countries in terms of wealth and stability, and their financial markets often lack liquidity. These economies are less developed and can be overly reliant on particular industries and more vulnerable to the ebb and flow of international trade, trade barriers, and other protectionist or retaliatory measures. Certain countries have legacies and periodic episodes of hyperinflation and currency devaluations, particularly Russia and many Latin American nations, and more recently many Asian countries. Governments in many emerging market countries participate to a significant degree in their economies and securities markets. Foreign investments may be restricted and subject to greater government control, including repatriation of sales proceeds. Some countries have histories of instability and upheaval that could cause their governments to act in a detrimental or hostile manner toward private enterprise or foreign investment. Investments in countries or regions that have recently begun moving away from central planning and state-owned industries toward free markets should be regarded as speculative. While some countries have made progress in economic growth, liberalization, fiscal discipline, and political and social stability, there is no assurance these trends will continue. Significant risks, such as war and terrorism, currently affect some emerging market countries. Fund performance will likely be hurt by exposure to nations in the midst of hyperinflation, currency devaluation, trade disagreements, sudden political upheaval, or interventionist government policies. The volatility of emerging markets may be heightened by the actions (such as significant buying or selling) of a few major investors. For example, substantial increases or decreases in cash flows of mutual funds investing in these markets could significantly affect local stock prices and, therefore, cause fund share prices to decline. These factors make investing in such countries significantly riskier than in other countries and any one of these could cause the fund's share price to decline.

Derivatives Risk — To the extent the fund uses futures and options, it is exposed to additional volatility and potential losses. A derivative involves risks different from, and possibly greater than, the risks associated with investing directly in the assets on which the derivative is based. Derivatives can be highly volatile, illiquid, and difficult to value, and changes in the value of a derivative may not properly correlate with changes in the value of the underlying asset, reference rate or index. The fund could be exposed to significant losses if it is unable to close a derivatives position due to the lack of a liquid secondary trading market. Derivatives involve the risk that a counterparty to the derivatives agreement will fail to make required payments or comply with the terms of the agreement. There is also the possibility that limitations or trading restrictions may be imposed by an exchange or government regulation.

Small- and Medium-Sized Company Risk — To the extent each fund invests in small- and mid-capitalization stocks, it is likely to be more volatile than a fund that invests only in large companies. Small and medium-sized companies are generally riskier because they may have limited product lines, capital, and managerial resources. Their securities may trade less frequently and with greater price swings.

Risks of Investing in Other Investment Companies — The risks of owning another investment company are generally similar to the risks of investing directly in the securities in which it invests. However, an investment company may not achieve its investment objective or execute its investment strategy effectively, which may adversely affect the fund's performance. In addition, because closed-end funds and ETFs trade on a secondary market, their shares may trade at a premium or discount to the actual net asset value of its portfolio securities and their potential lack of liquidity could result in greater volatility.

Liquidity Risk — The sale of illiquid securities may involve substantial delays and additional costs, and a fund may only be able to sell such securities at prices substantially less than what it believes they are worth.

Templeton Growth Portfolio
Investment Manager: Templeton Global Advisors Limited

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

Principal Investment Strategy: The Portfolio invests in the Templeton Growth Fund, Class A. Through its ownership in the fund, the Portfolio, under normal market conditions, invests primarily in equity securities of companies located anywhere in the world, including emerging markets.

An equity security or stock represents a proportionate share of ownership of a company; its value is based on the success of the company's business, any income paid to shareholders, the value of its assets, and general market conditions. Common stocks, preferred stocks, and convertible securities are examples of equity securities. Convertible securities have characteristics of both debt securities (which is generally the form in which they are first issued) and equity securities (which is what they can be converted into). The fund may invest in convertible securities without regard to the ratings assigned by rating services. The fund also invests in depositary receipts. These are certificates typically issued by a bank or trust company that give their holders the right to receive securities issued by a foreign or domestic company.

In addition to the fund's main investments, depending upon current market conditions, the fund may invest up to 25% of its total assets in debt securities of companies and governments located anywhere in the world. Debt securities represent the obligation of the issuer to repay a loan of money to it, and generally pay interest to the holder. Bonds, notes, and debentures are examples of debt securities. Although the fund seeks investments across a number of countries and sectors, from time to time, based on economic conditions, the fund may have significant positions in particular countries or sectors.

When choosing equity investments for this fund, the manager applies a "bottom-up," value-oriented, long-term approach, focusing on the market price of a company's securities relative to the manager's evaluation of the company's long-term earnings, asset value and cash flow potential. The manager also considers a company's price/earnings ratio, profit margins, liquidation value and various other metrics to determine the intrinsic value of a stock as a function of its long-term earnings potential, balance sheet health and projected cash-flow streams.

When the manager believes market or economic conditions are unfavorable for investors, the manager may invest up to 100% of the fund's assets in a temporary defensive manner by holding all or a substantial portion of its assets in cash, cash equivalents or other high quality short-term investments. Temporary defensive investments generally may include U.S. government securities, bank time deposits denominated in the currency of any major nation, commercial paper, and repurchase agreements. The manager also may invest in these types of securities or hold cash while looking for suitable investment opportunities or to maintain liquidity. In these circumstances, the fund may be unable to achieve its investment goal.

Principal Investment Risks: Because the securities the fund holds fluctuate in price, the value of your investment in the Portfolio will go up and down. You could lose money.

Market Risk — The market value of securities owned by the fund will go up or down, sometimes rapidly or unpredictably. Securities may decline in value due to factors affecting individual issuers, securities markets generally or particular industries or sectors within the securities markets. The value of a security may go up or down due to general market conditions which are not specifically related to a particular issuer, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also go up or down due to factors which affect an individual issuer or a particular industry or sector, such as changes in production costs and competitive conditions within an industry. During a general downturn in the securities markets, multiple asset classes may decline in value. When markets perform well, there can be no assurance that the fund's securities will participate in or otherwise benefit from the advance.

Generally, stocks have historically outperformed other types of investments over the long term. Individual stock prices, however, tend to go up and down more dramatically. A slower-growth or recessionary economic environment could have an adverse effect on the price of the various stocks held by the fund.

Foreign Securities Risk — Investing in foreign securities typically involves more risks than investing in U.S. securities. Certain of these risks also may apply to securities of U.S. companies with significant foreign operations.

Currency Exchange Rates — Foreign securities may be issued and traded in foreign currencies. As a result, their market values in U.S. dollars may be affected by changes in exchange rates between foreign currencies and the U.S. dollar, as well as between currencies of countries other than the U.S. For example, if the value of the U.S. dollar goes up compared to a foreign currency, an investment traded in that foreign currency will go down in value because it will be worth fewer U.S. dollars. The fund accrues additional expenses when engaging in currency exchange transactions, and valuation of the fund's foreign securities may be subject to greater risk because both the currency (relative to the U.S. dollar) and the security must be considered.

Political and Economic Developments — The political, economic, and social structures of some foreign countries may be less stable and more volatile than those in the U.S. Investments in these countries may be subject to greater risks of internal and external conflicts, expropriation, nationalization of assets, foreign exchange controls (such as suspension of the ability to transfer currency from a given country), restrictions on removal of assets, political or social instability, military action or unrest, diplomatic developments, currency devaluations, foreign ownership limitations and punitive or confiscatory tax increases. It is possible that a government may take over the assets or operations of a company or impose restrictions on the exchange or export of currency or other assets. Some countries also may have different legal systems that may make it difficult for the fund to vote proxies, exercise shareholder rights, and pursue legal remedies with respect to its foreign investments. Diplomatic and political developments, including rapid and adverse political changes, social instability, regional conflicts, terrorism, and war, could affect the economies, industries and securities and currency markets, and the value of the fund's investments, in non-U.S. countries. These factors are extremely difficult, if not impossible, to predict and take into account with respect to the fund's investments.

Trading Practices — Brokerage commissions, withholding taxes, and custodial fees and other fees generally are higher in foreign markets. The policies and procedures followed by foreign stock exchanges, currency markets, trading systems and brokers may differ from those applicable in the U.S. with possibly negative consequences to the fund. The procedures and rules governing foreign trading, settlement and custody (holding of the fund's assets) also may result in losses or delays in payment, delivery, or recovery of money or other property. Foreign government supervision and regulation of foreign securities markets and trading systems may be less than or different from government supervision in the U.S. and may increase the fund's regulatory and compliance burden and/or decrease the fund's investor rights and protections.

Availability of Information — Foreign issuers may not be subject to the same disclosure, accounting, auditing, and financial reporting standards and practices as U.S. issuers. Thus, there may be less information publicly available about foreign issuers than about most U.S. issuers.

Limited Markets — Certain foreign securities may be less liquid (harder to sell) and their prices may be more volatile than many U.S. securities. Illiquidity tends to be greater, and valuation of the fund's foreign securities may be more difficult, due to the infrequent trading and/or delayed reporting of quotes and sales.

Emerging Markets — The risks of foreign investments typically are greater in less developed countries, sometimes referred to as developing or emerging markets. For example, political and economic structures in these countries may be less established and may change rapidly. These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies and securities markets and increase volatility. In fact, short-term volatility in these markets and declines of 50% or more are not uncommon. Restrictions on currency trading that may be imposed by emerging market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries.

Regional — Adverse conditions in a certain region can adversely affect securities of issuers in other countries whose economies appear to be unrelated. To the extent that a fund invests a significant portion of its assets in a specific geographic region, the fund will generally have more exposure to regional economic risks. In the event of economic or political turmoil or a deterioration of diplomatic relations in a region or country where a substantial portion of the fund's assets are invested, the fund may experience substantial illiquidity.

Value Investing Risk — Value stock prices are considered "cheap" relative to the company's perceived value and are often out of favor with other investors. The manager may invest in such stocks if it believes the market may have overreacted to adverse developments or failed to appreciate positive changes. However, if other investors fail to recognize the company's value (and do not become buyers, or if they become sellers or favor investing in faster growing companies), value stocks may not increase in value as anticipated by the manager and may even decline in value.

Management Risk — The fund is actively managed and could experience losses if investment management's judgments about markets, interest rates or the attractiveness, relative values, liquidity, or potential appreciation of particular investments made for the fund's portfolio prove to be incorrect. There can be no guarantee that these techniques or investment management's investment decisions will produce the desired results. Additionally, legislative, regulatory, or tax developments may affect the investment techniques available to investment management in connection with managing the fund and may also adversely affect the ability of the fund to achieve its investment goal.

Focus Risk — The greater the fund's exposure to any single type of investment – including investment in a given industry, sector, region, country, issuer, or type of security – the greater the losses the fund may experience upon any single economic, business, political, regulatory, or other occurrence. As a result, there may be more fluctuation in the price of the fund's shares.

Interest Rate Risk — Interest rate changes can be sudden and unpredictable. Debt securities generally tend to lose market value when interest rates rise and increase in value when interest rates fall. Securities with longer maturities or lower coupons or that make little (or no) interest payments before maturity tend to be more sensitive to these interest rate changes. The longer the fund's average weighted portfolio maturity, the greater the impact a change in interest rates will have on its share price.

Credit Risk — The fund could lose money on a debt security if an issuer or borrower is unable or fails to meet its obligations, including failing to make interest payments and/or to repay principal when due. Changes in an issuer's financial strength, the market's perception of the issuer's financial strength or in a security's credit rating, which reflects a third party's assessment of the credit risk presented by a particular issuer, may affect debt securities' value. The fund may incur substantial losses on debt securities that are inaccurately perceived to present a different amount of credit risk by the market, the investment manager or the rating agencies than such securities actually do.

More detailed information about the fund, its policies, and risks can be found in the fund's SAI.

Mutual fund shares and Portfolio Units are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the FDIC, the Federal Reserve Board, or any other agency of the U.S. government. Mutual fund shares and Portfolio Units involve investment risks, including the possible loss of principal.

PART XI. ADDITIONAL INFORMATION ABOUT CERTAIN UNDERLYING INVESTMENTS

iShares Barclays Aggregate Bond Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Barclays Capital U.S. Aggregate Bond Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the Barclays Capital U.S. Aggregate Index. The Barclays Capital U.S. Aggregate Index measures the performance of the total United States investment grade bond market. As of March 31, 2011, there were 8,001 issues in the underlying index. The Underlying Index measures the performance of the U.S. investment-grade bond market, which includes investment grade U.S. Treasury bonds, government-related bonds, investment-grade corporate bonds, mortgage pass-through securities, commercial mortgage-backed securities, and asset-backed securities that are publicly offered for sale in the United States. The securities in the Underlying Index have $250 million or more of outstanding face value and have at least one year remaining to maturity. In addition, the securities must be denominated in U.S. dollars and must be fixed-rate and non-convertible. Certain types of securities, such as state and local government series bonds, structured notes with embedded swaps or other special features, private placements, floating-rate securities and Eurobonds are excluded from the Underlying Index. The Underlying Index is market capitalization weighted and the securities in the Underlying Index are updated on the last calendar day of each month.

The fund generally seeks to track the performance of its underlying index by investing approximately 90% of its assets in the bonds represented in its underlying index and in securities that provide substantially similar exposure to securities in the underlying index. The fund may invest the remainder of its assets in bonds not included in the underlying index, but which the manager believes will help the fund track its underlying index, as well as in cash and high-quality, liquid short-term instruments, including shares of money market funds advised by the manager. For example, the fund may invest in securities not included in its underlying index in order to reflect various corporate actions (such as mergers) and other changes in its underlying index (such as reconstitutions, additions and deletions).

As of March 31, 2011, approximately 31.89% of the bonds represented in the underlying index were U.S. fixed-rate agency mortgage pass-through securities. U.S. fixed-rate agency mortgage pass-through securities are securities issued by entities such as Ginnie Mae, Fannie Mae, and Freddie Mac that are backed by pools of mortgages. Most transactions in fixed-rate mortgage pass-through securities occur through standardized contracts for future delivery in which the exact mortgage pools to be delivered are not specified until a few days prior to settlement. The fund expects to enter into such contracts on a regular basis. The fund, pending settlement of such contracts, will invest its assets in high-quality, liquid short-term instruments, including shares of money market funds affiliated with the manager. The fund will assume its pro-rata share of the fees and expenses of any money market fund that it may invest in, in addition to the fund's own fees and expenses.

iShares Barclays TIPS Bond Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Barclays Capital U.S. Treasury Inflation Protected Securities (TIPS) Index (Series-L) (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the Barclays Capital U.S. Treasury Inflation Protected Securities (TIPS) Index (Series-L). The Barclays Capital U.S. Treasury Inflation Protected Securities (TIPS) Index (Series-L) measures the performance of the inflation-protected public obligations of the U.S. Treasury. Inflation-protected public obligations of the U.S. Treasury, commonly known as "TIPS," are securities issued by the U.S. Treasury that are designed to provide inflation protection to investors. TIPS are income-generating instruments whose interest and principal payments are adjusted for inflation — a sustained increase in prices that erodes the purchasing power of money. The inflation adjustment, which is typically applied monthly to the principal of the bond, follows a designated inflation index, such as the Consumer Price Index. A fixed coupon rate is applied to the inflation-adjusted principal so that as inflation rises, both the principal value and the interest payments increase. This can provide investors with a hedge against inflation, as it helps preserve the purchasing power of an investment. Because of this inflation adjustment feature, inflation-protected bonds typically have lower yields than conventional fixed-rate bonds. As of March 31, 2011, there were 31 issues in the underlying index.

The underlying index includes all publicly-issued U.S. Treasury inflation-protected securities that have at least one year remaining to maturity, are rated investment grade and have $250 million or more of outstanding face value. In addition, the securities must be denominated in U.S. dollars and must be fixed-rate and non-convertible. The underlying index is market capitalization weighted and the securities in the underlying index are updated on the last calendar day of each month.

The fund generally invests at least 90% of its assets in the bonds of its underlying index and at least 95% of its assets in U.S. government bonds. The fund may invest up to 10% of its assets in U.S. government bonds not included in the underlying index, but which the manager believes will help the fund track its underlying index. For example, the fund may invest in bonds not included in its underlying index in order to reflect changes in its underlying index (such as reconstitutions, additions, and deletions). The fund also may invest up to 5% of its assets in repurchase agreements collateralized by U.S. government obligations and in cash and cash equivalents, including shares of money market funds advised by the manager.

iShares Cohen & Steers Realty Majors Index Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Cohen & Steers Realty Majors Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the Cohen & Steers Realty Majors Index. The Cohen & Steers Realty Majors Index consists of selected REITs. The objective of the Underlying Index is to represent relatively large and liquid REITs that may benefit from future consolidation and securitization of the U.S. real estate industry. REITs are selected for inclusion in the Underlying Index based on a rigorous review of several factors: including management, portfolio quality, and sector and geographic diversification. The REITs selected for inclusion in the Underlying Index must meet minimum market capitalization and liquidity requirements. The Underlying Index is weighted according to the total market value of each REIT's outstanding shares and is adjusted quarterly so that no REIT represents more than 8% of the Underlying Index. Within the REIT market, the Underlying Index is diversified across property sectors that represent the current market.

The fund generally invests at least 90% of its assets in securities of the Underlying Index and in depositary receipts representing securities of the Underlying Index. The fund may invest the remainder of its assets in securities not included in its Underlying Index but which the manager believes will help the fund track its Underlying Index, and in futures contracts, options on futures contracts, options and swaps as well as cash and cash equivalents, including shares of money market funds advised by the manager.

iShares MSCI EAFE Index Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI EAFE® Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the MSCI EAFE Index Fund. The MSCI EAFE Index has been developed by MSCI as an equity benchmark for international developed world stock performance. The MSCI EAFE Index includes stocks from Europe, Australasia and the Far East and as of March 31, 2011, consisted of the following 23 developed market country indexes: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, Luxembourg, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom.

The fund generally invests at least 90% of its assets in securities of the Underlying Index and in depositary receipts representing securities of the Underlying Index. The fund may invest the remainder of its assets in securities not included in its Underlying Index but which the manager believes will help the fund track its Underlying Index, and in futures contracts, options on futures contracts, options and swaps as well as cash and cash equivalents, including shares of money market funds advised by the manager.

iShares MSCI Emerging Markets Index Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Emerging Markets Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the MSCI Emerging Markets Index. The MSCI Emerging Markets Index was developed by MSCI as an equity benchmark for international stock performance. The MSCI Emerging Markets Index is designed to measure equity market performance in the global emerging markets. As of March 31, 2011, the Underlying Index consisted of the following 21 emerging market indexes: Brazil, Chile, China, Colombia, the Czech Republic, Egypt, Hungary, India, Indonesia, Malaysia, Mexico, Morocco, Peru, the Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand, and Turkey. As of March 31, 2011, the Underlying Index's three largest sectors were financials, energy, and materials.

The fund generally invests at least 90% of its assets in the securities of its Underlying Index and in depositary receipts representing securities in its Underlying Index. The fund may invest the remainder of its assets in other securities, including securities not in the Underlying Index, futures contracts, options on futures contracts, other types of options and swaps related to its Underlying Index, as well as cash and cash equivalents, including shares of money market funds affiliated with the manager or its affiliates. The manager will waive portfolio management fees in an amount equal to the portfolio management fees of such other iShares funds for any portion of the fund's assets invested in shares of such other funds.

iShares Russell 1000 Index Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Russell 1000 Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the Russell 1000 Index. The Russell 1000 Index measures the performance of the large-capitalization sector of the U.S. equity market. The Underlying Index includes issuers representing approximately 90% of the market capitalization of all publicly-traded U.S. equity securities. The Underlying Index is a float-adjusted capitalization-weighted index of equity securities issued by the approximately 1,000 largest issuers in the Russell 3000® Index. As of March 31, 2011, the Underlying Index represented approximately 92% of the total market capitalization of the Russell 3000 Index. Total market capitalization reflects all equity shares outstanding, while total market value reflects float-adjusted capitalizations based on equity shares available for general investment.

The fund generally invests at least 90% of its assets in securities of the Underlying Index and in depositary receipts representing securities of the Underlying Index. The fund may invest the remainder of its assets in securities not included in the Underlying Index, but which the manager believes will help the fund track its Underlying Index, and in futures contracts, options on futures contracts, options and swaps as well as cash and cash equivalents, including shares of money market funds advised by the manager.

iShares Russell 2000 Index Fund

Investment Manager: BlackRock Fund Advisors

Investment Objective: The fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Russell 2000 Index (the fund's Underlying Index).

Principal Investment Strategy: The fund uses a representative sampling strategy in seeking to track the Russell 2000 Index. The Russell 2000 Index measures the performance of the small-capitalization sector of the U.S. equity market. The Underlying Index includes issuers representing approximately 8% of the total market capitalization of all publicly-traded U.S. equity securities. The Underlying Index is a float-adjusted capitalization-weighted index of equity securities issued by the approximately 2000 smallest issuers in the Russell 3000® Index. As of March 31, 2011, the Underlying Index represented approximately $1.02 trillion of the total market capitalization of the Russell 3000 Index. Total market capitalization reflects all equity shares outstanding, while total market value reflects float-adjusted capitalizations based on equity shares available for general investment.

The fund generally invests at least 90% of its assets in securities of the Underlying Index and in depositary receipts representing securities of the Underlying Index. The fund may invest the remainder of its assets in securities not included in the Underlying Index, but which the manager believes will help the fund track its Underlying Index, and in futures contracts, options on futures contracts, options and swaps as well as cash and cash equivalents, including shares of money market funds advised by the manager.

PART XII. THE MOST 529 ADVISOR PLAN PRIVACY POLICY

The MOST 529 Advisor Plan Privacy Policy

All providers of personal financial services are now required by federal law to inform their customers of their policies regarding privacy of customer information. The MOST 529 Advisor Plan (the "**Plan**" or "**We**"), a college savings plan created and administered by the State of Missouri, may be considered a provider of personal financial services for purposes of this new federal law. Accordingly, this notice is being provided to you, as an Account Owner in the Plan, to inform you of our policies regarding privacy of certain information.

Types of Nonpublic Personal Information Collected. We collect nonpublic personal information about you that is provided to us by you or obtained by us with your authorization. This includes information that we receive from you on applications and other forms.

Parties to Whom We Disclose Information. We do not disclose any nonpublic personal information about you to anyone, except as permitted or required by law. Permitted disclosures include, for instance, providing information to our employees and to related service providers who need to know the information to assist us in providing services to you. We stress the confidential nature of the information being shared in all situations.

Protecting the Confidentiality and Security of Current and Former Account Owners' Information. We retain records relating to services that the Plan provides so that we are better able to assist you with your college planning needs and, in some cases, to comply with governmental reporting requirements. In the case of former Account Owners, We will continue to adhere to the privacy policies and practices as described in this notice. To guard your nonpublic personal information, we maintain physical, electronic, and procedural safeguards that comply with our privacy standards. Your personal and financial information is very important to us. Please call 1-800-617-5097 if you have any questions.

Privacy of Upromise Investments

Under the terms of the MOST Services Contract between Upromise Investments, Inc., Upromise Investment Advisors, LLC, and the Board, both Upromise Investments parties are required to treat all Account Owner and Beneficiary information confidentially. Both Upromise Investments parties are prohibited from using or disclosing such information, except as may be necessary to perform its obligations under the terms of its contract with the Board, or if required by applicable law, by court order, or other order.

Privacy of Upromise Service

Upromise, Inc., an affiliate of the Program Manager, offers the Upromise Service loyalty program, which enables participants in the Upromise Service to earn rebates and other cash awards from participating merchants. The Upromise Service is a separate service from the Plan and Upromise, Inc. has its own separate privacy policy. If you choose to enroll in the Upromise Service, the privacy policy for Upromise, Inc. may be found at http://www.upromise.com/welcome/details/privacy.

MOST 529 ADVISOR PLAN PARTICIPATION AGREEMENT

THIS PARTICIPATION AGREEMENT (the "**Participation Agreement**") is entered into between the Account Owner ("**you**," "**I**," or the "**Account Owner**"), whose name appears on the Enrollment Application (the "**Application**") and the Missouri Higher Education Savings Program Board (the "**Board**"), as Trustee of the MOST 529 Advisor Plan (the "**Plan**"). The Plan was established by a Declaration of Trust executed by the Board as sole Trustee and designed to qualify for treatment as a qualified tuition program within the meaning of Section 529 of the Internal Revenue Code of 1986, as amended from time to time, and any regulations or other guidance issued thereunder (collectively, "**Section 529**"). The Plan is administered by the Board. Terms used in this Participation Agreement and not otherwise defined herein have the meanings defined in the Plan Description of the Plan (the "**Plan Description**"), receipt of which is hereby acknowledged by the Account Owner. By signing the Application, you agree to be bound by the terms of this Participation Agreement, the Plan Description and the Program Regulations described below and represent that you have completed and agree to the terms of the Application. Capitalized terms not defined herein shall have the meaning set forth in the Plan Description.

1. Establishment of Account. This Participation Agreement and the complete Application executed by the Account Owner with respect to an account (an "**Account**") shall constitute the entire contract between the Board and the Account Owner with respect to the Account. You request that the Board establish an Account pursuant to the Application for the benefit of the beneficiary designated on the Application (the "**Beneficiary**"). Your Account and this Agreement are subject to the Missouri Higher Education Savings Act (the "**Act**") and the regulations adopted and amended from time to time by the Board pursuant to the Act (the "**Program Regulations**"). Your Account assets will be held, subject to the Act and Section 529 and the Plan Description, for the exclusive benefit of you and the Beneficiary.

2. Plan Management. The Board and the Program Trust have retained Upromise Investments, Inc. and Upromise Investment Advisors, LLC to serve as the Program Manager and Recordkeeping and Servicing Agent, respectively, with overall responsibility for the day-to-day operations, including effecting transactions for the Plan. The Program Manager will establish your Account upon receipt of a duly completed Application in good order and the minimum initial Contribution required for an Account.

3. Contributions to Accounts.

   (a) Required Initial Contribution. You must make an initial Contribution of $500 to open an Account, except for Contributions made in connection with an automatic investment plan ("AIP") or payroll direct deposit. You can establish an AIP with a minimum initial Contribution of $50 per month or $150 per quarter.

   In addition, you can automatically contribute through payroll direct deposit, if provided by your employer, with a minimum initial Contribution of $25 for the initial payroll period. In the future, the minimum initial Contribution requirements to the Plan may be higher or lower, and are subject to change at any time by the Board.

   (b) Additional Contributions. You may make additional Contributions of $50 ($25 for Upromise Service Contributions) or more to your Account at any time, subject to the maximum limits on Contributions described below. In addition, if you have established an AIP, you may automatically transfer funds from a bank account to your Account in minimum amounts of $50 per month or $150 per quarter or if your employer offers payroll direct deposit in minimum amounts of $25 per pay period. You may also receive a minimum gift Contribution of $50 through Ugift – Give College Savings.

   (c) Choosing Investment Options. An Account Owner may allocate his or her Contributions among any of the investment options per Contribution subject to the minimum initial and additional Contribution requirements described above.

   (d) Acceptable Contribution Methods. Contributions to an Account may be made via check, AIP, electronic bank transfer, or any other method permitted by the Act, Section 529, the Program Regulations and the Plan Description. Certain methods of Contributions may not be accepted as outlined from time to time in the Plan Description.

   (e) Maximum Permissible Contributions. The Board will, from time to time, establish the maximum aggregate account balance value (the "Maximum Contribution Limit"), which will limit the amount of contributions that may be made to accounts for the same Beneficiary under all college savings plans sponsored by the State of Missouri, as required by Section 529, the Act and the Program Regulations. Accounts that have reached the Maximum Contribution Limit may continue to accrue earnings, although future contributions may not be made to such accounts. The determination of whether the Maximum Contribution Limit has been reached is based on the aggregate market value of all accounts for the same Beneficiary in the Program Trust regardless of who owns the account(s), and not on the aggregate contributions made to the account(s). If a Contribution is applied to an Account in the MOST 529 Advisor Plan and later determined by the Plan to have caused the aggregate market value of the account(s) for the same Beneficiary in the Program Trust to exceed the Maximum Contribution Limit, the MOST 529 Advisor Plan will refund such excess Contributions and earnings thereon, if any, to the contributor. Any refund of an excess Contribution may be treated as a Non-Qualified Withdrawal.

(f) Third-Party Contributions. Individuals or entities other than the Account Owner that contribute funds to the Account will have no subsequent control over the Contributions. Only the Account Owner may direct transfers, rollovers, investment changes (as permitted under Section 529), withdrawals and changes in the Beneficiary. The Account Owner is the owner of all Contributions and all earnings thereon credited to his or her Account under this Participation Agreement.

(g) Right to Refuse Contributions. The Board or the Program Manager reserves the right to refuse any Contributions.

4. Designation of Beneficiary; Change of Beneficiary. The Account Owner will name a single Beneficiary for each Account on the Application (unless the Account Owner is a governmental entity or a tax-exempt organization described in section 501(c)(3) of the Code, in which case the Beneficiary is the individual or individuals named at the time the Account Owner initiates a Qualified Withdrawal from the Account). The Account Owner may change the Beneficiary of an Account without adverse federal income tax consequences, provided the new Beneficiary is a Member of the Family, within the meaning of Section 529, of the immediately preceding Beneficiary. Any change in the Beneficiary of an Account to a new Beneficiary who is not a Member of the Family, within the meaning of Section 529, of the immediately preceding Beneficiary will be treated as a Non-Qualified Withdrawal subject to all applicable federal and state taxes on earnings, including an Additional 10% Federal Tax on such earnings. To change a Beneficiary, the Account Owner must complete and sign the appropriate form. The change will be effective when the Program Manager has received and processed the appropriate form(s). A change of Beneficiary will result in the assignment of a new account number and may result in the reallocation, by the Program Manager, of the Account's assets (e.g., to the extent the Account invested in aged-based options and the new Beneficiary was in a different age band than the previous Beneficiary).

5. Investment Options. The Plan offers investment options consisting of a range of professionally managed Portfolios. Your Account will be established by the Program Manager so that Contributions are automatically allocated to the Portfolio(s) selected on the Account Application. Initial and subsequent Contributions to your Account will be invested in accordance with the Portfolio(s) selected by you, as described in the Plan Description, and Units of the selected Portfolios (or any successor Portfolio(s)) selected will be allocated to your Account. Each Portfolio invests in an Underlying Fund. The Portfolios are not insured or guaranteed by the Federal Deposit Insurance Corporation, SIPC, the State of Missouri, the Board, the Program Trust, any other government agency, the Program Manager, its affiliates or subcontractors, or any Associated Persons.

6. Withdrawals from Accounts; Termination of Accounts. You may direct withdrawals from your Account or terminate your Account at any time subject to the Plan's procedures (as described in the Plan Description) and any hold periods, fees, penalties and additional tax that may be applicable as described below and in the Plan Description or as required by the Act or Section 529.

(a) Withdrawals from Accounts. You may direct withdrawals from your Account following the Program Manager's acceptance of the appropriate form in good order and any additional information or documentation required by the Board or the Program Manager.

(b) Tax on Non-Qualified Withdrawals. Non-Qualified Withdrawals will be subject to all applicable federal and state taxes on earnings, including an Additional 10% Federal Tax on such earnings unless an exception applies.

(c) Termination of Accounts. The Board, the Program Manager or the Account Owner may terminate an Account, and the Board may terminate the Plan, in accordance with the Act, Section 529, and/or the Program Regulations at any time. If the Board or the Program Manager finds that the Account Owner or a Beneficiary has provided false or misleading information to the Board, the Program Manager or an Eligible Educational Institution with respect to an Account, the Board or the Program Manager may take such action permitted by the Act and Program Regulations such as termination of the Account and withdrawal of the account balance and the imposition of penalties as described in the Plan Description. Upon termination of your Account, the account balance will be distributed to you and Contributions and all earnings thereon will be subject to all applicable federal and state taxes or penalties on Non-Qualified Withdrawals.

7. Account Owner's Representations. You represent and agree as follows:

(a) I have carefully reviewed and understand the Plan Description, including, without limitation, the discussion of risks in the Plan Description under the headings "UNDERSTANDING PLAN RISKS" and "UNDERSTANDING PORTFOLIO STRATEGIES AND RISKS."

I agree that the Plan Description is incorporated by reference herein. In making my decision to open an Account and enter into this Participation Agreement, I have not relied upon any representations or other information, whether written or oral, other than as set forth in the Plan Description and this Participation Agreement, and I have considered the availability of the alternative education savings and investment programs, including other Section 529 Plans.

(b) I UNDERSTAND THAT (i) THE VALUE OF AN ACCOUNT WILL INCREASE OR DECREASE BASED ON THE INVESTMENT PERFORMANCE OF THE PORTFOLIO(S) IN WHICH CONTRIBUTIONS TO THE ACCOUNT HAVE BEEN ALLOCATED AND THE UNDERLYING INVESTMENTS IN WHICH THEY INVEST OR SUCH OTHER FUNDS, SECURITIES OR INVESTMENTS SELECTED BY THE BOARD; (ii) THE VALUE OF AN ACCOUNT MAY BE MORE OR LESS THAN THE AMOUNT CONTRIBUTED TO THE ACCOUNT; (iii) ALL CONTRIBUTIONS TO AN INVESTMENT OPTION ARE SUBJECT TO INVESTMENT RISKS, INCLUDING THE RISK OF LOSS OF ALL OR PART OF THE CONTRIBUTIONS AND ANY RETURN OR INTEREST EARNED THEREON; AND (iv) THE VALUE OF THE ACCOUNT MAY NOT BE ADEQUATE TO FUND ACTUAL HIGHER EDUCATION EXPENSES. I ACKNOWLEDGE THAT THERE IS NO GUARANTEE OF A RATE OF RETURN OR INTEREST ON ANY ACCOUNT. I UNDERSTAND

THAT THE INTENDED TAX ADVANTAGES FOR THE ACCOUNT MAY BE NEGATIVELY AFFECTED BY FUTURE CHANGES IN TAX LAWS, REGULATIONS OR RULES. NEITHER THE BOARD, ANY MEMBER OF THE BOARD, THE STATE OF MISSOURI, OR THE PROGRAM MANAGER, ITS AFFILIATES AND SUBCONTRACTORS, OR ANY ASSOCIATED PERSONS INSURE ANY ACCOUNT OR GUARANTEES ANY RATE OF RETURN OR ANY INTEREST RATE ON ANY CONTRIBUTION, AND NONE OF THE AFOREMENTIONED SHALL BE LIABLE FOR ANY LOSS INCURRED BY ANY PERSON AS A RESULT OF PARTICIPATING IN THE PLAN.

(c) I understand that: (i) the state(s) in which I live or pay taxes may offer a Section 529 college savings plan; (ii) other Section 529 college savings plans may offer me state income tax or other benefits not available through the MOST 529 Advisor Plan; and (iii) I may want to consult with a qualified tax advisor regarding the state tax consequences of investing in the Plan, if such benefits are important to me.

(d) I understand that except for the initial selection of the Portfolio(s) and unless permitted under Section 529, the Act, or the Program Regulations, I may not change the Portfolio(s) selected for an Account; all investment decisions for the Portfolio(s) and each Account will be made by the Board; and I have no authority to direct the investment of any assets previously contributed to the Portfolio(s), either directly or indirectly. I understand that only the Board will have the authority to make decisions concerning the Underlying Funds and the selection of the Program Manager. I understand that any Portfolio may at any time be merged, terminated, reorganized or cease accepting new Contributions, and any such action affecting a Portfolio may result in Contributions being reinvested in a Portfolio different from the Portfolio in which Contributions were originally invested.

(e) RESERVED

(f) RESERVED

(g) I understand and acknowledge that neither my Contributions nor investment returns so allocated to my Account are guaranteed or insured by any person or entity. I understand that there is no guarantee that the Plan's investment objectives will be achieved.

(h) I understand that although I own Units in a Portfolio, I do not have a direct beneficial interest in the underlying mutual funds approved by the Board from time to time or other instruments held by the Portfolios, and, therefore, I do not have the rights of an owner or shareholder of such underlying funds or the other instruments. I further understand that I received no advice or investment recommendation from, or on behalf of, the State of Missouri, the Board, the Plan, or the Program Manager, its affiliates, or subcontractors.

(i) I agree that each Contribution to the Account shall constitute my representation that each Contribution (together with the current Account and all other Accounts of which I am aware that have been established under the Plan for the same Beneficiary) will not cause the aggregate balances in such Accounts to exceed the amount reasonably believed by me to be necessary to provide for the Beneficiary's future Qualified Higher Education Expenses, and in any event will not cause such aggregate balances to exceed the Maximum Contribution Limit then in effect.

(j) I understand that I am solely responsible for determining which qualified tuition program is best suited to my needs and objectives. I understand that each of the investment options within the Plan may not be suitable, and that the Plan may not be suitable, for all investors as a means of saving and investing for higher education costs. I have determined that an investment in the Plan is a suitable investment for me as a means of saving for the Qualified Higher Education Expenses of the Beneficiary of my Account.

(k) I certify that all of the information that I provided in the Account Application and any other documentation subsequently furnished in connection with the opening or maintenance of, or any withdrawals from, the Account is and shall be accurate and complete, and I agree to notify the Board or the Program Manager promptly of any material changes in such information.

(l) I understand that participation in the Plan does not guarantee that any Beneficiary: (i) will be admitted as a student to any Eligible Educational Institution; (ii) if accepted, will be permitted to continue as a student; (iii) will graduate from any Eligible Educational Institution; (iv) will be treated as a state resident of any state for tuition purposes; or (v) will achieve any particular treatment under applicable federal or state financial aid programs. Further, I understand that participation in the Plan does not guarantee Missouri in-state tuition rates at Missouri state schools.

(m) I will not use an Account as collateral for any loan, and agree that any attempted use of an Account as collateral for a loan shall be void.

(n) I will not assign or transfer any interest in any Account except as permitted by Section 529 or the Act, any regulations issued thereunder, or the Board, and agree that any attempted assignment or transfer of such an interest shall be void. Notwithstanding the foregoing, I understand that I may designate a Successor Account Owner to whom the Account will be assigned in the event of my death or incapacity. Plan Accounts registered as Trust accounts may not designate a Successor Account Owner.

(o) I understand that the Plan will not lend money or other assets to any Account Owner or Beneficiary.

(p) I understand that the Plan is established and maintained pursuant to the Act and is intended to qualify for treatment as a qualified tuition program within the meaning of Section 529. The Act and Section 529 are subject to change and neither the Board nor the Program Manager makes any representations that either the Act or Section 529 regulations, rules, guidance, notices, or other guidance issued there under will not be changed or repealed, or that the terms and conditions of the Plan will remain as currently described in the Plan Description and this Participation Agreement.

(q) I certify that I am a natural person who is a U.S. citizen or resident alien with a Social Security number or taxpayer identification number or, that I have the requisite authority to enter into this Participation

Agreement and to open an Account on behalf of the Beneficiary. I also certify that the person named Beneficiary of the Account is a U.S. citizen or resident alien with a Social Security number or taxpayer identification number.

(r) I understand that any Contributions credited to my Account will be deemed by the Board and the Program Manager to have been received from me and that Contributions by third parties may result in adverse tax or other consequences to me or such third parties.

(s) I agree and acknowledge that included in the Fees and Expenses section of the Plan Description are investment management fees and other expenses charged by each of the Portfolios in which account assets are invested.

(t) I understand that I am opening this Account to provide funds for Qualified Higher Education Expenses of the Beneficiary of the Account and that I should retain adequate records relating to withdrawals from my Account.

(u) I understand that the Board or the Program Manager may ask me to provide additional documentation that may be required by applicable law, the Program Regulations or the Plan Description, and I agree to promptly comply with any such requests for additional documents.

(v) I understand that purchases and sales of Units held in my Account may be confirmed to me on periodic account statements in lieu of an immediate confirmation.

(w) I agree that I have been given an opportunity, within a reasonable time prior to my execution of the Application, to ask questions of my Financial Advisor, or any representatives thereof, and to receive satisfactory answers concerning: (i) my participation in the Plan; (ii) the terms and conditions governing the Plan; (iii) the particular investment options that are available in the Plan; (iv) the Plan Description, the Program Regulations, the Participation Agreement and the Application; (v) the applicable fees and expenses charged in connection with the Plan; and (vi) my ability to obtain such additional information necessary to verify the accuracy of any information furnished.

(x) I understand that Plan assets may be allocated among a variety of underlying mutual funds, separate accounts, funding vehicles, and other investments across a variety of asset classes including,: equities, fixed income, short-term bond and money market instruments of domestic and foreign issuers.

(y) 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, maintenance, or termination of the Account.

(z) If I am establishing an Account as a trustee for a trust, I represent that: (i) the trustee is the Account Owner; (ii) the individual executing this Agreement is duly authorized to act as trustee for the trust; (iii) the Plan Description may not discuss tax consequences and other aspects of the Plan of particular relevance to the trust and individuals having an interest therein; and (iv) the trustee, for the benefit of the trust, has consulted with and relied on a professional advisor, as deemed appropriate by the trustee, before becoming an Account Owner.

(aa) I understand that the Program Manager has the right to provide the Financial Advisor identified to the Plan with access to financial and other information regarding my Account.

(bb) I understand that, unless otherwise provided in a written agreement between me and my Financial Advisor, or between me and the Board or the Program Manager, no part of my participation in the Plan will be considered the provision of an investment advisory service.

(cc) I represent that I understand that the state(s) where I or my Beneficiary reside or pay taxes may offer one or more direct sold, advisor/broker sold or prepaid tuition plans under Section 529 of the Code (each an "In-State Plan"); and such In-State Plans may offer state income tax or other benefits not available through the Plan. The Plan Description, this Participation Agreement, the Account Application and the other forms approved for use in connection with the Plan do not address taxes imposed by a state other than Missouri, or the applicability of state or local taxes other than the State of Missouri.

(dd) I represent that I have considered investing in an In-State Plan and consulted with a tax advisor regarding the state tax consequences of investing in the Plan if realizing state or local income tax or other benefits are important to me.

(ee) I understand that neither the Plan, the Board, the Program Manager, its affiliates or subcontractors, or Associated Persons will indemnify any Account Owner or Beneficiary against losses or other claims arising from the official or unofficial acts, negligent or otherwise, of Board members or state employees. I further understand that the Board, the Program Manager, its affiliates and subcontractors may seek to recover any amounts expended in connection with any claims or other matters arising out of or from the acts, errors or omission of any of the investment managers to the Portfolios.

(ff) I understand and agree that the Program Manager may accept purchases, exchanges, transfers, and other types of transaction requests pursuant to a selling agreement established prior to the Transition Date. The Program Manager reserves the right to require my Financial Advisor to execute a new selling agreement.

8. Fees and Expenses. The Account is subject to fees and expenses to pay for the costs of managing and administering the Plan as described in the Plan Description under the heading "ACCOUNT AND PORTFOLIO FEES AND EXPENSES." Dealer compensation is described in the Plan Description under the heading "DEALER COMPENSATION."

9. Necessity of Qualification. The Plan intends to qualify for favorable federal tax treatment under Section 529. Because this qualification is vital to the Plan, the Board may modify the Plan or amend this Participation Agreement at any time if the Board decides that the change is needed to meet the requirements of Section 529, Missouri State law, or applicable rules or regulations promulgated by the Board or to ensure the proper administration of the Plan.

10. Reports. The Program Manager will send you periodic statements of your Account and periodic confirmations on transactions in your Account. The Program Manager will provide tax reporting as required by applicable law. If you do not write to the Program Manager to object to a statement, a confirm or report within 30 days after it has been sent to you, you will be considered to have approved it and to have released the Board, the Program Trust and the Program Manager from all responsibility for matters covered by the report. You agree to provide all information the Board or the Program Manager may need to comply with any legal reporting requirements. You will continue to be responsible for filing your federal tax return and any other reports required of you by law.

11. Amendment and Termination. The Board may from time to time amend the Plan, this Participation Agreement, the Plan Description, or the Program Regulations, cause a withdrawal to be made from your Account to satisfy applicable laws including anti-money laundering laws, and may suspend or terminate the Plan by giving you written notice (which amendment shall be effective upon the date specified in the notice), but investments in the Portfolios may not be diverted from the exclusive benefit of you and your Beneficiary. Nothing contained in the Plan Description, this Participation Agreement, or the Program Regulations is an agreement or representation by the Board, the Program Trust, Program Manager or any other person that it will continue to maintain the Plan indefinitely. A termination of the Plan or this Participation Agreement by the Board or the Program Trust may result in a Non-Qualified Withdrawal for which tax and penalties may be assessed. No provision of this Participation Agreement can be amended or waived except in writing signed by an authorized representative of the Board.

12. Effective Date; Incorporation of Account Application. This Participation Agreement shall become effective between the Board and you upon the first deposit to your Account or the acceptance of your properly completed Account Application by the Program Manager by and on behalf of the Board, whichever occurs first, subject to the Board's right to reject the Account Application if, in processing the Account Application, it is determined that the Account Application has not been fully and properly completed.

13. Applicable Law. This Participation Agreement is governed by the laws of Missouri without regard to its conflicts of law principles.

14. Extraordinary Events. The Board, the Program Trust and the Program Manager shall not be liable for loss caused directly or indirectly by government restrictions, exchange or market rulings, suspension of trading, war, acts of terrorism, strikes or other conditions beyond their control.

15. Severability. In the event that any clause, provision, or portion of this Participation Agreement is found to be invalid, illegal, void or unenforceable by reason of any law, rule, administrative order or judicial decision of a court of competent jurisdiction, that clause or portion will be severed from this Participation Agreement and the remainder shall continue in full force and effect as if such clause or portion had never been included.

16. Disputes. All decisions and interpretations by the Board and the Program Manager in connection with the operation of the Plan shall be final and binding upon you, the Beneficiary and any other person affected thereby. Any claim by you against the State of Missouri, the Board, the Program Trust, Plan, or any of their respective affiliates or their officers, employees, or agents, pursuant to this Participation Agreement or the Plan shall be made solely against the assets of the Plan. This Participation Agreement is governed by Missouri law. If you have a substantial interest affected by a decision of the Board you may appeal to the Board in writing in accordance with the Board's procedures. The Board shall review the documentation and other submissions and make a determination within sixty (60) days. The Board's appeal determination shall be in writing and returned to the appellant. All appeal decisions of the Board shall be final.

17. Lawsuits Involving Your Account. You recognize that each Account will be established based upon your statements, agreements, representations and warranties set forth in this Agreement. You agree to indemnify and to hold harmless the Program Trust, the Board, the Program Manager, Affiliated Persons and any representatives of the Program Trust, the Board, or the Program Manager from and against any and all loss, damage, liability or expense, including costs of reasonable attorney's fees, to which they may be put or which they may incur by reason of, or in connection with, (i) any misstatement or misrepresentation made by you or any Beneficiary of yours, (ii) any breach by you of the acknowledgments, representations or warranties contained herein, or (iii) any failure by you to fulfill any portion of this Agreement. You agree that all statements, representations and warranties will survive the termination of this Agreement.

18. Binding Nature. This Participation Agreement shall be binding upon the parties and their respective heirs, successors, beneficiaries and permitted assigns. You agree that all of your representations and obligations under this Participation Agreement shall inure to the benefit of the Board and the Program Manager, all of whom can rely upon and enforce your representations and obligations contained in this Participation Agreement.

19. Arbitration. The following is a pre-dispute arbitration clause, which is a condition to investing in the Plan. Any controversy or claim arising out of or relating to this Plan or the Participation Agreement, or the breach, termination or validity of this Plan or the Participation Agreement, shall be settled by arbitration administered by the American Arbitration Association (the "AAA") in accordance with its Commercial Arbitration Rules (except that Upromise Investments, Inc. is a party to the arbitration, it may elect that arbitration will instead be subject to the Financial Industry Regulatory Authority's Code of Arbitration Procedure) which are made part of this Agreement, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. By the Account Owner signing an Account Application and upon acceptance of the Account Owner's initial Contribution to the Plan, the Account Owner and the other parties to this Agreement agree as follows:

(a) All parties to this Participation Agreement are giving up important rights under state law, including the right to sue each other in court and the right to a trial by jury, except as provided by the rules of the arbitration forum which the claim is filed;

(b) Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited;

(c) The ability of the parties to obtain documents, witness statements and other discovery is generally more limited in arbitration than in court proceedings;

(d) The potential costs of arbitration may be more or less than the cost of litigation;

(e) The arbitrators do not have to explain the reason(s) for their award;

(f) The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry;

(g) The rules of some arbitration forums may impose time limits for bringing a claim in arbitration, In some cases, a claim that is eligible for arbitration may be brought in court;

(h) The rules of the arbitration forum in which the claim is filed, and any amendments thereto, shall be incorporated into this Participation Agreement; and

(i) No person shall bring a putative or certified class action to arbitration, nor seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; or who is a member of a putative class action who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this Agreement except to the extent set forth in this Section.

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Regular Mail:

MOST – Missouri's 529 Advisor Plan
P.O. Box 219343
Kansas City, MO 64121

Overnight Delivery:

MOST – Missouri's 529 Advisor Plan
2534 Madison Ave, Suite 3
Kansas City, MO 64108

www.most529advisor.com

The Missouri Higher Education Savings Program is a Missouri Trust administered by its Board of Trustees, which is chaired by State Treasurer Clint Zweifel.

Interests in the MOST 529 Advisor Plan are municipal fund securities issued by the Missouri Higher Education Savings Program. Upromise Investments, Inc. and Upromise Investment Advisors, LLC serve as the Program Manager and Recordkeeping and Servicing Agent, respectively, with overall responsibility for the day-to-day operations, including effecting transactions for the MOST 529 Advisor Plan. DWS Investments Distributors, Inc. serves as the Distribution Agent of the Plan. The MOST 529 Advisor Plan's Portfolios are not mutual funds. Interests in the MOST 529 Advisor Plan are not guaranteed or insured by the State of Missouri, the Board, or any other governmental entity, Upromise Investments, Inc., or any of their respective affiliates.

Investment returns are not guaranteed, and you could lose money by investing in the MOST 529 Advisor Plan. Account Owners assume all investment risks, including the potential for loss of principal, as well as responsibility for any federal and state tax consequences.

Not FDIC-Insured.	No Bank, State or Federal Guarantee.	May Lose Value.

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