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April 26, 2012

## RE: Upcoming Bright Directions Portfolio Changes

Thank you for investing in the Bright Directions College Savings Program. In our continued effort to provide Program participants with “best-in-class” investment options Union Bank and its consultant, Wilshire Funds Management, and the Illinois State Treasurer’s Investment Committee, along with its consultant Marquette Associates, review and monitor the Program’s asset allocations, investment structure and underlying funds on an ongoing basis. As part of that process we are replacing two underlying investment funds.

The changes are summarized below and detailed in the attached Program Disclosure Statement Supplement.

### Two Fund Replacements

**1. Eaton Vance Large Cap Value is being replaced by the MFS Value Fund**

We are replacing the Eaton Vance Large Cap Value Fund Portfolio with the MFS Value Fund. This change is based on a number of variables including inconsistent fund performance and personnel changes.

New Fund → MFS Value Fund (MEIIX) - is an attractive large cap value strategy that is grounded in bottom-up fundamental research, with a focus on quality, value and yield. The firm is well resourced with a global research platform and integrated back-office operations. This change will be made in the Individual Fund Portfolios.

**2. William Blair Small Cap Growth Fund is being replaced by the Eagle Small Cap Growth Fund**

We are replacing the William Blair Small Cap Growth Fund with the Eagle Small Cap Growth Fund. The change is based on the volatility of the fund, its higher tracking error, and performance.

New Fund → Eagle Small Cap Growth Fund (HSIIX) - seeks to identify companies with rapid growth selling at reasonable prices. The team consists of high caliber investment professionals who conduct in-depth fundamental research. The portfolio contains up to 100 conviction weighted securities with annual turnover in the 50-80% range.

This change will be made in the Age-Based, Target, and Individual Fund Portfolios.

**What do you need to do?** As a current investor no action will be required on your part. The changes will be made to the Portfolios on Thursday, May 31<sup>st</sup>. These changes to the Program are not considered an investment change to your Account.

**What if I want to invest differently than outlined?** The IRS allows one investment change per calendar year or upon a change of beneficiary. If you have not used your investment change in 2012, you may use your investment change to select a new Portfolio(s). If you are uncertain whether you have already used your investment changes in 2012, please feel free to contact us. You should also consult with your investment professional if you elect to change the Portfolios in which you invest.

If you have questions regarding the Program, your account, or the upcoming changes, please feel free to contact one of our customer care representatives at 866 – 722 – 7283 between 7:30 am and 6:00 pm CST Monday through Friday, or contact your investment professional. Thank you for investing with Bright Directions.

Sincerely,

*Bright Directions College Savings Program*