

BRIGHT DIRECTIONS COLLEGE SAVINGS PROGRAM PROGRAM DISCLOSURE STATEMENT

Supplement dated December 31, 2009 to the Program Disclosure Statement dated March 31, 2009, as supplemented on August 18, 2009.

The Bright Directions College Savings Program's (the "Program") Program Disclosure Statement dated March 31, 2009, as supplemented August 18, 2009, is hereby amended as follows:

Change in Underlying Mutual Fund and 529 Portfolio Names

Effective December 1, 2009, BlackRock, Inc. acquired Barclays Global Investors. As a result, the BGI Institutional Money Market Fund changed its name to BlackRock Cash Funds – Institutional. The Ticker symbol remains BGIXX. All references in the Program Disclosure Statement to BGI Institutional Money Market are replaced with BlackRock Cash Funds.

Effective December 11, 2009, John Hancock Funds completed its adoption of Fiduciary Management Associates' FMA Small Company Portfolio, and has launched it as the new John Hancock Small Company Fund. The new ticker symbol for the fund is JCSIX. All references in the Program Disclosure Statement to FMA Small Company are replaced with John Hancock Small Company.

Investment Changes

During calendar year 2009, an Account Owner was able to change the Portfolio or Portfolios in which their Account was invested twice, or at any time upon a change in Beneficiary. As of the date of this supplement, the Internal Revenue Service has not extended this increase in the number of allowable investment changes for 2010 and, as a result, in 2010 an Account Owner may only change the Portfolio or Portfolios in which his or her Account is invested once per calendar year, or upon a change in Beneficiary.