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PLAN UPDATE

Upcoming Change. Bright Start continues to be an attractively priced, diverse, and high-quality investment program for college savers. In our efforts to continue to enhance the Program, we have the following updates to share.

- **Change to the Multi-Firm Age-Based and Target Portfolio Asset Allocations**
  Effective November 15, 2023, an allocation change will be made to the fixed income portion of the Multi-Firm Age-Based and Target Portfolios. A modest reallocation will be made from global fixed income (BNY Mellon Global Fixed Income Fund) to emerging market debt (RBC BlueBay Emerging Market Debt Fund Ticker: RBERX).

  The percentage allocations to emerging market debt will range from 0% to 2.5%. These modifications are included on page 5 of the attached Program Disclosure Statement Supplement.

What do you need to do? As a current investor, no action is required on your part. The changes will be made to the relevant investment portfolios after market close on November 15, 2023.

Important Information: We have also enclosed the following important information for your review:

- **Program Disclosure Statement Supplement** *(dated October 6, 2023)*
- **Investment Policy Statement** *(effective November 2023)*

We will be sending you an updated Program Disclosure Statement in the mid-November time frame.

December 31 Deadline for 2023 contributions. Don't wait – this is a great time to add additional funds, start an automatic investing plan, or increase your existing automatic investment plan. Log in to your account at BrightStart.com to contribute.

Thank you for investing with Bright Start!

The Bright Start Direct-Sold College Savings Program is sponsored by the State of Illinois and administered by the Illinois State Treasurer, as Trustee. Union Bank and Trust Company serves as Program Manager. Investments in the Bright Start Direct-Sold College Savings Program are not guaranteed or insured by the State of Illinois, the Illinois State Treasurer, Union Bank and Trust Company, the Federal Deposit Insurance Corporation (except as provided in the Program Disclosure Statement solely with respect to the FDIC-insured Bank Account Underlying Investment), or any other entity.

An investor should consider the investment objectives, risks, and charges and expenses before investing. This and other important information is contained in the Bright Start Direct-Sold College Savings Program Disclosure Statement which can be obtained at BrightStart.com and should be read carefully before investing. You can lose money by investing in a portfolio. Each of the portfolios involves investment risks, which are described in the Program Disclosure Statement.

Before you invest, consider whether your or the beneficiary's home state offers any state tax or other state benefits such as financial aid, scholarship funds, and protection from creditors that are only available for investments in that state's 529 plan.

[1]An individual who files an individual Illinois state income tax return will be able to deduct up to $10,000 per tax year (up to $20,000 for married taxpayers filing a joint Illinois state income tax return) for their total, combined contributions to the Bright Start Direct-Sold College Savings Program, the Bright Directions Advisor-Guided 529 College Savings Program, and CollegeIllinois during that tax year. The $10,000 (individual) and $20,000 (joint) limit on deductions will apply to total contributions made without regard to whether the contributions are made to a single account or more than one account. The amount of any deduction previously taken for Illinois income tax purposes is added back to Illinois taxable income in the event an Account Owner takes a Nonqualified Withdrawal from an Account or if such assets are rolled over to a non-Illinois 529 plan. If Illinois tax rates have increased since the original contribution, the additional tax liability may exceed the tax savings from the deduction.

Not FDIC Insured* | No Bank Guarantee | May Lose Value

*(*Except for investments in the FDIC-insured Bank Account Underlying Investment)*

Supplement # 2 Dated October 6, 2023
to the Bright Start Direct-Sold College Savings Program
Program Disclosure Statement Dated November 15, 2022

The Bright Start Direct-Sold College Savings Program (the "Program") Disclosure Statement dated November 15, 2022, is hereby amended as set forth below. Except as amended herein, the Program Disclosure Statement remains in full force and effect. Unless otherwise defined herein, capitalized terms used in this October 6, 2023, Supplement (the "Supplement") shall have the respective meanings assigned to them in the Program Disclosure Statement. In the event of a conflict between the terms of the Program Disclosure Statement and the terms of this Supplement, the terms of this Supplement shall control.

- **Change to the Asset Allocation of the Age-Based and Target Portfolios**

  Effective November 15, 2023, the following modifications will be made to the asset allocations of the Age-Based and Target Portfolios. Page 5 of this Supplement sets forth the form of **"EXHIBIT B - INVESTMENT PORTFOLIOS AND UNDERLYING INVESTMENTS"** which will go into effect after close of business November 15, 2023. The change is:

  - A modest reallocation will be made from global fixed income (BNY Mellon Global Fixed Income Fund) to emerging market debt (RBC BlueBay Emerging Market Debt Fund Ticker: RBERX). The percentage allocations to emerging market debt are detailed in the Table on page 5.

  The Table on page 49 of the Program Disclosure Statement is deleted and replaced with the Table on page 5 of this Supplement.

- **New Underlying Investment - RBC BlueBay Emerging Market Debt Fund**

  Effective November 15, 2023, the Plan is adding the RBC BlueBay Emerging Market Debt Fund (Ticker: RBERX) to certain of the Multi-Firm Strategy Age-Based Portfolios and Target Portfolios. The following description is taken from the most recent prospectus (dated prior to September 30, 2023) of the RBC BlueBay Emerging Market Debt Fund and is intended to provide general information regarding the mutual fund's investment objectives, principal investment strategies, and principal risks.

For additional information on the Underlying Investments underlying the Portfolios, you can request a copy of the current prospectus, the Statement of Additional Information, and the most recent semiannual or annual report of any Underlying Investment by contacting the underlying mutual fund company. You should consult the mutual fund's prospectus for more complete information.

RBC BlueBay Emerging Market Debt Fund (Ticker: RBERX)

Investment Objective

The fund seeks to achieve a high level of total return consisting of income and capital appreciation.

Principal Investment Strategies

The fund seeks to achieve its investment objective by investing, under normal circumstances, at least 80% of its assets in fixed income securities and/or investments that have similar economic characteristics as fixed income securities of issuers economically tied to emerging market countries that are considered by the fund to have the potential to provide a high level of total return. For purposes of this policy, the term "assets" means net assets plus the amount of borrowings for investment purposes.

The fund will primarily invest in sovereign debt securities. Sovereign debt securities are securities that are issued or guaranteed by foreign sovereign governments or their agencies, authorities or political subdivisions or instrumentalities, and supranational agencies. The fund may also invest in debt securities issued or guaranteed by foreign corporations and foreign financial institutions and in loans.

A security is economically tied to an emerging market country if it is issued by a foreign government (or any political subdivision, agency, authority or instrumentality of such government) or corporation and the security is principally traded on the emerging market country's securities markets, or the issuer is headquartered in the emerging market country, 100% of the issuer's assets are within the economies of emerging market countries, or the issuer is 100% secured by assets within the economies of emerging market countries. In determining whether a country is emerging or developed, the fund may consider (i) classifications by the World Bank, the International Finance Corporation or the United Nations (and its agencies); (ii) classifications by the JPMorgan EMBI Global Diversified index; and (iii) the International Monetary Fund's definition and list of developing and emerging market countries. Currently, emerging market countries include, but are not limited to, countries in Asia (excluding Japan), Africa, Eastern Europe, the Middle East, and Latin America.

The fund will normally invest in a portfolio of fixed income securities denominated in both the U.S. Dollar and currencies of other developed countries, and in currencies of the local emerging market countries. Currencies of developed countries include: U.S. Dollar, Canadian Dollar, Euro, GB Pound and Japanese Yen. Local currencies can be defined as the currency of the issuer based in emerging market countries worldwide (e.g. Brazil bonds issued in Brazilian Real).

The fund will invest, either directly or indirectly (e.g. via derivatives such as credit linked notes, interest rate swaps, total return swaps and credit default swaps), in fixed income securities of any rating (i.e. including investment grade and below investment grade (junk bonds)) issued by emerging market issuers or entities domiciled in an emerging market country, as well as in distressed debt securities of issuers from emerging market countries. The fund may invest in securities of any market capitalization and may from time to time invest a significant amount of its assets in fixed income securities issued by smaller companies. The fund's investments may be of any maturity.

Derivatives, which are instruments that have a value based on another instrument, interest rate, exchange rate or index, may be used as substitutes for securities in which the fund can invest. The fund may use futures contracts, options, swaps and forwards as tools in the management of portfolio assets. The fund may use such derivatives through either the creation of long and short positions to hedge various investments, for investment purposes, for risk management and/or in a manner intended to increase income or gain to the fund.

The fund may invest in sovereign debt securities which are traded in local markets in local currency, and bonds and notes issued by banks and corporations which are traded in local markets. The fund takes active exposure to investments in foreign currencies, including the local currencies in the emerging markets countries, both through its investments in such countries as well as through currency derivatives. The fund will vary its proportion invested in developed country currency instruments and emerging markets currency instruments according to the investment view of the fund in relation to the relevant instruments. In making this selection, the fund will consider in particular the credit rating, the currency (in case of emerging market currency instruments only) and the interest rate of such instruments. There is no limit on the number of countries in which the fund may invest and the fund may invest in a number of different countries at any time.

The fund is non-diversified, which means that it may invest its assets in a smaller number of issuers than a diversified fund.

The fund engages in active and frequent trading of its portfolio securities, which results in high portfolio turnover.

The sub-advisor incorporates material environmental, social and governance ("ESG") factors as part of the investment process.

The sub-advisor employs ESG Exclusion / Negative Screening as part of its investment process in managing the fund. ESG Exclusion / Negative Screening is defined as the exclusion of certain sectors, issuers or practices based on specific ESG considerations determined by the sub-advisor.

The ESG Exclusion / Negative Screening applied by the sub-advisor includes:

- Producers of controversial weapons, including, but not limited to, cluster munitions, anti-personnel mines, chemical and biological weapons and depleted uranium;
- Tobacco producers;
- Certain thresholds of involvement in thermal coal mining;
- Certain thresholds of involvement in oil sands exploration and production; and
- Party to, or ratification status of, UN conventions and treaties against corruption and torture and punishment

The sub-advisor may also facilitate ESG engagement, which is defined by the sub-advisor as the interactions between the sub-advisor and current or potential investees (which may be companies and/or other stakeholders of relevance to the investees on ESG issues). The sub-advisor may undertake ESG engagement to seek to gain insight regarding a company's ESG practices and/or improve a company's ESG disclosure. For example, the sub-advisor may engage with management of certain companies regarding corporate governance practices as well as what the sub-advisor deems to be materially important environmental and/or social issues facing a company.

For specific issuer and security types, as well as certain investment exposures, fixed income securities held by the fund are subject to the sub-advisor's ESG evaluation. The sub-advisor's ESG evaluation is part of the sub-advisor's wider credit analysis. The sub-advisor uses in-house ESG research supplemented by external third-party ESG information.

Principal Risks

The value of your investment in the fund will change daily, which means that you could lose money. An investment in the fund is not a bank deposit and is not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. By itself, the fund is not a balanced investment program. There is no guarantee that the fund will meet its goal. The principal risks of investing in the fund include:

Emerging Markets Risk. The fund primarily invests in emerging markets. The securities markets of most emerging market countries are less liquid, are especially subject to greater price volatility, have smaller market capitalizations, have less government regulation and are not subject to as extensive and frequent accounting, auditing, financial and other reporting requirements as the securities markets of more developed countries. In addition, the fund is limited in its ability to exercise its legal rights or enforce a counterparty's legal obligations in emerging markets countries. These risks are not normally associated with investments in more developed countries.

Foreign Risk. Foreign securities may be subject to risk of loss because of less foreign government regulation, less public information, different auditing and legal standards and less economic, political, environmental and social stability in these countries. Loss may also result from the imposition of exchange controls, sanctions, trading restrictions, confiscation of assets and property and other government restrictions, or from problems in registration, settlement or custody. Foreign risk also involves the risk of negative foreign currency rate fluctuations, which may cause the value of securities denominated in such foreign currency (or other instruments through which the fund has exposure to foreign currencies) to decline in value. Currency exchange rates may fluctuate significantly over short periods of time. Additionally, foreign securities and dividends and interest payable on those securities may be subject to foreign taxes, including taxes withheld from payments on those securities.

Sovereign Debt Risk. The fund may invest in securities issued or guaranteed by foreign governmental entities (known as sovereign debt securities). These investments are subject to the risk of payment delays or defaults, due, for example, to cash flow problems, insufficient foreign currency reserves, political considerations, large debt positions relative to the country's economy or failure to implement economic reforms. There is no legal or bankruptcy process for collecting sovereign debt.

Investing in the European Union Risk. Investments in certain countries in the European Union are susceptible to economic risks associated with high levels of government debt. Adverse regulatory, economic and political events in European Union member states may cause the fund's investments to decline in value. Separately, the European Union faces issues involving its membership, structure, procedures and policies. The exit of one or more member states from the European Union, such as the exit by the United Kingdom (UK), would subject its currency and banking system to increased risk. The exit by a member state will likely result in increased volatility, illiquidity and potentially lower economic growth in the affected markets, which may adversely affect a fund's investments. Additionally, the reintroduction of national currencies in one or more Eurozone countries or the abandonment of the Euro as a currency could have major negative effects on the funds' investments as well as the ability of the funds' counterparties to fulfill their obligations.

Currency Risk. Changes in foreign currency exchange rates will affect the value of the fund's securities and the price of the Fund's shares. Generally, when the value of the U.S. Dollar rises in value relative to a foreign currency, an investment in that country loses value because that currency is worth fewer U.S. Dollars. Devaluation of a currency by a country's government or banking authority also may have a significant impact on the value of any investments denominated in that currency. Currency markets generally are not as regulated as securities markets.

Interest Rate Risk. The fund's yield and value will fluctuate as the general level of interest rates change. During periods when interest rates are low, the fund's yield may also be low. When interest rates increase, securities held by the fund will generally decline in value. Interest rate changes are influenced by a number of factors including government policy, inflation expectations, and supply and demand. The fund assumes the risk that the value of the security at delivery may be more or less than the purchase price.

High Yield Securities Risk. High yield securities, which are non-investment grade fixed income securities and unrated securities of comparable credit quality (commonly known as "junk bonds") are considered speculative and have a higher risk of an issuer's inability to meet principal and interest payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative perceptions of the junk bond markets generally and less secondary market liquidity.

Investment Grade Securities Risk. Investment grade rated securities are assigned credit ratings by ratings agencies on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review, from time to time, such assigned ratings of the securities and may subsequently downgrade the rating if economic circumstances impact the relevant bond issues. Investments in the fund are subject to additional risks associated with municipal securities.

LIBOR Discontinuance or Unavailability Risk. The London Interbank Offered Rate ("LIBOR") is intended to represent the rate at which contributing banks may obtain short-term borrowings from each other in the London interbank market. On March 5, 2021, the United Kingdom Financial Conduct Authority ("FCA"), which regulates LIBOR, announced that LIBOR will either cease to be provided by any administrator, or no longer be representative (i) immediately after December 31, 2021 for one-week and two-month U.S. Dollar LIBOR settings and (ii) immediately after June 30, 2023 for the remaining U.S. Dollar LIBOR settings. As of January 1, 2022, as a result of supervisory guidance from U.S. regulators, some U.S. regulated entities have ceased entering into new LIBOR contracts with limited exceptions. While publication of the one-, three- and six- month Sterling LIBOR settings has continued on the basis of a changed methodology (known as "synthetic LIBOR"), this rate has been designated by the FCA as unrepresentative of the underlying market it seeks to measure and is solely available for use in legacy transactions and will cease immediately after the final publication on March 31, 2023. Certain bank-sponsored committees in other jurisdictions, including Europe, the United Kingdom, Japan and Switzerland, have selected alternative reference rates denominated in other currencies. As a result, it is possible that LIBOR may no longer be available or no longer deemed an appropriate reference rate upon which to determine the interest rate on or impacting certain loans, notes, derivatives and other instruments or investments comprising some or all of the fund's portfolio.

Small Company Risk. Stocks of smaller and less seasoned companies involve greater risks than those of larger companies. These companies may not have the management experience, financial resources, product diversification and competitive strengths of larger companies. Smaller companies may be more sensitive to changes in the economy overall. Historically, small company stocks have been more volatile than those of larger companies. As a result, the fund's net asset value may be subject to rapid and substantial changes.

Derivatives Risk. Derivatives and other similar instruments (collectively referred to as "derivatives"), including options contracts, futures contracts, forwards, options on futures contracts and swap agreements (including, but not limited to, credit default swaps and swaps on exchange-traded funds), may be riskier than other types of investments and could result in losses that significantly exceed the fund's original investment. The performance of derivatives depends largely on the performance of their underlying asset reference, rate, or index; therefore, derivatives often have risks similar to those risks of the underlying asset, reference rate or index, in addition to other risks. However, the value of a derivative may not correlate perfectly with, and may be more sensitive to market events than, the underlying asset, reference, rate or index. Many derivatives create leverage thereby causing the fund to be more volatile than it would have been if it had not used derivatives. Over-the-counter ("OTC") derivatives are traded bilaterally between two parties, which exposes the fund to heightened liquidity risk, valuation risk and counterparty risk (the risk that the derivative counterparty will not fulfill its contractual obligations), including the credit risk of the derivative counterparty, compared to other types of investments. Changes in the value of a derivative may also create margin delivery or settlement payment obligations for the fund. Certain derivatives are subject to exchange trading and/or mandatory clearing (which interposes a central clearinghouse to each participant's derivative transaction). Exchange trading, central clearing and margin requirements are intended to reduce counterparty credit risk and increase liquidity and transparency, but do not make a derivatives transaction risk-free and may subject the fund to increased costs. The use of derivatives may not be successful, and certain of the fund's transactions in derivatives may not perform as expected, which may prevent the fund from realizing the intended benefits, and could result in a loss to the fund. In addition, given their complexity, derivatives expose the fund to risks of mispricing or improper valuation, as well as liquidity risk. The use of derivatives is also subject to operational risk which refers to risk related to potential operational issues, including documentation issues, settlement issues, system failures, inadequate controls, and human error, as well as legal risk which refers to the risk of loss resulting from insufficient documentation, insufficient capacity or authority of counterparty, or legality or enforceability of a contract.

Leverage Risk. Some transactions may give rise to a form of economic leverage. These transactions may include, among others, derivatives, and may expose the fund to greater risk and increase its costs. The use of leverage may cause the fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations. Increases and decreases in the value of the fund's portfolio will be magnified when the fund uses leverage.

Liquidity Risk. The fund may be subject to the risk that a particular investment may be difficult to purchase or sell and that the fund may be unable to sell illiquid securities (including securities deemed liquid at the time of purchase that subsequently became less liquid) at an advantageous time or price or achieve its desired level of exposure to a certain sector.

Loan Risk. The fund may invest in loans including loans that are rated below investment grade or the unrated equivalent. Like other high yield, corporate debt instruments, such loans are subject to an increased risk of default in the payment of principal and interest as well as the other risks described under "Interest Rate Risk," "Issuer/Credit Risk," and "High Yield Securities Risk."

Non-Diversified Fund Risk. Because the fund is non-diversified, it may invest a greater percentage of its assets in a particular issuer or group of issuers than a diversified fund would. This increased concentration in fewer issuers may result in the fund's shares being more sensitive to economic results of those issuing the securities.

High Portfolio Turnover Risk. The fund may engage in active and frequent trading of its portfolio securities. High portfolio turnover (more than 100%) may result in increased transaction costs to the fund, including brokerage commissions, dealer mark-ups and other transaction costs on the sale of the securities and on reinvestment in other securities.

Valuation Risk. The fund's assets are generally valued based on evaluated prices received from third-party pricing services or from broker-dealers who make markets in the securities and are generally categorized as Level 2 in the fair value hierarchy. As a result, there is the risk that the values at which these investments are sold may be significantly different to the estimated fair values of these investments.

Custodial Risk. The fund may invest in markets where custodian and/or settlement systems are not fully developed. The assets of the fund which are traded in such markets and which have been entrusted to sub-custodians, in circumstances where the use of such sub-custodians is necessary, may be exposed to risk in circumstances whereby the custodian will have no liability.

Market Risk. The markets in which the fund invests may go down in value, sometimes sharply and unpredictably. The success of the fund's investment program may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. Unexpected volatility or illiquidity could impair the fund's profitability or result in losses. A fund's investments may be overweighted from time to time in one or more sectors, which will increase the fund's exposure to risk of loss from adverse developments affecting those sectors.

Credit Spread Risk. The fund's investments may be adversely affected if any of the issuers it is invested in are subject to an actual or perceived (whether by market participants, rating agencies, pricing services or otherwise) deterioration to their credit quality. Any actual or perceived deterioration may lead to an increase in the credit spreads and a decline in price of the issuer's securities.

Issuer/Credit Risk. There is a possibility that issuers of securities in which the fund may invest may default on the payment of interest or principal on the securities when due, which could cause the fund to lose money.

Active Management Risk. The fund is actively managed and its performance therefore will reflect in part the sub-advisor's ability to make investment decisions that are suited to achieve the fund's investment objective.

Annual Fund Operating Expenses *(prospectus dated January 27, 2023):* *0.74%*

EXHIBIT B - INVESTMENT PORTFOLIOS AND UNDERLYING INVESTMENTS (effective November 15, 2023)

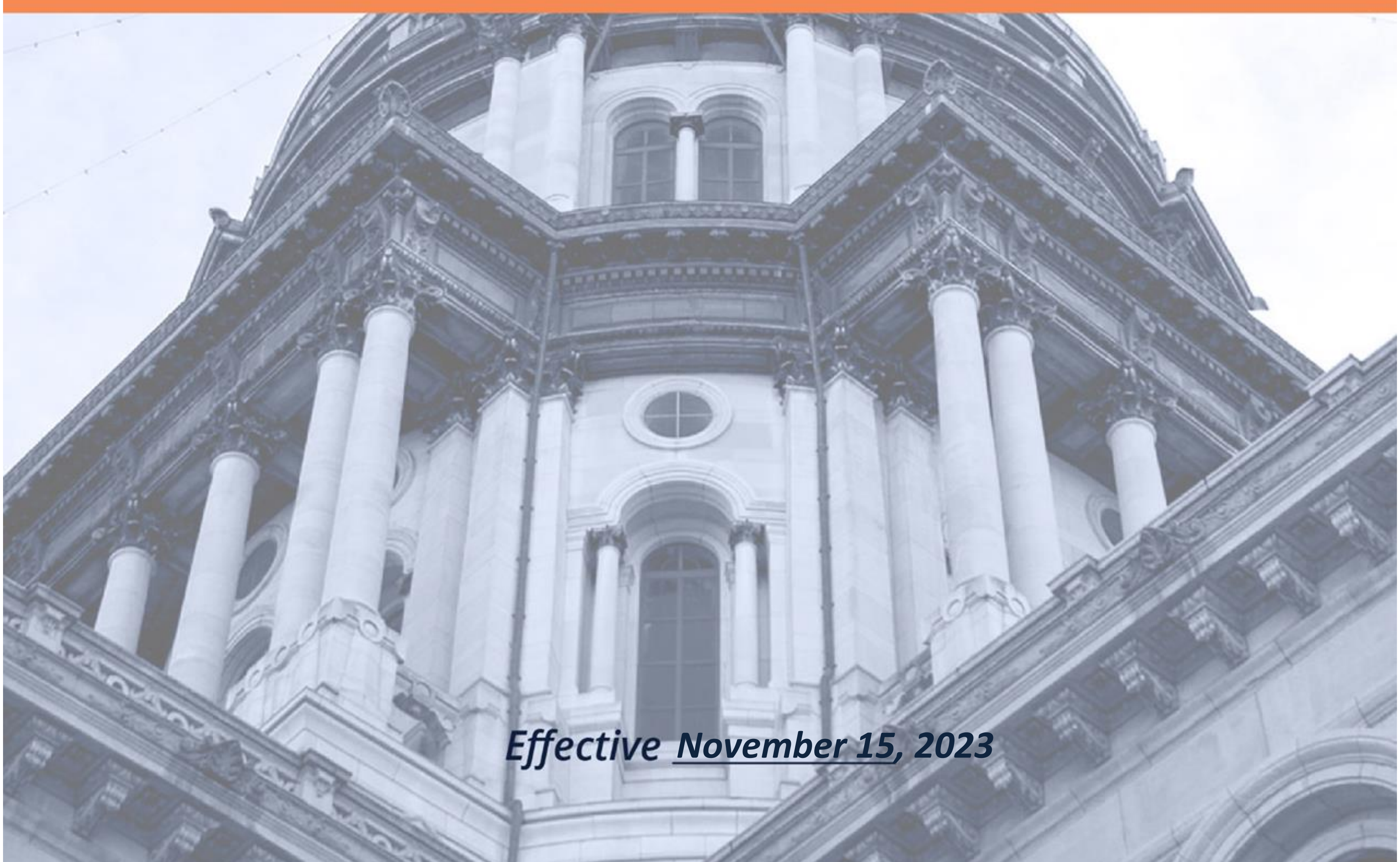
The following table shows the target investment allocations for the Multi-Firm Age-Based and Target Portfolios. These target allocations were designed by the Treasurer in consultation with Marquette Associates, the Program Manager, and Wilshire. The Program Manager rebalances the Portfolios on an ongoing basis. The Treasurer may amend or supplement the Investment Policy Statement at any time which may change the Portfolios, the asset allocation within the Portfolios, and the underlying investments funds and separately managed accounts in which the Portfolios invest, including the underlying mutual funds and separately managed accounts in which the Individual Fund Portfolios invest.

Multi-Firm Strategy Age-Based & Target Portfolios - Asset Allocations

	age of beneficiary										
Aggressive Age-Based Portfolio	**0 - 2**	**3 - 5**	**6 - 8**	**9 - 10**	**11 - 12**	**13 - 14**	**15 - 16**	**17 - 18**	**19 plus**		
Moderate Age-Based Portfolio		**0 - 2**	**3 - 5**	**6 - 8**	**9 - 10**	**11 - 12**	**13 - 14**	**15 - 16**	**17 - 18**	**19 plus**	
Conservative Age-Based Portfolio			**0 - 2**	**3 - 5**	**6 - 8**	**9 - 10**	**11 - 12**	**13 - 14**	**15 - 16**	**17 - 18**	**19 plus**
Target Portfolios	**Equity Portfolio**				**Balanced Portfolio**						**Fixed Income Portfolio**
Underlying Investments											
Union Bank and Trust Company / Nelnet Bank FDIC-insured Deposit Account									8.0%	23.0%	50.0%
Vanguard Short-Term Bond Index Fund					3.0%	5.5%	7.0%	11.0%	12.5%	11.0%	10.0%
Baird Short-Term Bond Fund					3.0%	5.5%	7.0%	11.0%	12.5%	11.0%	10.0%
Vanguard Short-Term Inflation-Protected Securities Index Fund		3.0%	3.0%	4.0%	4.0%	4.0%	9.0%	11.0%	12.0%	14.0%	15.0%
Vanguard Total Bond Market Index Fund		2.5%	6.0%	9.5%	10.5%	12.0%	12.5%	14.0%	13.0%	13.0%	8.0%
Dodge & Cox Income Fund		2.5%	6.0%	8.5%	9.5%	11.0%	11.5%	13.0%	12.0%	12.0%	7.0%
BNY Mellon Global Fixed Income Fund		0.5%	1.0%	2.0%	2.5%	3.0%	3.5%	3.0%	3.0%	2.0%	
RBC BlueBay Emerging Market Debt Fund		0.5%	1.0%	1.0%	1.5%	2.0%	2.5%	2.0%	2.0%	1.0%	
BlackRock High Yield Bond Portfolio		1.0%	2.0%	3.0%	3.5%	4.0%	4.0%	3.0%	3.0%	2.0%	
Nuveen Floating Rate Income Fund			1.0%	2.0%	2.5%	3.0%	3.0%	2.0%	2.0%	1.0%	
Vanguard Institutional Index Fund	23.0%	21.0%	19.0%	17.0%	14.0%	12.0%	10.0%	8.0%	5.0%	2.0%	
T. Rowe Price Large-Cap Growth Strategy	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	1.5%	
DFA U.S. Large Cap Value Portfolio	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	2.5%	
Vanguard Explorer Fund	5.5%	5.0%	4.5%	4.0%	3.5%	3.0%	2.5%	2.0%	1.0%	1.0%	
DFA U.S. Targeted Value Portfolio	2.5%	2.0%	2.0%	1.5%	1.5%	1.5%	1.0%	1.0%	1.0%		
Ariel Fund	3.0%	3.0%	2.5%	2.5%	2.0%	1.5%	1.5%	1.0%			
DWS RREEF Global Real Estate Securities Fund	7.0%	6.0%	5.0%	5.0%	4.0%	4.0%	3.0%	2.0%	2.0%	1.0%	
Vanguard Total International Stock Index Fund	14.0%	12.5%	11.0%	9.0%	8.5%	7.0%	5.5%	3.0%	3.0%	2.0%	
Invesco Oppenheimer International Growth Fund	6.0%	5.5%	4.5%	4.0%	3.0%	2.5%	2.0%	1.5%	1.0%		
Dodge & Cox International Stock Fund	6.0%	5.5%	4.5%	4.0%	3.0%	2.5%	2.0%	1.5%	1.0%		
DFA International Small Company Portfolio	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%			
DFA Emerging Markets Core Equity Portfolio	7.0%	6.0%	5.0%	4.0%	4.0%	2.5%	1.5%	1.0%			
T O T A L	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Office of the Illinois State Treasurer
Michael W. Frerichs

Investment Policy Statement for the Bright Start College Savings Program



Effective November 15, 2023

State of Illinois
Office of the Treasurer
BRIGHT START COLLEGE SAVINGS PROGRAM
INVESTMENT POLICY STATEMENT
Effective: November 15, 2023

1.0 Statement of Purpose of Investment Policy

The purpose of this Investment Policy Statement (the "Policy") is to assist contractors retained by the Office of the Illinois State Treasurer (the "Treasurer") to provide services related to the management of the assets of the Illinois College Savings Pool (the "Pool") that are contributed to the Bright Start College Savings Program (the "Program") and to assist the Treasurer in evaluating the performance of such contractors by:

- Describing the Treasurer's investment objectives;
- Providing general guidelines for the investment of assets of the Program;
- Describing the Treasurer's long-term investment strategy;
- Describing the process of evaluating the performance of employees or contractors that provide investment management services to the Program;
- Describing the Treasurer's objective to include sustainability factors within the investment decision process; and
- Specifying the responsibilities of any contractors that provide investment management services to the Program.

This is the official Policy of the Program. Deviation from this Policy is not permitted without prior, explicit, written permission from the Treasurer.

2.0 Establishment and Authority of Entity

The Program has been established as part of the Illinois College Savings Pool, and is intended to qualify as a qualified tuition program in accordance with Section 529 of the Internal Revenue Code of 1986, as amended. The Program was established to provide families with an opportunity to invest toward future higher education expenses.

3.0 Investment Philosophy

Bright Start offers high-quality and low-cost investment products that allow participants to construct a college savings strategy that aligns with their unique risk and return characteristics. The Treasurer has adopted a long-term total return strategy for the Program and its investments. To achieve the Program's objectives, investments shall be diversified so as to minimize the risk of loss. While some asset classes may experience short-term and intermediate-term volatility, their long-term return assumptions justify their inclusion. A long-term focus on investment results as well as prudent diversification across financial markets will be the primary risk control mechanisms.

In its investment strategy, the Treasurer relies on prevailing financial theory, which currently utilizes a long-term diversified asset allocation strategy. A prudently allocated investment program possesses a significant level of diversification, which produces risk reduction. In terms of impact, diversification shall be considered along the following lines: (1) asset classes (stocks, bonds, cash, etc.); (2) geography/country; (3) industry; (4) maturity; and (5) duration.

Contributions to the Program will be directed to one or more of the available Age-Based, Target, or Individual Portfolios (the "Portfolios"), each composed of a designated mix of investments or an individual investment fund. The determination of the investment parameters of each Portfolio shall be made by the Treasurer and shall take into account the financial characteristics of the investments in the Program. The investment parameters will also give due consideration to the fact that the investment horizon for participants will vary from a few months to over 18 years.

The Treasurer will review the investment performance of each Portfolio at least quarterly and shall review this Policy at least annually.

The holdings of the Program and the Portfolios may be divided into the following broad asset categories:

A. Short-Term Investments;
B. Domestic Fixed Income Investments;
C. Global Fixed Income Investments;
D. Real Estate Investments;
E. Domestic Equity Investments; and
F. International Equity Investments.

The Treasurer will establish reasonable guidelines for each Portfolio, specifying (as applicable) limits on asset and asset class exposures, risk constraints and investment return objectives. While the investment parameters offered under the Program are developed by the Treasurer, participants bear the risk of investment results. Individual participants who seek investments materially different from those offered may wish to select an investment alternative outside of the Program.

Section 30 of the State Treasurer Act (15 ILCS 505/30) declares that it is the policy of the Treasurer to promote and encourage the use of businesses owned by or under the control of qualified veterans of the armed forces of the United States, qualified service-disabled veterans, minority persons, women, or persons with a disability ("MWVD Persons") and sets forth the aspirational goal of directing 25% of the total dollar amount of funds under management, purchases of investment securities, and other contracts to businesses owned by or under the control of MWVD Persons. As such, consistent with achieving the foremost investment objectives of the Treasurer set forth herein, the Treasurer will endeavor to identify and evaluate investment managers that are more than 50% owned and/or managed by MWVD Persons.

Pursuant to the Illinois Sustainable Investing Act (30 ILCS 238/1 et seq.), the Treasurer shall prudently integrate sustainability factors into its investment decision-making, investment analysis, portfolio construction, risk management, due diligence and investment ownership in order to maximize anticipated financial returns, minimize projected risks, and more effectively execute its fiduciary duties.

Sustainability analysis adds an additional layer of rigor to the fundamental analytical approach and can be used to evaluate past performance and to plan future decision-making. As a complement to traditional financial analysis, an accounting of sustainability factors provides a more complete view of risks and value prospects that may materially impact an investment fund or portfolio company's long-term value. Sustainability factors shall be integrated within a framework predicated on the following:

A. **Materiality** – The Treasurer considers whether and to what extent a sustainability risk or opportunity exists that is reasonably likely to have a material impact on the financial condition or operating performance of a company, investment fund, or other investment vehicle.

B. **Industry-Specific Information** – The Treasurer considers whether and to what extent the financially material sustainability risk or opportunity in question is relevant and applicable to individual industries.

C. **Integration of Material Sustainability Factors** – The Treasurer prudently integrates material and relevant sustainability factors, including, but not limited to (1) corporate governance, financial incentives and quality of leadership, (2) environmental factors, (3) social capital factors, (4) human capital, and (5) business model and innovation, as components of portfolio construction, investment decision-making, investment analysis and due diligence, prospective value proposition, risk management, and investment ownership in internally and externally managed investment programs.

D. **Active Ownership** – The Treasurer attentively oversees investment holdings to address sustainability risks and opportunities through the exercise of proxy voting rights and direct engagement with entities, such as investment funds, portfolio companies, government bodies, and other organizations.

E. **Regular Evaluation of Sustainability Factors** – The Treasurer performs a recurring annual evaluation, at a minimum, of sustainability factors to ensure the factors are relevant to the evolving marketplace.

F. **Additional Relevant and Financially Material Factors** – The Treasurer considers other relevant factors such as legal, regulatory, and reputational risks that contribute to an optimal risk management framework and are necessary to protect and create long-term investment value.

4.0 Investment Objectives

The overall investment line-up for the Program and, as applicable, the Portfolios provided to the participants, shall seek to achieve the following long-term investment objectives:

A. A long-term competitive rate of return on investments that is equal to or exceeds a return of the applicable benchmarks shown in Section 7.0 hereof; and

B. An investment program flexible enough to meet the needs of participants based upon their age or investment objective and that provides each participant with the ability to invest in a diversified portfolio to meet their investment goals.

5.0 Investment Responsibilities

The Treasurer is responsible for the investment policy statement, the direction of investments, and administration of the assets of the Program. In order to properly carry out his responsibilities, the Treasurer may rely on one or more contractors to assist in the administration of the Program. The Treasurer will engage and plan to rely heavily on said contractor (the "Manager") for administrative services as well as the contractor's pertinent investment advisor, should they retain one, for investment management services. The Treasurer also plans to rely heavily on an external investment consultant for investment advisory services. Among the current responsibilities of the Manager is the implementation of the investment strategy outlined in this Policy and the rebalancing of the Age-Based and Target Portfolios when market movement and/or cash flows cause an asset class to be outside its policy allocation bands. With the Treasurer's approval, the Manager may retain an investment advisor to provide it with portfolio design, due diligence, and ongoing monitoring services with respect to the Portfolios and the implementation of the investment strategy outlined in this Policy. The Treasurer and the Manager shall meet quarterly to review portfolio performance as compared to the applicable benchmarks and peer group performance.

In managing the investments of the Program and the Portfolios, the Manager agrees that it will act with the skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like objectives.

In addition, the Treasurer may engage an independent investment consultant that will:

- Measure investment performance results, evaluate the investment program, and advise the Treasurer as to the performance and continuing appropriateness of each investment manager;

- Recommend modifications to the investment policies, objectives, guidelines, or management structure as appropriate; and

- Promptly inform the Treasurer regarding significant matters pertaining to the investment program.

6.0 Investment Parameters

Contributions will be invested in one or more of the available Portfolios, each composed of a designated mix of investments or an individual investment fund, which is appropriate for the age of the participant or the investment objective of the Portfolio. Each Portfolio may allocate assets among domestic equity, international equity, real estate, domestic fixed-income, global fixed-income and/or short-term investments. The asset allocation of each Portfolio will be established by the Treasurer and managed by the Manager. The Treasurer may adjust the weighting in stocks, bonds, real estate, and cash in each Portfolio and may change the underlying investment funds within the Portfolios consistent with this Policy.

The Policy target asset allocations and benchmarks for the underlying investments within the Age-Based and Target Portfolios are shown in the following table. There is a permissible range of plus or minus 10% of the target allocation for each underlying investment fund.

7.0 Plan Options

Direct Plan: Index Age-Based and Target Portfolios

Age-Based Portfolios						*Age of Beneficiary*						
Aggressive Option		0 - 2	3 - 5	6 - 8	9 - 10	11 – 12	13 - 14	15 - 16	17 - 18	19 +		
Moderate Option*			0 - 2	3 - 5	6 - 8	9 – 10	11 - 12	13 - 14	15 - 16	17 - 18	19 +	
Conservative Option				0 - 2	3 - 5	6 – 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 +
Target Portfolios		**Equity Portfolio**				**Balanced Portfolio**						**Fixed Income**
Asset Class	**Benchmark**											
Domestic Equity	CRSP U.S. Total Market Index	57.0%	52.0%	48.0%	42.0%	36.0%	30.0%	25.0%	20.0%	13.0%	7.0%	0.0%
Real Estate	MSCI US REIT Index	7.0%	6.0%	5.0%	5.0%	4.0%	4.0%	3.0%	2.0%	2.0%	1.0%	0.0%
International Equity	FTSE Global All Cap ex US Index	36.0%	32.0%	27.0%	23.0%	20.0%	16.0%	12.0%	8.0%	5.0%	2.0%	0.0%
Domestic Fixed Income	BofA/Merrill Lynch – High Yield Master II Index	0.0%	1.0%	3.0%	5.0%	6.0%	7.0%	7.0%	5.0%	5.0%	3.0%	0.0%
	Bloomberg Barclays U.S. 1-5 Year Government / Credit Float Adjusted Index	0.0%	0.0%	0.0%	0.0%	6.0%	11.0%	14.0%	22.0%	25.0%	22.0%	20.0%
	Bloomberg Barclays U.S. Aggregate Float Adjusted Index	0.0%	5.0%	12.0%	18.0%	20.0%	23.0%	24.0%	27.0%	25.0%	25.0%	15.0%
	Bloomberg Barclays U.S. 0–5 Year TIPS Index	0.0%	3.0%	3.0%	4.0%	4.0%	4.0%	9.0%	11.0%	12.0%	14.0%	15.0%
Global Bonds	Bloomberg Barclays Global Aggregate ex-USD Float Adjusted RIC Capped Index (USD Hedged)	0.0%	0.5%	1.0%	2.0%	2.5%	3.0%	3.5%	3.0%	3.0%	2.0%	0.0%
	Bloomberg USD Emerging Markets Government RIC Capped Index	0.0%	0.5%	1.0%	1.0%	1.5%	2.0%	2.5%	2.0%	2.0%	1.0%	0.0%
High Yield Savings	3-month T-Bills	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	8.0%	23.0%	50.0%

* The Children Saving's Account program invested assets will automatically be invested into the Moderate Index Age-Based portfolio.

Direct Plan: Multi-Firm Age-Based and Target Portfolios

Age-Based Portfolios						*Age of Beneficiary*						
Aggressive Option		0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 +		
Moderate Option			0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 +	
Conservative Option				0 - 2	3 - 5	6 - 8	9 - 10	11 - 12	13 - 14	15 - 16	17 - 18	19 +
Target Portfolios		**Equity Portfolio**				**Balanced Portfolio**						**Fixed Income**
Asset Class	**Benchmark**											
Domestic Equity	Russell 1000 Value	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	2.5%	0.0%
	S & P 500 Index	23.0%	21.0%	19.0%	17.0%	14.0%	12.0%	10.0%	8.0%	5.0%	2.0%	0.0%
	Russell 1000 Growth	11.5%	10.5%	10.0%	8.5%	7.5%	6.0%	5.0%	4.0%	3.0%	1.5%	0.0%
	Russell 2500 Value	5.5%	5.0%	4.5%	4.0%	3.5%	3.0%	2.5%	2.0%	1.0%	0.0%	0.0%
	Russell 2500 Growth	5.5%	5.0%	4.5%	4.0%	3.5%	3.0%	2.5%	2.0%	1.0%	1.0%	0.0%
Global Real Estate	FTSE EPRA/NAREIT Developed Real Estate Index	7.0%	6.0%	5.0%	5.0%	4.0%	4.0%	3.0%	2.0%	2.0%	1.0%	0.0%
International Equity	MSCI ACWI ex-U.S. Index	26.0%	23.5%	20.0%	17.0%	14.5%	12.0%	9.5%	6.0%	5.0%	2.0%	0.0%
	MSCI World ex-U.S. Small Cap Index	3.0%	2.5%	2.0%	2.0%	1.5%	1.5%	1.0%	1.0%	0.0%	0.0%	0.0%
	MSCI Emerging Markets Index	7.0%	6.0%	5.0%	4.0%	4.0%	2.5%	1.5%	1.0%	0.0%	0.0%	0.0%
Domestic Fixed Income	Bloomberg U.S. Corporate High Yield 2% Issuer Capped Index	0.0%	1.0%	2.0%	3.0%	3.5%	4.0%	4.0%	3.0%	3.0%	2.0%	0.0%
	Bloomberg Barclays 1-3 Year U.S. Government / Credit Bond Index	0.0%	0.0%	0.0%	0.0%	6.0%	11.0%	14.0%	22.0%	25.0%	22.0%	20.0%
	Bloomberg Barclays U.S. Aggregate Bond Index	0.0%	5.0%	12.0%	18.0%	20.0%	23.0%	24.0%	27.0%	25.0%	25.0%	15.0%
	Bloomberg Barclays U.S. 0–5 Year TIPS Index	0.0%	3.0%	3.0%	4.0%	4.0%	4.0%	9.0%	11.0%	12.0%	14.0%	15.0%
	Credit Suisse Leveraged Loan Index	0.0%	0.0%	1.0%	2.0%	2.5%	3.0%	3.0%	2.0%	2.0%	1.0%	0.0%
Global Bonds	Bloomberg Barclays Global Aggregate Index (Hedged)	0.0%	0.5%	1.0%	2.0%	2.5%	3.0%	3.5%	3.0%	3.0%	2.0%	0.0%
	JPM Emerging Markets Bond Index Global Diversified	0.0%	0.5%	1.0%	1.0%	1.5%	2.0%	2.5%	2.0%	2.0%	1.0%	0.0%
High Yield Savings	3-month T-Bills	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	8.0%	23.0%	50.0%

*Benchmarks are subject to change as mutually agreed by the Treasurer and Manager in order to ensure that they remain appropriate for each underlying investment and consistent with industry standards.

Each underlying investment fund's return objective is to equal or exceed, over a five-year rolling period, the return of the applicable benchmark. Volatility, measured by the standard deviation of quarterly returns over that period, is expected to be similar to the benchmark. Each underlying investment is also expected to perform favorably relative to its peer group.

To the extent that the assets of a Portfolio are invested in one or more underlying investments approved by the Treasurer having investment objectives consistent with the above-noted asset allocation categories, the above-noted percentage guidelines shall be deemed satisfied. This shall be the case even if such an underlying investment's assets may not be entirely invested in the asset class in which such underlying investment has been placed.

Individual Fund Portfolios:
To provide additional diversity and flexibility to participants the Individual Fund Portfolios and underlying investment funds the Treasurer selects will be described in the Program's current Program Disclosure Statement and may include the following asset classes:

Asset Class	Benchmark
High Yield Savings	3 Month T-Bills
Short Term Fixed Income	Bloomberg Barclays 1-3 Year U.S. Government/Credit Bond Index Bloomberg Barclays U.S. 1-5 Year Government/Credit Float Adjusted Index
Core Bond	Bloomberg Barclays U.S. Aggregate Float Adjusted Index Bloomberg Barclays U.S. Aggregate Bond Index
Short Term U.S. TIPs	Bloomberg Barclays U.S. 0–5 Year TIPS Index
Global Bonds	Bloomberg Global Aggregate ex USD Float Adjusted RIC Capped Index
All Cap US Equity	CRSP U.S. Total Market Index
Large Cap Value	Russell 1000 Value
Large Cap Blend	S&P 500 Index
Large Cap Growth	Russell 1000 Growth
Small-Cap Value	Russell 2500 Value, Russell 2000 Value
Small-Cap Growth	Russell 2500 Growth
All-Country Non-US	FTSE Global All Cap ex US Index
Non-U.S. Small Cap	MSCI World ex-U.S. Small Cap Index
Real Estate	MSCI US IMI Real Estate 25/50 Index

8.0 Minority- and Woman-Owned Portfolios

The Treasurer may also add additional Individual Fund Portfolios – for example, Minority, Woman, Veteran, and Disabled-Managed Portfolios – for participants who would like to have a more diverse set of investment options as new viable options become available. The woman- and minority-owned underlying investment funds utilized in the program shall be screened on the following initial criteria: (1) firms with at least 50% woman and/or racial minority ownership or (2) funds that have a woman and/or racial minority investment manager that makes the portfolio management decisions (*i.e.*, a minority-owned subadvisor), and (3) funds that deliver above median returns over a 3-year and/or 5-year time period. The woman- and minority-owned options provided in the program shall include relatively high scoring female- and minority-owned investment managers representing a diverse set of asset classes.

Contributions will be invested in one or more of the available Portfolios, each composed of an individual investment fund, which is appropriate for the investment objective of the Portfolio. The Treasurer may change the underlying investment funds within specially designated portfolios, such as the woman- and minority-owned portfolios, consistent with this Policy.

The Treasurer may also add additional portfolios – for example, a veteran- or disabled-owned and/or managed portfolio – as new viable options become available.