



JOHN HANCOCK FREEDOM 529 IS OFFERED BY
THE EDUCATION TRUST OF ALASKA.



JOHN HANCOCK FREEDOM 529

Offered by the EDUCATION TRUST OF ALASKA

PLAN DISCLOSURE DOCUMENT

May 2011

John Hancock Freedom 529 —

A National Plan Offered by the EDUCATION TRUST of ALASKA

IMPORTANT UPDATE TO THE JOHN HANCOCK FREEDOM 529 PLAN DISCLOSURE DOCUMENT

PLEASE READ CAREFULLY

This is an update to the John Hancock Freedom 529 Plan Disclosure Document, dated May 2011 and the Supplement dated June 2011. You should review this information carefully and keep it with your copies of these documents.

New Underlying Fund for Investment Options

Beginning in the fourth quarter of 2011, we will introduce an allocation to the T. Rowe Price Real Assets Fund for the Enrollment-Based Portfolios (Portfolio 2029–2032, Portfolio 2025–2028, Portfolio 2021–2024, Portfolio 2017–2020, Portfolio 2013–2016 and College Portfolio) and the Equity Portfolio. The introduction of the fund is expected to occur on an incremental basis over a 3- to 12-month period, with a target allocation of up to 5% of each Portfolio's total equity allocation. Each Portfolio's allocation to the T. Rowe Price Real Assets Fund will come proportionately from the Portfolio's current allocation to domestic and international equity funds.

The following fund and investment objective is added to page 66 under *Funds Focusing on Domestic and Foreign Equities (Stocks)*:

T. Rowe Price Real Assets Fund

Seeks to provide long-term capital growth. The fund normally invests at least 80% of net assets (including any borrowings for investment purposes) in “real assets” and securities of companies that derive at least 50% of their profits or revenues from, or commit at least 50% of assets to, real assets and activities related to real assets. The fund broadly defines real assets as any assets that have physical properties, such as energy and natural resources, real estate, basic materials, equipment, utilities and infrastructure, and commodities. The fund will invest in companies located throughout the world and there is no limit on the fund's investments in foreign markets.

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JH Money Market Portfolio Cost Structure

- On page 40, in Section V, Fees and Expenses, the JH Money Market Portfolio Cost Structure is replaced with the following chart:

JH Money Market Portfolio Cost Structure (not offered in multiple classes)							
Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee		Maximum Sales Charge	Annual Account Maintenance Fee ³
JH Money Market Portfolio	0.37%	0.30%	0.00%	0.00%	0.67%	0.00%	\$25

¹ Estimated Underlying Fund Expenses for the JH Money Market Portfolio reflect the actual expense ratio of the underlying fund as of the fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, and the Annual Program Management Fee, the Annual Trust Fee, and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost of a \$10,000 Investment and is revised below. Future annual asset-based fees may be higher or lower than those reflected.

³ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing systematically or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

Note: The Trustee has authorized the Program Manager to waive all or a portion of the annual program management fee for the JH Money Market Portfolio, to the extent necessary to maintain the net yield of the JH Money Market Portfolio at 0.0% or above.

- On page 42, in Section V, Fees and Expenses, the Hypothetical Cost of a \$10,000 Investment for the JH Money Market Portfolio is replaced with the following chart:

Cost Structure	One Year	Three Years	Five Years	Ten Years
JH Money Market Portfolio	\$93	\$289	\$496	\$1,076

In this booklet

- **What to Know Before You Get Started** — An introductory section that answers some frequently asked questions.
- **Table of Contents for the Plan Disclosure Document**
- **Plan Disclosure Document** — a detailed explanation of the Plan’s structure, operations, investments, and other characteristics.

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Accounts in John Hancock Freedom 529 (the “Plan”) and units in the Trust are not registered as securities with the U.S. Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, nor are the Plan’s portfolios registered as investment companies under the Investment Company Act of 1940. Relevant sections of both statutes exempt state instrumentalities such as the Trust and interests in such instrumentalities from registration.

Depending upon the laws of the home state of the Account Holder or Beneficiary, favorable state tax treatment or other benefits offered by that home state may be available only for investments in the home state’s 529 college savings plan.

Any state-based benefit offered with respect to a particular 529 college savings plan should be one of many appropriately weighted factors to be considered in making an investment decision.

You should consult with your financial, tax, or other adviser to learn more about how state-based benefits (including any limitations) would apply to your specific circumstances. You may also wish to contact your or your Beneficiary’s home state or any other 529 college savings plan to learn more about the features, benefits, and limitations of that state’s 529 college savings plan.

The information in the Plan Disclosure Document 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 the Plan Disclosure Document.

An investment in the Plan is not insured by the FDIC or any other government agency, may lose value, and is not guaranteed by the Federal Reserve, a bank, the Trust, the University of Alaska, T. Rowe Price, John Hancock, or any state.

The Plan Disclosure Document intends to comply with the Disclosure Principles, Statement No. 4, adopted by the College Savings Plans Network, an affiliate of the National Association of State Treasurers, on December 17, 2009. The information in the current Plan Disclosure Document, together with the New Account Agreement, portfolio performance information found beginning on page 26, and performance information found on the Plan’s website, constitute the John Hancock Freedom 529 Offering Materials.

The Plan is intended to be used only to save for qualified higher education expenses. The Plan is not intended to be used, nor should it 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.

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What To Know Before You Get Started

This section is intended to introduce some of the features and answer frequently asked questions concerning John Hancock Freedom 529 (the “Plan”). This is not part of the Plan Disclosure Document that follows in this booklet.

What are 529 college savings plans?

Named for Section 529 of the Internal Revenue Code, these plans help individuals and families save for college in a tax-advantaged way.

What is John Hancock Freedom 529?

John Hancock Freedom 529, formerly marketed as Manulife College Savings, is a 529 savings plan offered by the Education Trust of Alaska, managed by T. Rowe Price Associates, Inc., and distributed by John Hancock Distributors LLC, through other broker-dealers with whom John Hancock Distributors LLC has entered into a selling agreement. It is intended to be a “qualified tuition program” under Section 529 of the Internal Revenue Code.

What are some of the Plan’s major benefits?

- A multi-managed platform;
- Diversification by asset class and investment style;
- Any account growth is tax-deferred;
- Distributions for qualified educational expenses are federal tax-free;
- Account holder maintains control over assets and distributions; and
- Gift and estate tax benefits.

Who can participate in the Plan?

Any U.S. citizen or resident alien can open an account, as can trusts, corporations, and other organizations. You are not restricted by age, income, or state of residence.

How are accounts structured?

Only one person — the account holder — can open and control an account. If the account holder is a minor, the account must have a custodian to act on behalf of the minor. Each account may have only one

beneficiary (future student), but you may open as many accounts for as many different beneficiaries as you want.

Can my spouse and I set up a joint account?

Joint accounts are not permitted in this plan. However, you and your spouse may each establish separate accounts for the same beneficiary or you may both contribute to the same account.

Who can be a beneficiary?

Any U.S. citizen or resident alien — including the account holder — can be the beneficiary.

Can I change the beneficiary?

Yes, the account holder can change the beneficiary at any time. If the beneficiary is changed, the new beneficiary must be a member of the family of the current beneficiary, as defined by the Internal Revenue Code.

Can the account holder be changed?

Generally, yes. However, special rules may apply to accounts with custodians. You may also name a successor account holder who takes over for you in the event of your death or legal incompetence. Since a change of account holder could have tax consequences, you may want to check with a tax adviser.

How much money do I need to open an account?

The minimum initial contribution is \$1,000 per portfolio. If you are participating in the automatic purchase or payroll deduction programs, the minimum is \$50 per portfolio, per month. The minimum subsequent contribution for any portfolio is \$50.

Who can contribute to an account?

Anyone can contribute, not just the account holder.

How much can I invest?

You can invest until the combined account balances for a beneficiary reach \$320,000. It is acceptable for earnings (but not contributions) to cause the total account value to go over this amount. This maximum may or may not cover all of your beneficiary's college expenses.

Are contributions tax-deductible?

Not at the federal level; state income tax treatment varies.

How do I contribute to my account?

- Check or money order;
- Electronic fund transfer from your financial institution account;
- By investing systematically through the automatic purchase program or, if applicable, payroll deduction program;
- By rollover from another qualified tuition program (529 plan), Coverdell Education Savings Account, or qualified U.S. Savings Bond; and/or
- By moving money from UGMA/UTMA accounts.

What are my investment choices?

The Plan offers 22 portfolios representing four investment strategies.

- Enrollment-Based Portfolios
- Static Portfolios
- Lifestyle Portfolios
- Individual Portfolios

Where can I receive performance information on the portfolios?

You can receive performance information on our website at www.johnhancockfreedom529.com, or you can call 1-866-222-7498. You can also find performance information as of the most recent

quarter end in the Investor Quarterly Update, which you can obtain from your financial consultant.

Are any of the portfolios guaranteed?

Your account value is never guaranteed, so you could lose money (including your contributions) or not make money by investing in the Plan. The JH Money Market Portfolio is not guaranteed, however, it is managed to preserve your investment principal.

Can I change my portfolio selection?

Each time you make a contribution you may select a different portfolio. In addition, changes to your existing investments for a particular beneficiary are permitted only once per calendar year and any time upon a change in the beneficiary. If you are contributing via payroll deduction and wish to change the direction of your contributions or add an investment option after an account has been set up, please contact John Hancock Freedom 529 at 1-866-222-7498.

How can I use the money in my account?

Your account balance can be used for any purpose. However, to receive the full federal tax benefit, the money must be used for qualified education expenses of the beneficiary at an eligible educational institution, as defined by the IRS.

Can the account be used to pay for any college?

The account can be used for the beneficiary's attendance at any eligible institution of higher education that meets specific federal accreditation standards. These institutions include most four-year colleges and universities (both for undergraduate and graduate degrees), certain two-year institutions, and proprietary and vocational schools, and some foreign schools that are eligible to participate in Financial Aid programs under Title IV of the Higher Education Act of 1965.

Will participation in the Plan affect my beneficiary's eligibility for financial aid?

The treatment of investments in a 529 savings plan, such as this one, varies from school to school, but assets are typically not treated as assets of the student. However, any investment in a 529 plan may still affect a student's eligibility to get financial aid based on need. You should check with the schools you are considering regarding this issue.

When can I take a distribution from my account?

You can request a distribution at any time.

What if I do not use the money in my account for qualified education expenses?

If a distribution is not used for qualified expenses, any investment earnings will be subject to federal, and possibly state, income taxes at the rate of whoever receives the distribution. The distribution may also be assessed a 10% federal penalty tax on any earnings.

Is paying off a student loan a qualified expense?

No. Repayment of student loans is not considered a qualified education expense.

What if my beneficiary receives a scholarship?

There are a number of options for your account if your beneficiary earns a scholarship.

- You may use the account to pay for education expenses that are not covered by the scholarship.
- You may take a distribution from your account in an amount up to the amount of the scholarship without incurring a penalty tax; however, you may be subject to federal and state income taxes.

- You may leave the money in the account for use at a future date, such as for an advanced degree.
- You may change the beneficiary to another member of the beneficiary's family.

What if my beneficiary does not go to college?

If your planned beneficiary does not go to college, you have three options:

- Leave the money in the account in case the beneficiary subsequently decides to attend college;
- Select a new beneficiary; or
- Take a distribution from your account, and pay both the 10% federal penalty and income taxes on any earnings.

What if I move to another state?

There are no residency requirements for the Plan, so you can maintain your account and continue to make contributions.

What are the fees?

There are asset-based fees and an annual account maintenance fee.

The annual asset-based fees are determined by share class, as well as expense ratios of the underlying mutual funds in which each investment option invests. For additional information on the annual asset-based fees refer to Section V, *Fees and Expenses*.

The annual account maintenance fee is \$25. It is waived if, as of the date the fee is assessed:

- You are contributing through the automatic purchase program;
- The combined account balance for a beneficiary is \$25,000 or more;
- The combined account holder's total balance (regardless of beneficiary) is \$75,000 or more; or
- You are contributing through payroll deduction.

If you have more than one account for the same beneficiary, the annual account maintenance fee will be prorated across all of these accounts.

What are the federal income tax advantages?

Any earnings on the money you invest in your account can grow tax-deferred until they are distributed. All qualified distributions for education expenses will be exempt from federal income tax. Please note that state income taxes may continue to apply.

Depending upon the laws of the home state of the account holder or beneficiary, favorable state tax treatment or other benefits offered by that home state may be available only for investments in the home state's 529 college savings plan. If your state or your beneficiary's state offers a 529 plan, you should consider any state income tax or other benefits it offers before investing.

What are the gift and estate tax benefits to an account?

Generally, gifts to an individual that exceed \$13,000 in a single year are subject to the federal gift tax. However, for 529 plans, gifts of up to \$65,000 (\$130,000 for a married couple) can be made in a single year for a beneficiary and averaged over five years to qualify for exclusion from the federal gift tax.*

If you die with money remaining in your account, it will not be included in your taxable estate for federal estate tax purposes. (However, there are exceptions should you die within five years of making the contributions that were gifts using the five-year rule noted above.)

I own a UGMA/UTMA account. Can I move those assets into a 529 savings plan?

You can redeem assets from Uniform Gift to Minors Act/Uniform Transfers to Minors Act ("UGMA/UTMA") accounts, but you may be liable for income taxes on any gains upon redemption. Once the UGMA/UTMA proceeds are used to contribute to a 529 plan, the minor of the UGMA/UTMA account must be named both the account holder and the beneficiary of the 529 account and cannot be changed. For more information, please consult your financial consultant.

Before you make contributions to the Plan, please read and understand the Plan Disclosure Document. It gives you important information about the Plan and discusses the risks and benefits of investing through the Plan. The Plan Disclosure Document incorporates by reference the Declaration of Trust, the College Savings Program and the Plan's most recent Annual Report, and summarizes the terms and conditions in those documents. For a copy of these documents, please call 1-866-222-7498.

* In future years, the amount of the federal gift tax exclusion will be increased as required by a cost-of-living increase.

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Plan Disclosure Document

John Hancock Freedom 529: A national plan offered by the Education Trust of Alaska

Please retain this Plan Disclosure Document for your records. The Education Trust of Alaska (the "Trust") may make modifications to John Hancock Freedom 529 (the "Plan") in the future. Should material modifications be made to the Plan, a revised Plan Disclosure Document will be mailed to your address of record. Under such circumstances, the new Plan Disclosure Document will supersede all prior versions.

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Definitions of Frequently Used Terms

Capitalized terms used in this Plan Disclosure Document have the following meanings:

Account: an account established in the Trust by an Account Holder that is invested in a specific Investment Option.

Account Holder: an individual, corporation, partnership, association, trust, or estate who/that establishes an Account in the Trust, referred to in the Alaska College Savings Act, Declaration, and the College Savings Program as Participant.

Administrative Accounts: accounts or sub-accounts established in the Trust for the purpose of administering, managing, and operating the Trust.

Alaska College Savings Act: AS 14.40.802-14.40.817, as may be amended from time to time, establishing the Alaska Advance College Tuition Savings Fund and the Alaska Higher Education Savings Trust in the University.

Authorized Plans: the respective plans established by the Trust, pursuant to the Declaration, to implement the College Savings Program, including John Hancock Freedom 529.

Automatic Purchase: a program wherein a contributor authorizes the transfer of money, on a regular and predetermined basis, from a bank or other financial institution, or investment account to an Account.

Beneficiary: the individual designated by an Account Holder, or as otherwise provided in the Declaration and this Plan, to receive the benefit of an Account.

Code: Internal Revenue Code of 1986, as amended. There are references to various sections of the Code

throughout the document, including Section 529 as it exists and may subsequently be amended, and regulations adopted under it.

College Savings Program: the post-secondary education savings program, which is operated by the University, as Trustee, in accordance with the Alaska College Savings Act and the Declaration, as such currently exists or may hereafter be amended.

Contingent Deferred Sales Charge ("CDSC"): Class B units do not have an initial sales charge. A CDSC is a sales charge applicable to distributions on Class B units if such distributions are made within six years of the date of contribution. The CDSC is as follows: distributions made in year 1 will be assessed a 5% charge; in years 2 and 3, a 4% charge; in year 4, a 3% charge; in year 5, a 2% charge and in year 6, a 1% charge. On the first month of the seventh year, Class B units will automatically convert to Class A units. In the instance of a distribution of the entire Account value, the CDSC is calculated based on the lesser of the Account value or contribution amount. In the instance of a distribution amount less than the entire Account value, the CDSC is calculated based on the lesser of the amount of the distribution or the contribution amounts attributable to those units being distributed. In either instance, the CDSC is not charged on earnings. The CDSC will be waived in certain circumstances as described more fully in this Plan Disclosure Document.

Custodian: an individual who has executed a New Account Agreement or a notice of intent to participate in the College Savings Program where, (1) the Account Holder is a minor, or (2) the Account is funded from a UGMA or UTMA account, provided the Custodian is required to act under the terms of the UGMA or UTMA. The Custodian will be required to perform all duties of the Account Holder

(unless indicated otherwise in the College Savings Program or this Plan Disclosure Document).

Declaration: the Declaration of Trust for the Education Trust of Alaska (formerly known as the Alaska College Savings Trust), initially effective as of April 20, 2001, and as amended and restated, effective January 1, 2002, including appendices to it, and as may be amended from time to time.

Eligible Educational Institution: an institution as defined in the Code. Generally, the term includes accredited 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 described in Section 481 of the Higher Education Act of 1965 (20 U.S.C. Section 1088) and must be eligible to participate in a student financial aid program under Title IV of such Act.

Family Member or Member of the Family: an individual among a Beneficiary's immediate family members as defined in the Code, related to the Beneficiary as follows:

- A son or daughter, or a descendant of either;
- A stepson or stepdaughter;
- A brother, sister, stepbrother, or stepsister;
- A father or mother, or an ancestor of either;
- A stepfather or stepmother;
- A son or daughter of a brother or sister;
- A brother or sister of the father or mother;
- A son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law, or sister-in-law;
- The spouse of the designated Beneficiary or the spouse of any individual described above; or
- A first cousin of the Beneficiary.

For purposes of determining who is a Family Member, a legally adopted child of an individual shall be treated as the child of such individual by blood. The terms "brother" and "sister" include half-brothers and half-sisters.

Fees: administrative, investment, and other program fees, costs, and charges, including those customarily charged by mutual funds and trusts.

Investment Options: the investment portfolios available to Account Holders through John Hancock Freedom 529; also referred to as portfolios.

John Hancock Distributors LLC: a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA", formerly known as the "NASD") and listed with the Municipal Securities Rulemaking Board ("MSRB"), and appointed by the Program Manager to distribute John Hancock Freedom 529 nationally through financial consultants of Broker-Dealers with which John Hancock Distributors LLC has entered into selling agreements. Manulife Financial Securities LLC changed its name to John Hancock Distributors LLC effective January 1, 2005.

Net Asset Value ("NAV"): NAVs are calculated for each portfolio after the New York Stock Exchange ("NYSE") closes (usually 4 P.M. Eastern Time) on each day the NYSE is open for business. The NAV is calculated by dividing the value of a portfolio's net assets (total assets minus liabilities) by the number of outstanding units or shares in the portfolio.

New Account Agreement: a participation agreement between an Account Holder and the Trust, affirming the Account Holder's agreement to participate in the College Savings Program in accordance with the provisions of the Alaska College Savings Act, the Declaration, and this Plan. The New Account Agreement is referred to in the Alaska

College Savings Act, the Declaration, and the College Savings Program as Account Agreement.

Non-Qualified Distribution: a distribution that is not a Qualified Distribution.

Penalty: an additional tax required by the Code that is equal to 10% of the earnings portion of a Non-Qualified Distribution.

Plan: John Hancock Freedom 529 or John Hancock Freedom 529 with Payroll Deduction.

Plan Disclosure Document: this document, which is prepared by the Program Manager and discloses all material facts relating to an offer of Accounts in the Trust as made through the Plan.

Program Management Services: investment, management and other services that are provided to the Trust and the Trustee by the Program Manager.

Program Manager: T. Rowe Price Associates, Inc., engaged by the Trust to provide the Program Management Services, as an independent contractor, on behalf of the Trust.

Qualified Distributions:

- Distributions used to pay Qualified Expenses of a Beneficiary;
- Distributions because the Beneficiary received a scholarship or educational assistance, provided that the scholarship or educational assistance amount is greater than or equal to the amount distributed;
- Distributions because the Beneficiary attends a U.S. military academy;
- Distributions as a result of the Beneficiary's disability;
- Distributions as a result of the Beneficiary's death; or,
- Rollover Distributions.

Qualified Expenses or Qualified Higher Education Expenses: qualified higher education expenses are defined in the Code. Generally, these include the following:

- Tuition, all mandatory fees, and the costs of textbooks, supplies, and equipment required for the enrollment or attendance of a designated Beneficiary at an Eligible Educational Institution;
- The costs of room and board of a designated Beneficiary during any academic period during which the designated Beneficiary is enrolled at least half time in a degree, certificate, or other program that leads to a recognized educational credential awarded by an Eligible Educational Institution; and
- Expenses for a special-needs student that are necessary in connection with his or her enrollment and attendance at an Eligible Educational Institution.

Rights of Accumulation ("ROA"): ability to link multiple Accounts with the same Social Security or tax identification number and, upon request, those of a spouse or any child, or those with the same Custodian, in order to aggregate overall Plan assets to achieve an asset level required to make the Account Holder or contributor eligible for a lower front-end sales charge.

Rollover Distribution: a distribution that is (within 60 days of the distribution date):

- Placed in another qualified tuition program account for the same Beneficiary; or
- Placed in another Account or another qualified tuition program account for a different Beneficiary who is a Member of the Family of the previous Beneficiary.

Statement of Intention: an agreement by an Account Holder to contribute a specified sum of money, equal to or greater than \$50,000, over a 13-month period to his or her John Hancock Freedom 529 Account. In return, the Account Holder is entitled to a reduction of the front-end sales charge.

Suspended Account Reserve: an Administrative Account containing Accounts that were suspended.

Systematic Exchange: also known as Dollar Cost Averaging, a program that allows the Account Holder to exchange fixed amounts from one investment option to another at regular predetermined intervals in an effort to reduce the risk of investing at the top of a market cycle. Over time, the investor buys more units when the price is low and fewer units when the price is high. If Systematic Exchange is established at the time the Account is opened, it will be considered the investment strategy for that Account. The establishment of Systematic Exchange on existing Accounts, or any changes to a Systematic Exchange program already in place, will be considered the one allowable investment change for that Beneficiary for the calendar year.

Trust: the Education Trust of Alaska, the trust declared by the University pursuant to the Alaska College Savings Act and through the Declaration.

Trustee: the University of Alaska, when acting in its capacity as trustee for the Trust.

UGMA/UTMA: an account created under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act of any state.

University: the University of Alaska.

I. Plan Overview

John Hancock Freedom 529 is a 529 savings plan offered by the Education Trust of Alaska established under the Alaska College Savings Act to allow persons who open an Account to save for college expenses for themselves or a Beneficiary on a tax-advantaged basis. The Plan is intended to be a qualified tuition program under Section 529 of the Internal Revenue Code. To benefit fully from the Plan, the Beneficiary must attend an Eligible Educational Institution and use an Account for Qualified Expenses.

The Plan is managed by T. Rowe Price Associates, Inc., a well-known financial services provider that handles the investment, record keeping, and other administrative services for the Plan. The Plan is distributed by John Hancock Distributors LLC, through broker-dealers that have selling agreements with John Hancock Distributors LLC. In addition, John Hancock Freedom 529 with Payroll Deduction is a voluntary benefit that employers may make available to their employees.

John Hancock, together with T. Rowe Price, has assembled some of the nation's leading asset managers to provide a multi-managed investment approach to the Plan.

The John Hancock companies are subsidiaries of Manulife Financial, a leading provider of financial protection and wealth management products in the United States, Canada, and Asia. For additional information on the Plan's legal structure, you may refer to Section X, *The Plan's Administrative and Legal Framework*.

Defined Terms

Capitalized terms used in this Plan Disclosure Document generally have the meanings specified in the previous section, *Definitions of Frequently Used Terms*. In addition, "you" is used to mean the Account Holder or the Custodian opening an Account and acting on behalf of the Account Holder.

II. Opening and Contributing to an Account

Who May Open an Account

Any individual (including a resident alien), partnership, corporation, trust, estate, or association with a valid Social Security or taxpayer identification number that resides, or is organized, in the United States may open an Account. Account Holders are not restricted by age, income, or state of residence.

Each Account may have only one Account Holder, but a successor may be named.

Account Holder Responsibilities

You maintain and control the Account, including selecting investments, authorizing distributions, and making any changes to Beneficiaries and addresses.

How to Open an Account

To open an Account, you are required to complete a New Account Agreement, which is a contract between you, the Account Holder, and the Trust. The agreement establishes the obligations of both you and the Trust.

Contact your financial consultant for a New Account Agreement. If your employer offers John Hancock Freedom 529 with Payroll Deduction, please contact your human resources department for a New Account Agreement.

You may open as many Accounts for as many different Beneficiaries as you wish. A separate New Account Agreement is not required when you open an identically registered Account (a new Investment Option for the same Beneficiary) in the same share class or if you are changing the Beneficiary of an Account.

An Account Holder that is a partnership, corporation, trust, estate, or association must submit appropriate documentation when an Account is opened to show who can act on the Account's behalf. Documentation may include a partnership agreement, corporate resolution or by-laws, trust agreement, appointment of executor or letters testamentary, or a determination letter.

Need for a Custodian

If the Account Holder is a minor or if the Account is funded from UGMA/UTMA proceeds, the New Account Agreement must be completed by a Custodian — typically a parent or legal guardian — on the minor's behalf. The Custodian is responsible for performing all duties of the Account Holder until replaced or released. However, if the Account is funded from UGMA/UTMA proceeds, the Custodian may not change the Account Holder or Beneficiary.

Each Account may have only one Custodian, but a successor Custodian may be named.

Identity Verification of Individuals Opening Accounts

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify,

and record information that identifies each person who opens an Account.

When you complete a New Account Agreement, we will ask you for the name, street address, date of birth, and Social Security or tax identification number for the Account Holder (and any person(s) opening an Account on behalf of the Account Holder, such as a Custodian, agent under Power of Attorney, conservator, trustees, or corporate officers). If we do not receive all of the required information, we may not be able to open your Account or there could be a delay in establishing the Account.

We will use this information to verify the identity of the Account Holder and any individual opening an Account on behalf of the Account Holder. If, after making reasonable efforts, we are unable to verify the Account Holder's or other individual's identity, the USA PATRIOT Act requires us to take certain actions including closing the Account and redeeming the Account at the Net Asset Value ("NAV") calculated the day the Account is closed. If the Account must be closed because we cannot verify your identity, then no sales charges or loads will apply to the cancelled contribution or the distribution. However, a distribution made under these circumstances may be considered a Non-Qualified Distribution.

Death of Account Holder/Appointing a Successor

In the New Account Agreement or later in writing, you may designate a successor to take over the Account should you die or if you are declared legally incompetent (or, in the case of an entity, if it is dissolved). All identically registered Accounts must have the same successor Account Holder. For a designation or change of successor Account Holder to be valid, it must be received and accepted by the Plan prior to an Account Holder's death, legal declaration of incompetence, or dissolution.

If death or dissolution occurs and no successor has been named, the Beneficiary (or person legally authorized to act on behalf of the Beneficiary, if applicable) has the exclusive right to name a new Account Holder. The Beneficiary cannot name him or herself as the new Account Holder.

For Payroll Deduction Accounts, you may name a successor Account Holder, but a change to a new (non-employee) Account Holder could subject your Account to the \$25 annual Account maintenance fee. It could also trigger a sales charge for subsequent contributions to the Account for Class A units or revert to the original deferred sales charge for Class B units.

Naming a Beneficiary

The New Account Agreement requires you to name an individual as the Beneficiary (the intended future student). The Beneficiary may be you or any individual with a valid Social Security number or U.S. taxpayer identification number.

Each Account may have one Account Holder and one Beneficiary at any one time, although there may be multiple Accounts for the same Beneficiary.

Exception: An agency or instrumentality of a state or local government, or a tax-exempt organization as described in Section 501(c)(3) of the Code, may establish an Account as part of a scholarship program without naming a Beneficiary at that time.

Contributing to an Account

Contributions to an Account may come from anyone, not just the Account Holder.

A contribution received in good order before market close (typically 4 P.M. Eastern Time) on any day the New York Stock Exchange (“NYSE”) is open

for business is processed based on that day’s NAV for the Investment Options you selected.

Contributions received after market close, or on a day that the NYSE is closed will be processed based upon the next NAV to be calculated. The Plan cannot accept wire contributions on days when the Federal Reserve Wire System is closed.

There are five primary ways to fund an Account:

1. Check or money order;
2. Electronic transfers from your financial institution account;
3. Investing systematically through Automatic Purchase or, if applicable, payroll deduction;
4. A rollover from another qualified tuition program (529 plan), Coverdell Education Savings Account, or qualified U.S. Savings Bond; and
5. Moving money from a UGMA/UTMA account to the Account.

All contributions must be made in U.S. dollars; all checks must be drawn on U.S. banks.

Funding Details

Method	Details
Checks and Money Orders	<p>Make your check or money order payable to John Hancock Freedom 529. Send it with your New Account Agreement if you are contributing for a Beneficiary for the first time.</p> <p>If the Account is funded with proceeds from UGMA/UTMA accounts, the check may be payable to the minor or the custodian, or both, but must be properly endorsed to John Hancock Freedom 529.</p> <p>In some instances, the Plan may accept checks payable to a broker-dealer and properly endorsed to John Hancock Freedom 529.</p> <p>For subsequent contributions by check or money order, please write the Account number on the memo line.</p> <p>Checks and money orders should be mailed to:</p> <p style="padding-left: 40px;">John Hancock Freedom 529 P.O. Box 17603 Baltimore, MD 21297-1603</p> <p>For courier services requiring a street address, or for registered or certified mail, send to:</p> <p style="padding-left: 40px;">John Hancock Freedom 529 c/o T. Rowe Price 4515 Painters Mill Rd. Mail Code OM-17603 Owings Mills, MD 21117-4903</p>
Electronic Funds Transfer	<p>This service allows the Plan to debit an account at your financial institution and electronically move money to your Plan Accounts. Transfers are made either through the Automated Clearing House ("ACH") network or by wire and occur only when you initiate them. For wiring instructions, please call 1-866-222-7498. Your bank may charge a fee for wiring funds.</p>
Automatic Purchase	<p>This service allows you to have a predetermined amount of money invested systematically in your Plan Account from your financial institution account via the ACH network on one or more days each month.</p>
Payroll Deduction	<p>Money is deducted from your paycheck and invested in your Account via direct deposit on your employer's pay schedule. Payroll deduction is only available to employees of companies who have agreed to make John Hancock Freedom 529 with Payroll Deduction available to their employees.</p>

Method	Details
Rollovers	<p>Rollovers between 529 plans for the same Beneficiary are limited to once per 12 months. This 12-month rule applies per Beneficiary, not per Account or Account Holder. Therefore, if there are multiple 529 Plan Accounts for the the same Beneficiary and one is rolled over, a rollover of any other 529 Account for the same Beneficiary within the following 12 months is considered a Non-Qualified Distribution. There is no limit if you change the Beneficiary to another Family Member. Rollovers are generally tax-free, but you may wish to check with your tax adviser.</p> <ul style="list-style-type: none"> ■ Direct rollover from another 529 Plan. You may authorize a distribution from your current 529 plan and instruct the current program manager to send the distribution directly to your John Hancock Freedom 529 Account. You should check with your current program manager to see if they require additional paperwork to complete the rollover. ■ Indirect rollover from another 529 Plan. If you take possession of the distribution proceeds from another 529 plan you must contribute that amount to the Plan within 60 days of the distribution date in order to avoid taxes and possibly Penalties. ■ Coverdell Education Savings Accounts (formerly Education IRAs) and qualified U.S. Savings Bonds (which include series EE and series I bonds). If your Account has the same Beneficiary as the Coverdell Education Savings Account, then the rollover is generally tax-free. If your Account is for the benefit of the qualified U.S. Savings bondholder (or his or her spouse or dependents) and the bondholder meets certain income limits, then the rollover is generally tax-free. If you wish to move such assets, please speak with your financial consultant. <p>Important Note: A rollover contribution must be treated entirely as earnings unless and until the Plan is provided with appropriate documentation showing the earnings portion of the contribution.</p> <p>In the case of a direct rollover, the distributing program must provide the Plan with a statement detailing the earnings portion of the rollover within 30 days after the distribution or by January 10th of the year following the calendar year in which the rollover occurred, whichever is earlier.</p> <p>Appropriate documentation for a Coverdell Education Savings Account includes an account statement issued by the trustee or custodian that shows the contribution and earnings in the account. Proper documentation for a qualified U.S. Savings Bond includes an account statement or Form 1099-INT issued by the financial institution that redeemed the bonds.</p>
UGMA/UTMA	<p>You may use UGMA/UTMA proceeds to fund your Account, but keep in mind that redeeming assets from UGMA/UTMA accounts may be a taxable event, resulting in taxes on gains. Consult your tax adviser for more details.</p> <p>If you indicate that the contribution originated from UGMA/UTMA proceeds, then a special registration will be established so that the Account's Beneficiary and Account Holder cannot be changed. The minor on the UGMA/UTMA account must be named as both Account Holder and Beneficiary, and a Custodian must be designated.</p> <p>If additional contributions are made for the Beneficiary that did not originate from the UGMA/UTMA account, it is important to set up a different Account to retain the ability to change the Beneficiary for those contributions and their earnings.</p>

Choosing an Investment Option

You may select one or more Investment Options when you complete a New Account Agreement and when you make additional contributions.

Your Investment Option selection applies to all subsequent contributions until you indicate otherwise.

Federal tax law provides that once per calendar year you may direct the transfer of some or all of your assets for the same Beneficiary to different Investment Options within the Plan.

Minimum Contributions

The minimum contribution to open an Account is \$1,000 per Investment Option. If you are participating in the Automatic Purchase or a payroll deduction program, the minimum contribution to open an Account is \$50 per Investment Option, per month. The minimum for subsequent contributions is \$50 per Investment Option. The Program Manager may, in its discretion, accept contributions that do not meet minimum contribution amounts.

Maximum Contributions

Contributions for each Beneficiary can be made up to a maximum aggregate Account balance of \$320,000, whether the contributions are made to one or several Accounts. It is permissible for earnings (but not contributions) to cause total Account values to exceed \$320,000.

The maximum may be increased by the Plan. If this happens, additional contributions up to the new aggregated balance per Beneficiary will be accepted.

This limit does not apply when the Account Holder is an agency or instrumentality of a state or local government, or a tax-exempt organization as described in Section 501(c)(3) of the Code, holding an Account for scholarships.

Any contributions received in excess of the maximum Account balance level will be returned to the contributor, without adjustment for gains or losses.

Nonpayment

If you pay with a check or electronic transfer that does not clear or if your payment is not received, your contribution may be cancelled. Your financial consultant may hold you responsible for any losses or expenses incurred by the Investment Options or the Plan due to your nonpayment. The Plan has the right to reject or cancel any contribution due to nonpayment.

Temporary Distribution Restriction

When your contribution is received by check, money order, or electronic funds transfer (assuming it is in good order), John Hancock Freedom 529 reserves the right, subject to applicable laws, to restrict distributions from your Account for up to ten days after such deposit.

III. General Information on the Plan's Investment Options

Separate Accounts

One Account is established for each Investment Option you select for a specific Beneficiary. If you have more than one Account, the amounts you contribute to the Plan are allocated according to your instructions.

Investment Guidelines and Management

The Trustee established investment guidelines, including the number of Investment Options and their general character and composition. Based on the Trustee's guidelines, the Program Manager recommended the Investment Options' asset allocations and selected the underlying investments for each Investment Option. The Investment Options are managed by a joint Investment Oversight Committee consisting of T. Rowe Price and John Hancock professionals. All of the Investment Oversight Committee's actions are subject to approval by the T. Rowe Price Asset Allocation Committee and subject to the input and review of the Trustee. The Trust provides oversight of the Plan, which includes an independent annual audit and investment review.

Investment Option Changes

The asset allocations, policies, objectives, and guidelines of the Investment Options may be changed from time to time, as may the selection of underlying investments for each Investment Option.

Treatment of Dividends/Capital Gains

Mutual funds distribute dividends and capital gains because they are required by the IRS to do so in order to maintain their tax status as regulated investment companies. Each Plan Investment Option, which is an offering through the Trust, is considered a municipal security and not a mutual

fund. Therefore, the Investment Options are not required to comply with IRS mutual fund distribution requirements.

Any reinvested dividends and capital gains from the underlying mutual funds will become income to the Investment Options. The dividends and capital gains of the underlying mutual funds are not distributed as earnings (except for the JH Money Market Portfolio) and are reflected in the NAV of the Investment Options. The JH Money Market Portfolio, by contrast, declares a dividend daily in order to maintain a stable NAV of \$1.00.

Composition of Investment Options

For any Investment Options that invest in more than one broad asset class (i.e., equity, bond or conservative fixed income), the joint Investment Oversight Committee may adjust the predetermined allocations by making tactical decisions to overweight or underweight a particular asset class or fund based on market conditions and outlook. The adjusted target allocation to a broad asset class is not expected to vary from its predetermined target allocation by more than plus or minus 5%. Any variance of the target allocation for a broad asset class may be applied to any combination of funds, or to any single fund, within that broad asset class.

The investment policies and restrictions of all Investment Options, such as a required minimum or maximum investment in a particular asset class or fund, apply at the time of purchase by the Investment Option. There may be short-term variances from adjusted target allocations to allow for changing conditions such as market fluctuations and cash flows.

Investment Selections and Default Investment Direction

For each new contribution, you, as the Account Holder, may select one or more of the Investment Options and share classes at the time the contribution is made. The different share classes of units for the Investment Options are discussed in Section V, *Fees and Expenses*. Unless you advise John Hancock Freedom 529 in writing, your investment selection and share class for your most recent contribution remains in effect for all future contributions to the Plan.

Restriction on Investment Direction

You may move all or a portion of an Account balance to a different Investment Option. However, all changes in investments for identically registered Accounts (same Account Holder and Beneficiary) are restricted by federal tax law to once per calendar year. You may also select a different Investment Option any time that you change the Beneficiary. However, neither the Account Holder, nor the Beneficiary, nor a Custodian has any further right to change, control, or direct the underlying investments of the Account. The Plan also offers a Systematic Exchange program (also known as Dollar Cost Averaging) which could be impacted by these restrictions. For additional information concerning Systematic Exchanges, see in Section VI, *Maintaining and Modifying Your Account: Systematic Exchange/Dollar Cost Averaging*.

IV. The Plan's Investment Options, Investment Risks and Performance

John Hancock Freedom 529 offers four types of Investment Options: Enrollment-Based Portfolios, Static Portfolios, Lifestyle Portfolios and Individual Portfolios.

Enrollment-Based Portfolios

Each of the six portfolios is targeted to the expected college enrollment of the Beneficiary (e.g., an Account with a very young portfolio would be invested in a portfolio focused on stock investments for growth). In general, once a portfolio is within 15 years of its target college enrollment date, the portfolio's assets will be shifted every quarter to more conservative allocations to reflect the need for reduced investment risks and lower volatility. (For this purpose, a Beneficiary's expected college enrollment date is assumed to be the midpoint of the four-year range of the particular enrollment-based portfolio.) Assets are automatically moved to the College Portfolio in the second quarter of the third year in the title of the portfolio (e.g., the Portfolio 2013-2016 moves to the College Portfolio in the second quarter of 2015), at which point the asset mix of the portfolio generally stops becoming more conservative over time. Although the College Portfolio is designed for Beneficiaries who are about to enroll in college, or already enrolled, its equity exposure is approximately 20% and there is no guarantee that your principal will be preserved. As a result, you may want to consider a more conservative Investment Option.

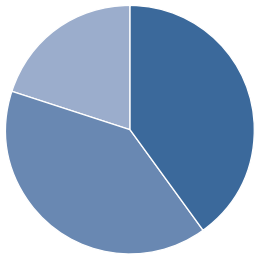
The enrollment-based portfolios invest in mutual funds managed by Capital Research and Management Company ("American Funds"), John Hancock Investment Management Services, LLC (subadvised by Davis Selected Advisors, L.P. ("Davis"), Dimensional Fund Advisors, Inc. ("DFA"), Jennison Associates LLC ("Jennison"), Pacific Investment Management Company LLC ("PIMCO"), Robeco Investment Management, Inc. ("Robeco"), Templeton Investment Counsel LLC ("Templeton"), Oppenheimer Funds, Inc. ("Oppenheimer"), and T. Rowe Price Associates, Inc. ("T. Rowe Price").

You may elect a more aggressive or conservative approach by investing in a portfolio that differs from the one corresponding to the Beneficiary's expected college enrollment date.

The following target allocations for all portfolios represent a single point in time, as of May 1, 2011. For more current target allocations as well as actual allocations, please call 1-866-222-7498 or visit www.johnhancockfreedom529.com. For more detailed information on each underlying mutual fund please refer to **Appendix: Underlying Mutual Funds**.

College Portfolio

Emphasizing investment in a mix of high-quality, fixed-income funds, this portfolio also has an allocation invested in equity funds. The allocations remain relatively constant over time and reflect a lower-risk investment approach. Designed with a more conservative strategy, the portfolio seeks to minimize the risks associated with equity markets while generating income at a time when the Beneficiary may be using the Account. This portfolio is designed for a Beneficiary who is already enrolled or about to enroll in college.

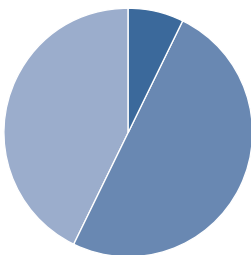


■ 40.00% Conservative Fixed Income	40.00%	T. Rowe Price Inflation Focused Bond Fund
■ 40.00% Bond	20.00%	John Hancock Funds II Total Return Fund (subadvised by PIMCO)
	20.00%	T. Rowe Price Spectrum Income Fund
■ 20.00% Equity	5.00%	John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison)
	5.00%	T. Rowe Price Blue Chip Growth Fund
	4.00%	T. Rowe Price Equity Income Fund
	2.00%	American Mutual Fund F-1
	2.00%	John Hancock Disciplined Value I (subadvised by Robeco)
	2.00%	John Hancock Funds II Fundamental Value Fund (subadvised by Davis)

The target allocations of the remaining enrollment-based portfolios change and become more conservative over time.

Portfolio 2013–2016

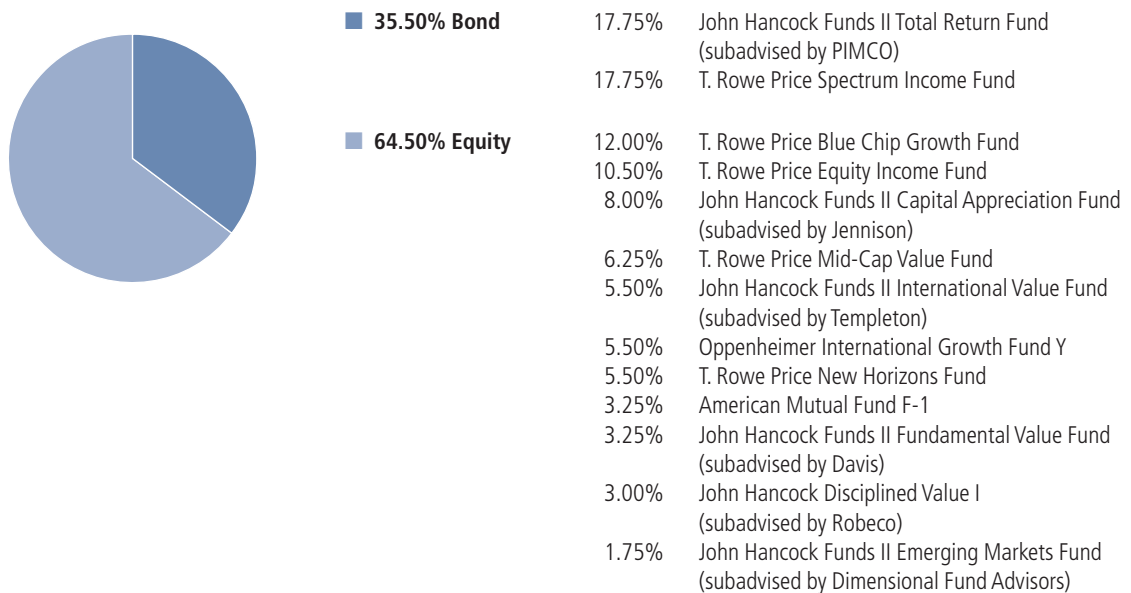
Using a moderate-risk approach, this portfolio focuses on a mix of both domestic and international equity funds while seeking diversification through holdings in fixed-income funds. This mix of funds offers exposure to equities while substantially diversifying in the fixed-income market to reduce the risk and volatility typically associated with the equity market.



■ 7.25% Conservative Fixed Income	7.25%	T. Rowe Price Inflation Focused Bond Fund
■ 50.00% Bond	25.00%	John Hancock Funds II Total Return Fund (subadvised by PIMCO)
	25.00%	T. Rowe Price Spectrum Income Fund
■ 42.75% Equity	10.00%	T. Rowe Price Blue Chip Growth Fund
	8.75%	T. Rowe Price Equity Income Fund
	6.75%	John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison)
	4.00%	T. Rowe Price Mid-Cap Value
	3.50%	T. Rowe Price New Horizons Fund
	2.75%	American Mutual Fund F-1
	2.75%	John Hancock Funds II Fundamental Value Fund (subadvised by Davis)
	2.50%	John Hancock Disciplined Value I (subadvised by Robeco)
	0.75%	John Hancock Funds II Templeton International Value
	0.75%	Oppenheimer International Growth Institutional
0.25%	John Hancock Funds II Emerging Markets Fund (subadvised by Dimensional Fund Advisors)	

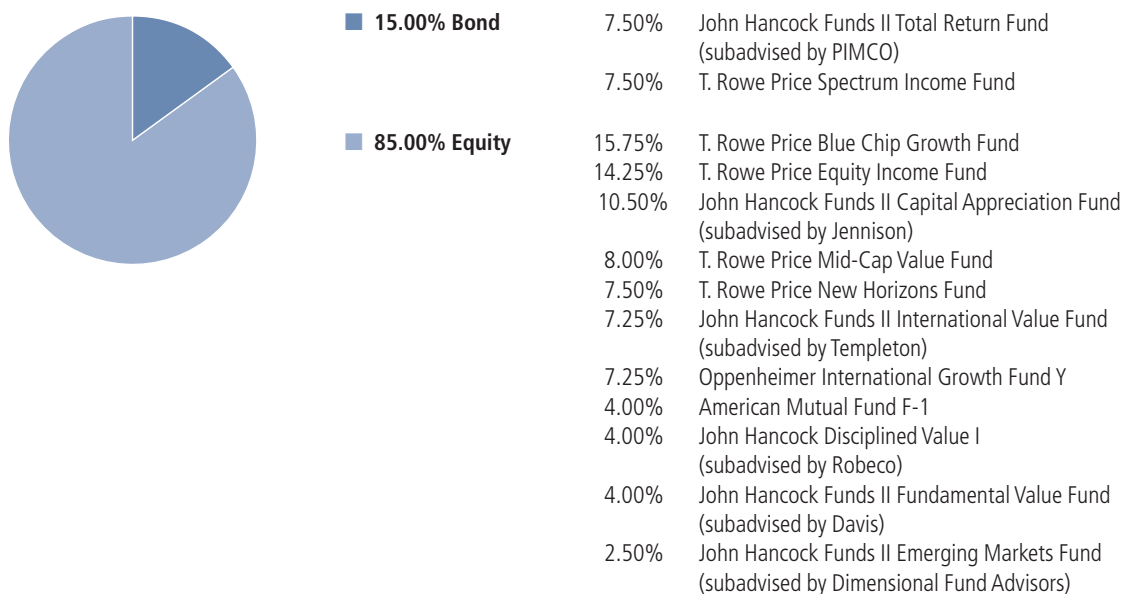
Portfolio 2017–2020

This predominantly equity portfolio focuses on a mix of both domestic and international equity funds while seeking diversification through holdings in fixed-income funds. The portfolio's strategy is based on accepting the risks associated with stocks that have the potential to provide high returns in the equity markets, and cushioning the effects of volatility through diversification.



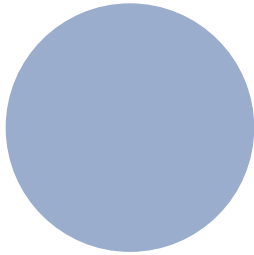
Portfolio 2021–2024

This predominantly equity portfolio seeks long-term capital appreciation by broadly investing in mutual funds primarily focused on both domestic and international equity markets. The strategy is based on the understanding that the volatility associated with equity markets is accompanied by the greatest potential for long-term capital appreciation.



Portfolio 2025–2028

This all-equity portfolio seeks long-term capital appreciation by broadly investing in mutual funds primarily focused on both domestic and international equity markets. The strategy is based on the understanding that the volatility associated with equity markets is accompanied by the greatest potential for long-term capital appreciation.

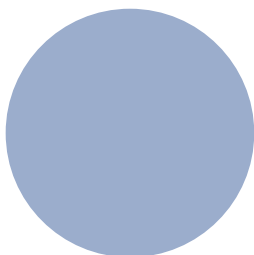


■ 100% Equity

18.50%	T. Rowe Price Blue Chip Growth Fund
17.25%	T. Rowe Price Equity Income Fund
12.25%	John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison)
9.75%	T. Rowe Price Mid-Cap Value Fund
8.75%	T. Rowe Price New Horizons Fund
8.50%	John Hancock Funds II International Value Fund (subadvised by Templeton)
8.50%	Oppenheimer International Growth Fund Y
4.50%	American Mutual Fund F-1
4.50%	John Hancock Disciplined Value I (subadvised by Robeco)
4.50%	John Hancock Funds II Fundamental Value Fund (subadvised by Davis)
3.00%	John Hancock Funds II Emerging Markets Fund (subadvised by Dimensional Fund Advisors)

Portfolio 2029–2032

This all-equity portfolio seeks long-term capital appreciation by broadly investing in mutual funds primarily focused on both domestic and international equity markets. The strategy is based on the understanding that the volatility associated with equity markets is accompanied by the greatest potential for long-term capital appreciation.



■ 100% Equity

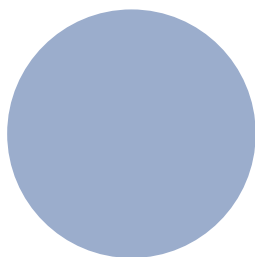
18.50%	T. Rowe Price Blue Chip Growth Fund
17.25%	T. Rowe Price Equity Income Fund
12.25%	John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison)
9.75%	T. Rowe Price Mid-Cap Value Fund
8.75%	T. Rowe Price New Horizons Fund
8.50%	John Hancock Funds II International Value Fund (subadvised by Templeton)
8.50%	Oppenheimer International Growth Fund Y
4.50%	American Mutual Fund F-1
4.50%	John Hancock Disciplined Value I (subadvised by Robeco)
4.50%	John Hancock Funds II Fundamental Value Fund (subadvised by Davis)
3.00%	John Hancock Funds II Emerging Markets Fund (subadvised by Dimensional Fund Advisors)

Static Portfolios

You may choose one or more of the five static portfolios. The static portfolio investment strategy enables you to select an approach where the allocation to a particular broad asset class remains constant for the entire term of the investment. You can find more detailed information on each underlying mutual fund in **Appendix: Underlying Mutual Funds**.

Future Trends Portfolio

The most aggressive of the static portfolios, the Future Trends Portfolio invests in sector funds and is intended for investors with a long investing horizon and a high risk tolerance. This portfolio also seeks to enhance performance by allowing allocation changes to its underlying funds, within the ranges defined below, to reflect the investment manager's outlook.



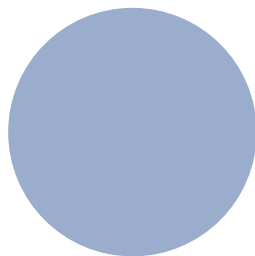
■ 100% Equity

Investment Range:

- 20.0–50.0% T. Rowe Price Science and Technology Fund
- 20.0–50.0% T. Rowe Price Health Sciences Fund
- 20.0–50.0% T. Rowe Price Financial Services Fund

Equity Portfolio

The Equity Portfolio seeks long-term capital appreciation by investing in a broad range of mutual funds focused on both domestic and international equity markets. This portfolio's strategy is based on the understanding that the volatility associated with equity markets is accompanied by the greatest potential for long-term capital appreciation. This portfolio also seeks to enhance performance and respond to market conditions by allowing broad allocation changes that reflect the outlook of the joint Investment Oversight Committee. The allocations within a particular asset class may be made to any or all of the funds within that asset class, subject to the following ranges for each asset class:



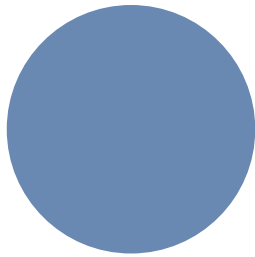
■ 100% Equity

Investment Range:

- 30–95% *Domestic Large-Cap*
 - T. Rowe Price Blue Chip Growth Fund
 - T. Rowe Price Equity Income Fund
 - American Mutual Fund F-1
 - John Hancock Disciplined Value I (subadvised by Robeco)
 - John Hancock Funds II Fundamental Value Fund (subadvised by Davis)
 - John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison)
- 0–20% *Domestic Mid-Cap*
 - T. Rowe Price Mid-Cap Value Fund
- 0–20% *Domestic Small-Cap*
 - T. Rowe Price New Horizons Fund
- 10–30% *International*
 - Oppenheimer International Growth Fund Y
 - John Hancock Funds II Emerging Markets Fund (subadvised by Dimensional Fund Advisors)
 - John Hancock Funds II International Value Fund (subadvised by Templeton)

Fixed Income Portfolio

This portfolio emphasizes investments in a highly diversified mix of fixed-income securities to reflect the broad fixed-income market. Through its allocation to its underlying mutual funds, this portfolio reflects a lower risk investment approach and seeks safety of principal by minimizing the risk associated with equity markets. The portfolio's primary objective is to minimize principal fluctuation while generating a reasonable level of return. The portfolio's target allocation to its underlying funds remains constant.

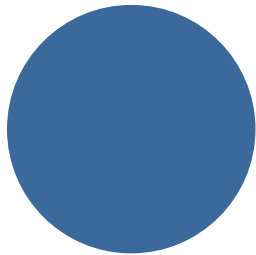


■ 100% Bond

50.0%	John Hancock Funds II Total Return Fund (subadvised by PIMCO)
50.0%	T. Rowe Price Spectrum Income Fund

JH Money Market Portfolio

The JH Money Market Portfolio invests exclusively in the T. Rowe Price Summit Cash Reserves Fund, which seeks preservation of capital and liquidity and, consistent with these objectives, the highest possible income.



■ 100% Conservative Fixed Income

100%	T. Rowe Price Summit Cash Reserves Fund
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Given its investment objective, this portfolio may be a suitable investment choice for Account Holders who are conservative investors, who have a Beneficiary nearing college enrollment, or who wish to Dollar Cost Average contributions into a different Investment Option over time. The JH Money Market Portfolio is not designed to keep pace with tuition inflation.

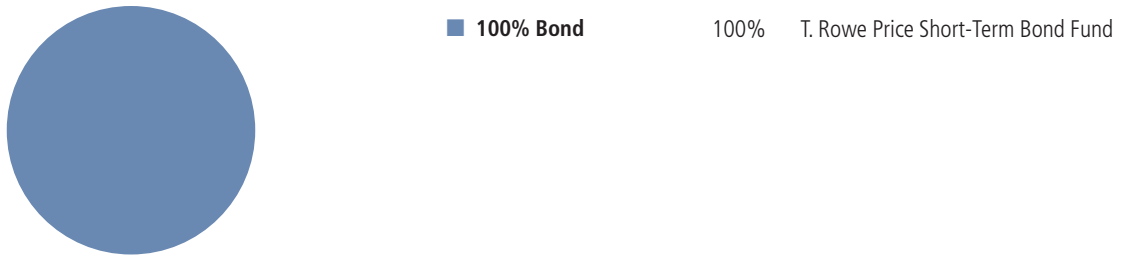
Money market funds such as the T. Rowe Price Summit Cash Reserves Fund seek to furnish preservation of principal by maintaining a constant share price of \$1.00 through investments in high-quality, U.S. dollar denominated money market securities of U.S. and foreign issuers.

An investment in the JH Money Market Portfolio is neither insured nor guaranteed by the FDIC or any other government agency, and although the JH Money Market Portfolio seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in this Portfolio. The yield on the JH Money Market Portfolio will be calculated based on the yield of the underlying T. Rowe Price Summit Cash Reserves Fund less a 0.30% annual program management fee¹. For additional information, particularly in a low interest rate environment, please seek the advice of your financial consultant.

¹ When market conditions warrant, the Trustee has authorized the Program Manager to waive all or a portion of the annual program management fee for the JH Money Market Portfolio to the extent necessary to maintain the net yield of the JH Money Market Portfolio at 0.0% or above.

Short-Term Bond Portfolio

This portfolio emphasizes investments in high-income, short-term bonds. The portfolio's characteristics reflect a lower-risk investment approach, with the goal of preserving capital. This fund is designed to have lower volatility than the Fixed Income Portfolio.

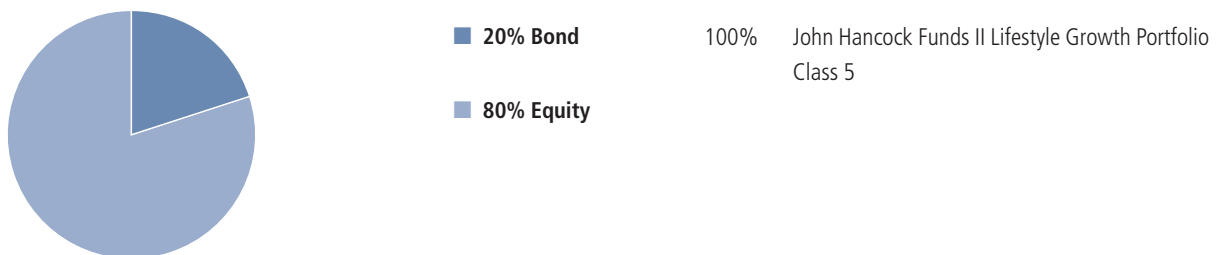


Lifestyle Portfolios

You may choose one or more of the three Lifestyle 529 Portfolios: Growth, Balanced, and Moderate. Each Lifestyle Portfolio invests in a single mutual fund which in turn invests in a number of underlying funds. The Lifestyle 529 Portfolios offer three distinct, comprehensive investment programs designed for differing risk tolerances. For information on the underlying funds and the target allocations associated with the Lifestyle 529 Portfolios, please refer to **Appendix: Underlying Mutual Funds**.

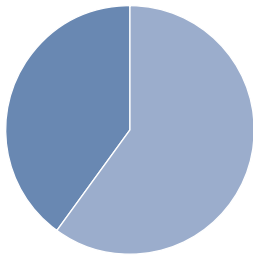
Lifestyle Growth 529 Portfolio

This portfolio invests 100% in the John Hancock Funds II Lifestyle Growth Portfolio Class 5 which seeks long-term growth of capital. Current income is also a consideration. To pursue this goal, the fund invests in other underlying mutual funds. Normally, the fund invests approximately 80% of its assets in underlying funds which invest primarily in equity securities and approximately 20% in underlying funds which invest primarily in fixed-income securities.



Lifestyle Balanced 529 Portfolio

This portfolio invests 100% in the John Hancock Funds II Lifestyle Balanced Portfolio Class 5 which seeks to provide a balance between a high level of current income and growth of capital, with a greater emphasis on growth of capital. To pursue this goal, the fund invests in other underlying mutual funds. Normally, the fund invests approximately 60% of its assets in underlying funds which invest primarily in equity securities, and approximately 40% in underlying funds which invest primarily in fixed-income securities.

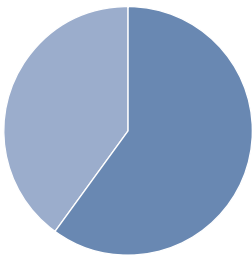


- 40% Bond
- 60% Equity

100% John Hancock Funds II Lifestyle Balanced Portfolio Class 5

Lifestyle Moderate 529 Portfolio

This portfolio invests 100% in the John Hancock Funds II Lifestyle Moderate Portfolio Class 5 which seeks to provide a balance between a high level of current income and growth of capital, with a greater emphasis on income. To pursue this goal, the fund invests in other underlying mutual funds. Normally, the fund invests approximately 40% of its assets in underlying funds which invest primarily in equity securities and approximately 60% in underlying funds which invest primarily in fixed-income securities.



- 60% Bond
- 40% Equity

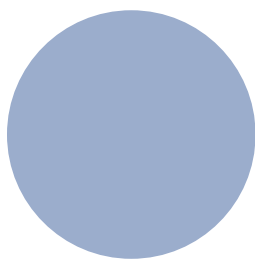
100% John Hancock Funds II Lifestyle Moderate Portfolio Class 5

Individual Portfolios

You may choose among eight individual portfolios. You can find more detailed information on each underlying mutual fund in **Appendix: Underlying Mutual Funds**.

T. Rowe Price New Horizons 529 Portfolio

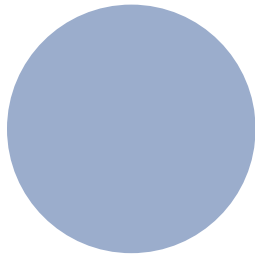
This portfolio invests exclusively in the T. Rowe Price New Horizons Fund which seeks to achieve long-term growth of capital by investing primarily in common stocks of small, rapidly growing companies, preferably early in the corporate life cycle before a company becomes widely recognized. The fund may also invest in companies that offer the possibility of accelerated earnings growth due to rejuvenated management, new products, or structural changes in the economy. While most assets will be invested in U.S. stocks, the New Horizons Fund may also invest in foreign stocks, futures and options in keeping with the fund's investment objective.



■ 100% T. Rowe Price New Horizons Fund

Templeton International Value 529 Portfolio

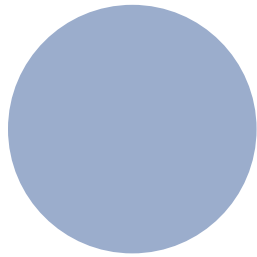
This portfolio invests exclusively in the John Hancock Funds II International Value Fund (subadvised by Templeton) which seeks to achieve long-term capital growth by investing at least 65% of its net assets in equity securities of companies located outside the United States, including in emerging markets.



■ 100% John Hancock Funds II International Value Fund
(subadvised by Templeton)

T. Rowe Price Small-Cap Stock 529 Portfolio

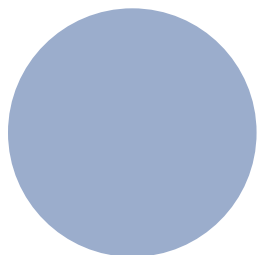
This portfolio invests exclusively in the T. Rowe Price Small-Cap Stock Fund which seeks to provide long-term capital growth by investing at least 80% of net assets in stocks and equity-related securities of small companies. A small company is defined as having a market capitalization that falls (i) within the range of companies in the Russell 2000 Index or (ii) below the three-year average maximum market cap of companies in the index as of December 31 for the three preceding years. The Russell 2000 Index is a widely used benchmark for small-cap stock performance. Stock selection may reflect either a growth or value investment approach.



■ 100% T. Rowe Price Small-Cap Stock Fund

T. Rowe Price Mid-Cap Value 529 Portfolio

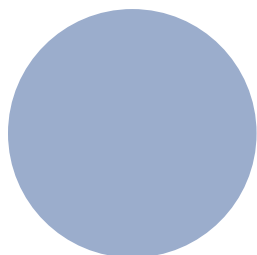
This portfolio invests exclusively in the T. Rowe Price Mid-Cap Value Fund which seeks to provide long-term capital appreciation by investing in mid-sized companies that appear to be undervalued. The fund will invest at least 80% of net assets in companies whose market capitalization (number of shares outstanding multiplied by share price) falls within the range of the companies in the S&P Mid-Cap 400 Index or the Russell Mid-Cap Value Index. In taking a value approach to investment selection, the fund seeks to identify companies whose stock prices do not appear to reflect their underlying values.



■ 100% T. Rowe Price Mid-Cap Value Fund

Jennison Capital Appreciation 529 Portfolio

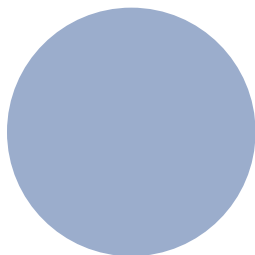
This portfolio invests exclusively in the John Hancock Funds II Capital Appreciation Fund (subadvised by Jennison) which seeks long-term growth of capital by investing, under normal market conditions, at least 65% of its total assets in equity and equity-related securities of companies, at the time of investment, that exceed \$1 billion in market capitalization and that the subadviser believes have above-average growth prospects. These companies are generally medium- to large-capitalization companies.



■ 100% John Hancock Funds II Capital Appreciation Funds
(subadvised by Jennison)

T. Rowe Price Blue Chip Growth 529 Portfolio

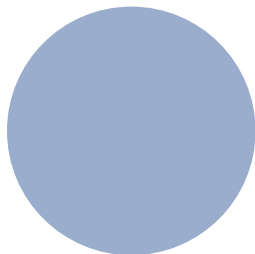
This portfolio invests exclusively in the T. Rowe Price Blue Chip Growth Fund which seeks to provide long-term capital growth. Income is a secondary objective. Its principal investment strategy is to invest at least 80% of net assets in the common stocks of large and medium-sized blue chip growth companies. These are firms that, in T. Rowe Price's view, are well-established in their industries and have the potential for above-average earnings growth.



■ 100% T. Rowe Price Blue Chip Growth Fund

T. Rowe Price Equity Income 529 Portfolio

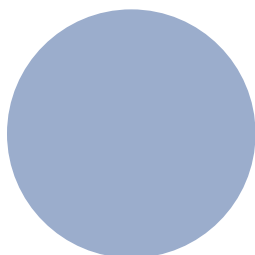
This portfolio invests exclusively in the T. Rowe Price Equity Income Fund which seeks to provide substantial dividend income as well as long-term capital appreciation through investments in common stocks of established companies. The fund's strategy is to invest at least 80% of net assets in common stocks, with 65% in the common stocks of well-established companies paying above-average dividends, with favorable prospects for both increasing dividends and capital appreciation.



■ 100% T. Rowe Price Equity Income Fund

American Mutual 529 Portfolio

This portfolio invests exclusively in the American Mutual Fund F-1 which seeks to provide current income, capital growth and conservation of principal. The fund invests primarily in common stocks of larger, more established companies that have long records of increasing earnings and dividends, but may also invest in securities convertible into common stocks, non-convertible preferred stocks, U.S. government securities, or bonds rated A or better. The fund does not own securities of companies that derive the majority of their revenues from tobacco and/or alcohol.



■ 100% American Mutual Fund F-1

General Risks of Investing in the Plan

Your principal and any Investment Options' returns are not guaranteed. Neither the assets you contribute to an Account nor any investment return earned on your contributions is guaranteed by the Trust, the State of Alaska, the University of Alaska, John Hancock or any of its affiliates, T. Rowe Price or any of its affiliates, or by the federal government or any of its agencies. You could lose money (including your contributions) by investing in the Plan.

Meeting college expenses is not guaranteed. Even if you contribute the maximum amount, there is no assurance that the money in your Account will be sufficient to cover all the education expenses your Beneficiary may incur, or that the rate of return on your investment will match or exceed the rate at which higher education expenses may rise each year. The impact of inflation on education expenses is uncertain and could exceed the return on your investments in your Account.

The Investment Options are subject to the investment risks associated with the underlying investments. There is no assurance that returns provided by these investments in the past will continue in the future.

Principal Risks Associated with Domestic and Foreign Stock Funds

General risk: As with all equity funds, the share prices of these funds can fall because of weakness in the broad market, a particular industry, or specific holdings. The market as a whole can decline for many reasons, including adverse political or economic developments here or abroad, 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. Finally, a fund's investment approach could fall out of favor with the investing public, resulting in lagging performance versus other types of stock funds.

Small- and mid-cap stock risk: The stocks of small- and mid-cap companies entail greater risk and are usually more volatile than those of larger companies. Stocks of smaller companies are subject to more abrupt or erratic price movements than stocks of larger companies. Small companies often have limited product lines or markets, less access to financial resources and trading markets, and their management may lack depth and experience.

Growth and value approach risk: Even well-established growth stocks can be volatile. Stocks of growth companies may lack dividends that can help to cushion share prices in a down market. In addition, earnings disappointments often result in sharp price declines. The value approach to stock selection carries the risk that the market will not recognize a security's intrinsic value for a long time, or that a stock judged to be undervalued may be appropriately priced.

International risks: Funds that invest overseas generally carry more risk than funds that invest strictly in United States' assets. Even investments in countries with highly developed economies are subject to significant risks, including the following:

- **Currency risk:** This refers to a decline in the value of a foreign currency versus the United States dollar, which reduces the dollar value of securities denominated in that currency.
- **Other risks of foreign investing:** Other risks include potentially adverse political and economic developments overseas, and accounting, settlement, and regulatory practices that differ from United States standards.
- **Emerging market risk:** To the extent a fund invests in emerging markets, it is subject to greater risk than a fund investing only in developed markets. The economic and political structures of developing nations, in most cases, do not compare favorably with the United States or other developed countries in terms of wealth and stability, and their financial markets often lack liquidity.

Principal Risks Associated with Aggressive Stock Funds

Funds that focus their investments in a particular industry can be less diversified than stock funds investing in a broader range of industries and, therefore, could experience significant volatility. In addition, these sectors historically have experienced unusually wide price swings, both up and down. The potential for wide variation in performance reflects the special risks common to companies in these sectors, although the dividends paid by financial services companies moderate the risk of that sector to some extent.

Principal Risks Associated with Fixed-Income Funds

The funds chosen to represent the fixed-income allocations have broad diversification designed to cushion severe losses in any one investment sector and moderate the fund's overall price swings. However, as with all broad-market fixed-income funds, these funds' share prices will rise or fall with changing market conditions. Particular risks associated with these predominately fixed-income funds include:

- The funds' share prices will typically move in the opposite direction of United States' interest rates, so a rise in rates, or interest rate risk, represents the most important source of risk.
- There is also exposure to credit risk: corporate bond holdings in the underlying funds may have their credit ratings downgraded or may default (fail to make scheduled interest or principal payments), or the perceived creditworthiness of the bond issuer may deteriorate, any of which could reduce the funds' income levels and share prices.
- Credit risk for the funds increases to the extent they invest in high-yield "junk" bonds.

- There is also exposure to the risks of international investing (see "International Risks" in previous section on stock investing).
- Finally, to the extent that the T. Rowe Price Spectrum Income Fund invests in stocks through the T. Rowe Price Equity Income Fund, its share price could be hurt by stock market declines.

John Hancock Freedom 529 Investment Performance

Performance information for each of the John Hancock Freedom 529 Investment Options as of March 31, 2011, follows. For more recent performance, please visit www.johnhancockfreedom529.com or contact your financial consultant. In addition, annual performance data is sent to the address of record for all Account Holders. Current performance may be higher or lower than that quoted. As always, past performance does not indicate future results.

Average Annual Total Returns as of 3/31/11

Investment Options	Without a Sales Charge				With a Sales Charge				Inception Date
	1 Year	3 Year	5 Year	ITD	1 Year	3 Year	5 Year	ITD	
College Portfolio									
Class A ¹	6.39%	4.67%	4.91%	4.20%	2.66%	3.44%	4.17%	3.82%	7/2/01
Class A ² Effective 6/3/02	6.39%	4.67%	4.91%	4.20%	0.80%	2.81%	3.79%	3.62%	7/2/01
Class B ³	5.63%	3.88%	4.07%	3.91%	1.63%	2.95%	3.90%	3.91%	9/30/03
Class C ⁴	6.14%	4.42%	4.63%	3.91%	6.14%	4.42%	4.63%	3.91%	7/2/01
Class C2 ⁴	5.62%	3.90%	4.08%	4.29%	5.62%	3.90%	4.08%	4.29%	9/30/02
Portfolio 2009–2012									
Class A ¹	6.74%	4.11%	4.49%	4.22%	3.00%	2.88%	3.75%	3.84%	7/2/01
Class A ² Effective 6/3/02	6.74%	4.11%	4.49%	4.22%	1.13%	2.26%	3.37%	3.64%	7/2/01
Class B ³	5.94%	3.32%	3.65%	5.37%	1.94%	2.37%	3.48%	5.37%	9/30/03
Class C ⁴	6.44%	3.85%	4.21%	3.92%	6.44%	3.85%	4.21%	3.92%	7/2/01
Class C2 ⁴	5.91%	3.32%	3.65%	6.71%	5.91%	3.32%	3.65%	6.71%	9/30/02
Portfolio 2013–2016									
Class A ¹	10.97%	5.09%	4.81%	4.40%	7.10%	3.86%	4.06%	4.02%	7/2/01
Class A ² Effective 6/3/02	10.97%	5.09%	4.81%	4.40%	5.14%	3.21%	3.69%	3.82%	7/2/01
Class B ³	10.08%	4.29%	3.97%	6.51%	6.08%	3.36%	3.80%	6.51%	9/30/03
Class C ⁴	10.71%	4.83%	4.54%	4.10%	10.71%	4.83%	4.54%	4.10%	7/2/01
Class C2 ⁴	10.17%	4.30%	3.97%	8.03%	10.17%	4.30%	3.97%	8.03%	9/30/02
Portfolio 2017–2020									
Class A ¹	13.04%	4.30%	3.91%	4.08%	9.09%	3.07%	3.17%	3.70%	7/2/01
Class A ² Effective 6/3/02	13.04%	4.30%	3.91%	4.08%	7.11%	2.44%	2.79%	3.51%	7/2/01
Class B ³	12.22%	3.53%	3.09%	6.53%	8.22%	2.59%	2.91%	6.53%	9/30/03
Class C ⁴	12.84%	4.05%	3.64%	3.82%	12.84%	4.05%	3.64%	3.82%	7/2/01
Class C2 ⁴	12.24%	3.53%	3.09%	8.25%	12.24%	3.53%	3.09%	8.25%	9/30/02

Average Annual Total Returns as of 3/31/11 (continued)

Investment Options	Without a Sales Charge				With a Sales Charge				Inception Date
	1 Year	3 Year	5 Year	ITD	1 Year	3 Year	5 Year	ITD	
Portfolio 2021–2024									
Class A ²	15.01%	3.68%	3.21%	8.28%	8.97%	1.84%	2.10%	7.54%	4/30/03
Class B ³	14.08%	2.89%	2.37%	6.15%	10.08%	1.93%	2.19%	6.15%	9/30/03
Class C2 ⁴	14.15%	2.91%	2.38%	7.39%	14.15%	2.91%	2.38%	7.39%	4/30/03
Portfolio 2025–2028									
Class A ²	16.29%	4.43%	N/A	1.06%	10.19%	2.57%	N/A	−0.33%	4/30/07
Class B ³	15.39%	3.64%	N/A	0.30%	11.39%	2.70%	N/A	−0.46%	4/30/07
Class C2 ⁴	15.39%	3.60%	N/A	0.30%	15.39%	3.60%	N/A	0.30%	4/30/07
Future Trends Portfolio									
Class A ¹	14.81%	7.93%	4.29%	4.03%	10.79%	6.66%	3.55%	3.65%	7/2/01
Class A ² Effective 6/3/02	14.81%	7.93%	4.29%	4.03%	8.78%	6.01%	3.17%	3.46%	7/2/01
Class B ³	13.99%	7.13%	3.45%	6.44%	9.99%	6.25%	3.27%	6.44%	9/30/03
Class C ⁴	14.57%	7.70%	4.00%	3.72%	14.57%	7.70%	4.00%	3.72%	7/2/01
Class C2 ⁴	14.03%	7.11%	3.43%	9.55%	14.03%	7.11%	3.43%	9.55%	9/30/02
Equity Portfolio									
Class A ¹	16.12%	4.26%	3.64%	4.03%	12.05%	3.03%	2.91%	3.65%	7/2/01
Class A ² Effective 6/3/02	16.12%	4.26%	3.64%	4.03%	10.02%	2.40%	2.53%	3.46%	7/2/01
Class B ³	15.27%	3.47%	2.81%	6.41%	11.27%	2.53%	2.63%	6.41%	9/30/03
Class C ⁴	15.76%	4.00%	3.36%	3.76%	15.76%	4.00%	3.36%	3.76%	7/2/01
Class C2 ⁴	15.20%	3.48%	2.81%	8.16%	15.20%	3.48%	2.81%	8.16%	9/30/02
Fixed Income Portfolio									
Class A ¹	6.91%	6.76%	6.73%	6.33%	3.17%	5.50%	5.98%	5.94%	7/2/01
Class A ² Effective 6/3/02	6.91%	6.76%	6.73%	6.33%	1.30%	4.86%	5.59%	5.74%	7/2/01
Class B ³	6.06%	5.93%	5.86%	4.95%	2.06%	5.03%	5.70%	4.95%	9/30/03
Class C ⁴	6.66%	6.49%	6.44%	6.03%	6.66%	6.49%	6.44%	6.03%	7/2/01
Class C2 ⁴	6.11%	5.95%	5.89%	5.40%	6.11%	5.95%	5.89%	5.40%	9/30/02
Short-Term Bond Portfolio									
Class A ¹	1.78%	3.28%	3.92%	3.29%	−1.78%	2.06%	3.19%	2.92%	7/2/01
Class A ² Effective 6/3/02	1.78%	3.28%	3.92%	3.29%	−3.56%	1.44%	2.81%	2.72%	7/2/01
Class B ³	0.96%	2.51%	3.10%	2.00%	−3.04%	1.54%	2.92%	2.00%	9/30/03
Class C ⁴	1.46%	3.01%	3.65%	3.02%	1.46%	3.01%	3.65%	3.02%	7/2/01
Class C2 ⁴	0.93%	2.49%	3.10%	2.12%	0.93%	2.49%	3.10%	2.12%	9/30/02

Average Annual Total Returns as of 3/31/11 (continued)

Investment Options	Without a Sales Charge				With a Sales Charge				Inception Date
	1 Year	3 Year	5 Year	ITD	1 Year	3 Year	5 Year	ITD	
Lifestyle Growth 529									
Class A ²	15.00%	3.42%	N/A	3.69%	8.97%	1.58%	N/A	2.52%	6/30/06
Class B ³	14.13%	2.66%	N/A	2.93%	10.13%	1.71%	N/A	2.55%	6/30/06
Class C2 ⁴	14.07%	2.67%	N/A	2.85%	14.07%	2.67%	N/A	2.85%	6/30/06
Lifestyle Balanced 529									
Class A ²	13.01%	4.22%	N/A	4.36%	7.07%	2.37%	N/A	3.19%	6/30/06
Class B ³	12.07%	3.45%	N/A	3.53%	8.07%	2.50%	N/A	3.15%	6/30/06
Class C2 ⁴	12.17%	3.48%	N/A	3.54%	12.17%	3.48%	N/A	3.54%	6/30/06
Lifestyle Moderate 529									
Class A ²	11.21%	5.08%	N/A	4.98%	5.37%	3.21%	N/A	3.80%	6/30/06
Class B ³	10.38%	4.27%	N/A	4.13%	6.38%	3.35%	N/A	3.77%	6/30/06
Class C2 ⁴	10.45%	4.33%	N/A	4.18%	10.45%	4.33%	N/A	4.18%	6/30/06
TRP New Horizons 529									
Class A ²	34.73%	13.58%	5.26%	9.72%	27.66%	11.55%	4.13%	8.81%	9/30/04
Class B ³	33.67%	12.71%	4.40%	8.81%	29.67%	11.92%	4.23%	8.81%	9/30/04
Class C2 ⁴	33.64%	12.72%	4.44%	8.86%	33.64%	12.72%	4.44%	8.86%	9/30/04
Templeton Int'l Value 529									
Class A ²	12.52%	-0.27%	N/A	-4.03%	6.61%	-2.04%	N/A	-5.57%	11/30/07
Class B ³	11.66%	-0.96%	N/A	-4.70%	7.66%	-1.96%	N/A	-5.56%	11/30/07
Class C2 ⁴	11.66%	-0.96%	N/A	-4.70%	11.66%	-0.96%	N/A	-4.70%	11/30/07
TRP Small-Cap Stock 529									
Class A ²	31.08%	13.72%	5.20%	11.34%	24.19%	11.69%	4.07%	10.58%	4/30/03
Class B ³	30.06%	12.79%	4.34%	9.20%	26.06%	11.99%	4.17%	9.20%	9/30/03
Class C2 ⁴	30.14%	12.78%	4.34%	10.38%	30.14%	12.78%	4.34%	10.38%	4/30/03
TRP Mid-Cap Value 529									
Class A ²	15.34%	7.45%	5.45%	12.13%	9.29%	5.53%	4.32%	11.42%	9/30/02
Class B ³	14.48%	6.60%	4.60%	9.22%	10.48%	5.71%	4.43%	9.22%	9/30/03
Class C2 ⁴	14.46%	6.64%	4.61%	11.19%	14.46%	6.64%	4.61%	11.19%	9/30/02
Jennison Capital Appreciation 529									
Class A ²	13.13%	4.63%	N/A	0.24%	7.19%	2.77%	N/A	-1.37%	11/30/07
Class B ³	12.31%	3.91%	N/A	-0.45%	8.31%	2.97%	N/A	-1.36%	11/30/07
Class C2 ⁴	12.30%	3.94%	N/A	-0.42%	12.30%	3.94%	N/A	-0.42%	11/30/07
TRP Blue Chip Growth 529									
Class A ²	17.25%	4.00%	3.22%	7.87%	11.10%	2.14%	2.11%	7.18%	9/30/02
Class B ³	16.33%	3.26%	2.43%	4.97%	12.33%	2.31%	2.25%	4.97%	9/30/03
Class C2 ⁴	16.33%	3.26%	2.41%	6.98%	16.33%	3.26%	2.41%	6.98%	9/30/02

Average Annual Total Returns as of 3/31/11 (continued)

Investment Options	Without a Sales Charge				With a Sales Charge				Inception Date
	1 Year	3 Year	5 Year	ITD	1 Year	3 Year	5 Year	ITD	
TRP Equity Income 529									
Class A ²	13.52%	1.55%	2.08%	6.84%	7.56%	-0.26%	0.98%	6.11%	4/30/03
Class B ³	12.68%	0.81%	1.27%	5.15%	8.68%	-0.18%	1.08%	5.15%	9/30/03
Class C2 ⁴	12.64%	0.79%	1.26%	5.92%	12.64%	0.79%	1.26%	5.92%	4/30/03
American Mutual 529									
Class A ²	13.25%	2.94%	2.88%	6.38%	7.31%	1.11%	1.78%	5.66%	4/30/03
Class B ³	12.43%	2.18%	2.07%	4.79%	8.43%	1.21%	1.88%	4.79%	9/30/03
Class C2 ⁴	12.41%	2.18%	2.07%	5.53%	12.41%	2.18%	2.07%	5.53%	4/30/03

Average Annual Total Returns as of 3/31/11

Investment Option	1 Year	3 Year	5 Year	ITD	Total Return		Inception Date
					7 Day Simple Yield†	7 Day Compound Yield†	
JH Money Market Portfolio							
	0.00%	0.48%	1.88%	1.93%	0.00%	0.00%	9/30/04

The performance data presented represents past performance. Past performance is not a guarantee of future results and current performance may be lower or higher than the performance quoted. Investment returns in John Hancock Freedom 529 portfolios and the value of an investor's units will fluctuate and may be worth more or less than original cost when redeemed.

¹ Performance with a sales charge reflects a 3.5% maximum sales charge for units purchased prior to June 3, 2002.

² Performance with a sales charge reflects a 5.25% maximum sales charge for units purchased on or after June 3, 2002 unless grandfather rules on page 31 apply.

³ All Class B portfolios carry a six-year Contingent Deferred Sales Charge or CDSC (maximum of 5%, declining over six years). Class B returns With a Sales Charge reflect the applicable sales charge for the period shown. Class B units of each portfolio are charged an annual program management fee of 0.35%, an annual Trust fee of 0.05% and an annual distribution and service fee of 0.25%. Class B units carry a six-year CDSC of 5%, 4%, 4%, 3%, 2%, 1%, 0%, so that withdrawals made within six years of the contribution will be charged as follows: withdrawals made in year 1 will be assessed a 5% charge, in years 2 and 3, a 4% charge, in year 4 a 3% charge, in year 5 a 2% charge and in year 6 a 1% charge. B shares will automatically convert to A shares on the 15th day (or following business day) of the first month in the seventh year.

⁴ Class C2 units do not have a sales charge. For Accounts established on or after October 1, 2002, Class C units are referred to as Class C2. Class C2 has an inception date of 9/30/02. Returns for Class C2 units reflect an annual program management fee of 0.35%, an annual Trust fee of 0.05% and an annual distribution and service fee of 0.25%.

†The Trustee has authorized the Program Manager to waive all or a portion of the annual program management fee for the JH Money Market Portfolio to the extent necessary to maintain the net yield of the JH Money Market Portfolio at 0.0% or above. The fee waiver has the effect of increasing the portfolio's net yield. Without this waiver, the yield on the portfolio could be lower.

Performance figures reflect the deduction of program fees, underlying investment management fees and other expenses of the underlying mutual funds in which the portfolio invests. Performance does not reflect the annual account maintenance fee of \$25 which if reflected, performance would be lower.

The performance of the enrollment-based Investment Options reflects changes in asset allocations over time relating to the targeted college enrollment date of Beneficiaries for which the particular Investment Option is designed. Assets are automatically moved to the College Portfolio in the second quarter of the third year in the title of the Investment Option, and may not remain invested in the referenced Investment Option for a portion of the period reported.

V. Fees and Expenses

There are various types of Fees and expenses associated with the Plan:

- sales charges;
- annual asset-based fees and expenses, including the annual program management fee, the annual distribution and service fee, the Trust fee and the underlying mutual fund expenses; and
- an annual Account maintenance fee.

The Fees differ based on the share class you select and may be deducted from an Investment Option's assets, charged directly to Accounts or paid directly by the Account Holder.

The Trustee has sole discretion to establish, change or waive Fees, and the Trustee reserves the right to modify Fees and implement Fees currently waived at any time. In the future, Fees could be higher or lower than those discussed below.

Choosing a Class of Units

Interests in the Plan are referred to as units. There are three classes of units, Class A, Class B and Class C2 ("classes"), available to new investors for each of the Investment Options. Each class has a different cost structure determined by the sales charge and the annual distribution and service fee. (The annual program management fee is the same for all classes of units.) The different classes allow you to select the cost structure that best suits your needs. There are different underlying mutual fund expenses associated with each Investment Option, although these underlying mutual fund expenses are the same for Class A, Class B and Class C2 within a particular Investment Option. Estimated expenses for each class, including the class-specific sales charge and the annual distribution and service fee, as well as the annual program management fee and the annual Trust fee are provided in the "Summary of Fees/Expenses" tables that begin on page 36.

Generally, the class of units you choose will be determined by the amount you invest as well as the length of time between your investment and the Beneficiary's expected use of the Account. Exchanges between classes are not permitted. You should work with your financial consultant to determine the

class of units appropriate for you. The cost structure for each class of units currently available to new investors is:

Class A

- Initial sales charge of up to 5.25%
- Annual program management fee of 0.35%
- Annual distribution and service fee of 0.25%
- Annual Trust fee of 0.05%

Class B

- No initial sales charge; all your money goes to work for you right away
- Annual program management fee of 0.35%
- Annual distribution and service fee of 1.00%
- Annual Trust fee of 0.05%
- A Contingent Deferred Sales Charge of up to 5.0% for assets redeemed within the first six years
- Automatically converts to Class A units in year seven, thus reducing the annual distribution and service fee to 0.25%

There is a \$100,000 limit per Account Holder for investments in Class B units. This maximum will be applied across all Accounts with the same Account Holder and shall be based upon the contribution amount as well as the aggregate Account balance(s) for individual Account Holders. Breakpoint pricing and Rights of Accumulation offered by Class A units may be more appropriate for Account Holders with larger aggregate Account balances. Your financial consultant can provide you with additional information.

Class C2

- No initial sales charge; all your money goes to work for you right away
- Annual program management fee of 0.35%
- Annual distribution and service fee of 1.00%
- Annual Trust fee of 0.05%
- No Contingent Deferred Sales Charge
- No automatic conversion to Class A units, so annual expenses continue at the Class C2 level throughout the life of the investment

Note: The JH Money Market Portfolio has no separate classes, an annual program management fee of 0.30%, no annual distribution and service fee and no Trust fee.

Sales Charges

The sales charges applicable to each class of units, which are paid by the Account Holder, are summarized as follows:

	Class A	Class B*	Class C2
Initial Sales Charge	Up to 5.25%	None	None
Contingent Deferred Sales Charge	None	5% declining to 0 after six years**	None

* Class B units automatically convert to Class A units on the 15th day (or following business day) of the first month in the seventh year, and the annual distribution and service fee is then reduced to 0.25%.

** Distributions taken within six years of each contribution will typically pay a CDSC based on a declining scale as described on page 32.

Initial Sales Charge

Each contribution into Class A units is charged a maximum front-end sales charge of up to 5.25% (unless a reduced sales charge applies as a result of Rights of Accumulation).

For Accounts established prior to June 3, 2002, contributions will generally be subject to the original 3.5% sales charge unless a material change is made on or after June 3, 2002 to an existing Account, and then the current 5.25% sales charge will apply.

Examples of material changes are:

- changing the Account Holder (except change of Account Holder due to death or declaration of legal incompetence of the original Account Holder);
- changing the Beneficiary accompanied by a change in investment strategy;
- changing the investment strategy by directing new contributions or reallocating existing portfolios to new or different portfolios.

Reducing or Eliminating Your Initial Sales Charge

Breakpoints and Rights of Accumulation (ROA)

Breakpoint pricing is available when investing in Class A units, providing a reduced sales charge on contributions at defined asset levels. As the amount of

a specific contribution increases, the initial sales charge decreases as follows:

Asset Range	Sales Charge
\$0 – \$49,999	5.25%
\$50,000 – \$99,999	4.50%
\$100,000 – \$249,999	3.50%
\$250,000 – \$499,999	2.50%
\$500,000 – \$999,999	2.00%
\$1,000,000 +	0.00%

The breakpoints schedule is the same for Enrollment-Based, Static, Lifestyle and Individual Portfolios. Breakpoints are not available for contributions to the JH Money Market Portfolio because it is offered without a sales charge. Similarly, assets in the JH Money Market Portfolio will not be counted toward ROA unless you have already paid a sales charge on those assets. Breakpoints will only be offered to Account Holders investing in Class A units.

With ROA, an Account Holder's existing John Hancock Freedom 529 assets (across all classes of units), except JH Money Market Portfolio assets that have not paid a sales charge are pooled with the current contribution amount to reach the next breakpoint, potentially reducing the initial sales charge on the current contribution.

Excluding assets in the JH Money Market Portfolio that have not paid a sales charge, ROA will be based on the higher of (a) contribution amounts less distributions or (b) total market value at the time of contribution. Aggregating assets may enable the Account Holder to obtain a reduced initial sales charge on subsequent investments.

All eligible contributions across all John Hancock Freedom 529 Accounts for the same Account Holder will automatically be taken into consideration for ROA by aggregating Accounts by the Account Holder's Social Security or taxpayer identification number.

Certain other Accounts or contributions may be aggregated for purposes of ROA. The following are not automatically considered for ROA but may be upon specific request:

- any Accounts where the Account Holder is the Custodian;
- any Accounts where the Account Holder's spouse or child is the Account Holder;
- any contributions made by a non-Account Holder to your Account(s);
- all Accounts with the same Custodian.

Statement of Intention

A Statement of Intention (the "Statement") allows you to combine contributions that you intend to make over a 13-month time frame to determine and potentially reduce the applicable initial sales charge. A minimum total investment of \$50,000, over the 13 months, is required. The 13-month period will begin on the date the Statement is received in good order, and at your request, contributions made within the prior 90 days may also be included toward the intended total contribution amount. However, contributions to the JH Money Market Portfolio will be excluded unless a sales charge has already been paid on those contributions.

All contributions will be invested according to your instructions. However, units in your Accounts representing 5% of the total amount reflected in the Statement must be held in escrow. This begins with the initial contribution and any subsequent contributions, if necessary, to maintain 5%.

The escrow amount is to ensure that any additional initial sales charges are paid. Once units having a value of 5% of the total amount reflected in the Statement are held in escrow, additional contributions made during the 13-month period will be invested without restriction.

If, at the end of the 13 months, the amount of the Statement is not invested, you will be responsible for the difference between the initial sales charge that was actually paid and the initial sales charge that would otherwise have been due had no Statement been in effect.

Once the full amount of the Statement has been invested (either at or prior to the end of the 13-month period), any escrowed amounts will be released. Escrowed unit balances are adjusted weekly. If the escrow amount does not cover all initial sales charges due as a result of failing to fulfill the Statement, you will be responsible for the balance.

Contingent Deferred Sales Charge

There is no initial sales charge in connection with Class B units, but a Contingent Deferred Sales Charge ("CDSC") will apply to distributions taken within six years of each contribution as follows:

Year of Withdrawal	CDSC Assessed
Year 1	5%
Year 2	4%
Year 3	4%
Year 4	3%
Year 5	2%
Year 6	1%
Year 7 and beyond	0%

For each distribution, the CDSC is calculated based on the lesser of the Account value or contribution amount attributable to that distribution. In the instance of a partial distribution, the CDSC is calculated based on the lesser of the amount of the distribution or the contribution amounts attributable to those units being distributed. The CDSC is not charged on earnings. The CDSC will automatically be deducted from the gross proceeds of the distribution.

All distributions are processed on a first-in, first-out basis. John Hancock Freedom 529 will track each contribution separately for purposes of assessing the CDSC.

The CDSC is waived if the Beneficiary dies, becomes disabled, receives a scholarship, or enrolls in a U.S. military academy, as long as you provide the appropriate documentation to the Plan.

The CDSC will not be waived for distributions used for Qualified Higher Education Expenses if such distributions are made within six years of the date of contribution. Therefore, if you have a Beneficiary age 13 or older, contributions in Class B units may not be appropriate for you.

If you take a distribution from Class B and decide to reinvest the proceeds within 60 days of the distribution date, you may be permitted to contribute the net amount of the distribution into the corresponding Class A Investment Option with a waiver of the initial sales charge. For additional information, please speak with your financial consultant.

Class C and Class C2

Accounts established prior to October 1, 2002, are referred to as Class C. (Class C is no longer available for new Accounts.) Class C and Class C2 units are not charged an initial sales charge or assessed a CDSC.

JH Money Market Portfolio

Contributions into the JH Money Market Portfolio will not be charged an initial sales charge or assessed a CDSC.

Annual Program Management Fee

All Investment Options are subject to an annual program management fee for management of the Plan. The annual program management fee is 0.35% for all Investment Options except the JH Money Market Portfolio, which is 0.30%. * The annual program management fee is paid out of the assets of each Investment Option on an ongoing basis and is reflected in the NAV of the Investment Option.

*The Trustee has authorized the Program Manager to waive all or a portion of the annual program management fee for the JH Money Market Portfolio, to the extent necessary to maintain the net yield of JH Money Market Portfolio at 0.0% or above.

Annual Distribution and Service Fee

All Investment Options, except the JH Money Market Portfolio, are also subject to an annual distribution and service fee for administration of the Plan. The annual distribution and service fee, like the sales charge, depends on the class of units you choose and is generally higher for Class B, Class C and Class C2 units than it is for Class A units, as reflected in the chart that follows. Although Class B and Class C2 units are assessed the same distribution fee, because Class B units convert to Class A units in the 7th year, Class C2 units may cost you more over time than Class B units. The annual distribution and service fee is paid out of the assets of each Investment Option, which is subject to the fee on an ongoing monthly basis and is reflected in the NAV of the Investment Option. Payment begins immediately for Classes A and B. For Classes C2 and C, payment begins in the 13th month after each contribution to the Plan.

Summary of annual distribution and service fee:

Class	Annual Distribution and Service Fee
A	0.25%
B	1.00% ⁺⁺
C ⁺	0.50%
C2	1.00%
JH Money Market Portfolio	0.00%

⁺Closed to new Accounts as of October 1, 2002.

⁺⁺ Reduced to 0.25% in the 7th year when Class B units convert to Class A units.

Note: For Accounts established prior to October 1, 2002, Class C units of each Investment Option will be charged an annual distribution and service fee of 0.50% unless one of the following events listed below occurs, in which case the Account converts to Class C2 units and the annual distribution and service fee will be 1.00%:

- directing new contributions to a new Investment Option
- transferring existing balances to any Individual Portfolio or to any Investment Option introduced to the Plan after March 10, 2003
- changing the Account Holder (except for a change of Account Holder due to the death or declaration of legal incompetence of the original Account Holder)

Effective October 1, 2003, all Individual Portfolios are only available in Class C2 units.

Trust Fee

All Investment Options, except the JH Money Market Portfolio, are also subject to an annual Trust fee of 0.05% that is paid to an administrative account of the Education Trust of Alaska to be used for administrative and other purposes of the College Savings Program.

Underlying Fund Expenses

Each John Hancock Freedom 529 Investment Option will indirectly bear its pro rata share of the fees and expenses of the underlying mutual funds in which it

invests. The expenses of the underlying mutual funds are reflected in the NAVs of the underlying mutual funds and also reflected in the NAV of each Investment Option.

For information on the estimated expenses for the funds which underlie each Investment Option please refer to the column titled “Estimated Underlying Fund Expenses” in the “Summary of Fees/Expenses” tables, presented by share class, that begin on page 36.

For information on the total expense ratios of the specific mutual funds that underlie each Investment Option as of each fund’s most recent published fiscal year, please refer to the **Appendix: Underlying Mutual Funds**. Detailed information on the underlying funds, including fees, expenses and fund performance, is available in each fund’s prospectus, which is available by calling a John Hancock Freedom 529 Customer Service Representative at 1-866-222-7498 or by contacting your financial consultant.

Total expenses for each Investment Option are available quarterly and may be obtained by calling 1-866-222-7498.

Annual Account Maintenance Fee

The annual Account maintenance fee is \$25. The fee is waived if, as of the date the fee is assessed, an Account Holder:

- maintains one or more Accounts with the same Beneficiary with an aggregated market value of \$25,000 or more;
- maintains multiple Accounts (without regard to Beneficiary), with an aggregated market value of \$75,000 or more;
- invests through Automatic Purchase; or
- invests in John Hancock Freedom 529 with Payroll Deduction.

If you are the Account Holder (or Custodian) for multiple Accounts with the same Beneficiary, only one annual Account maintenance fee will be charged and prorated across the Accounts. If you invest in at least

one Account through Automatic Purchase, the fee will be waived for that Account and for other Accounts with the same Account Holder/Beneficiary relationship.

The annual Account maintenance fee is typically assessed in November of each year. However, if you open an Account on or after October 1st, you will not be assessed the annual Account maintenance fee for that year.

The annual Account maintenance fee will be deducted from Account assets unless paid in advance.

John Hancock Freedom 529 with Payroll Deduction

If your Account was established through payroll deduction and if you terminate employment or change the Account Holder to a non-employee, your Account will be transferred to non-employee Account status and may be subject to the \$25 annual Account maintenance fee.

Other Fees

John Hancock Freedom 529 does not assess any additional fees such as an application fee, cancellation fee, change in Beneficiary fee, change in Investment Options fee or other service-based fees. The Trustee reserves the right to charge such fees as it determines to be reasonable.

Initial Sales Charge/Fee Waivers

Employees of Manulife Financial (including John Hancock companies) and certain defined family members, and retired employees who are domiciled in the United States shall be eligible to invest in Class A with a waiver of the initial sales charge, a waiver of the annual Account maintenance fee and a lower initial investment minimum of \$50 per Investment Option.

In addition, the following groups shall be eligible to invest in Class A with a waiver of the initial sales charge. All other Fees and investment minimums remain unchanged.

- Members of the Boards of Trustees of the John Hancock affiliated mutual funds and eligible family members;
- Registered representatives and other employees of broker-dealers with whom John Hancock Distributors LLC has entered into a Selling Agreement and certain defined family members;
- Employees of investment management firms whose mutual funds underlie the John Hancock Freedom 529 Investment Options;
- Account Holders who contribute to an Account utilizing the services of registered investment advisors or fee-based advisors who charge a flat percentage fee for their services;
- Employees of certain companies (based on the companies' total number of employees or average 401(k) plan account balances with any provider) or employees of companies that sponsor a 401(k) program offered by a Manulife Financial or John Hancock company; and,
- Participants of membership organizations or affinity groups (for example, alumni, professional, or civic associations, etc.).

For purposes of the fee waiver, "family member" shall be defined as the employee's parents, stepparents, spouse, domestic partner, in-laws, siblings, children, and stepchildren.

Summary of Fees/Expenses

Fees and expenses vary based on the class of units chosen and the amount invested. A summary of Fees, inclusive of Plan Fees and underlying fund expenses payable by class and assessed to each Account, is provided on the following charts.

Class A Cost Structure							
Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee		Maximum Initial Sales Charge ³	Annual Account Maintenance Fee ⁴
Portfolio 2029–2032	0.78%	0.35%	0.05%	0.25%	1.43%	5.25%	\$25
Portfolio 2025–2028	0.78%	0.35%	0.05%	0.25%	1.43%	5.25%	\$25
Portfolio 2021–2024	0.77%	0.35%	0.05%	0.25%	1.42%	5.25%	\$25
Portfolio 2017–2020	0.76%	0.35%	0.05%	0.25%	1.41%	5.25%	\$25
Portfolio 2013–2016	0.72%	0.35%	0.05%	0.25%	1.37%	5.25%	\$25
College Portfolio	0.63%	0.35%	0.05%	0.25%	1.28%	5.25%	\$25
Short-Term Bond Portfolio	0.55%	0.35%	0.05%	0.25%	1.20%	5.25%	\$25
Fixed Income Portfolio ⁺	0.71%	0.35%	0.05%	0.25%	1.36%	5.25%	\$25
Equity Portfolio	0.78%	0.35%	0.05%	0.25%	1.43%	5.25%	\$25
Future Trends Portfolio	0.91%	0.35%	0.05%	0.25%	1.56%	5.25%	\$25
Lifestyle Growth 529	0.90%	0.35%	0.05%	0.25%	1.55%	5.25%	\$25
Lifestyle Balanced 529	0.88%	0.35%	0.05%	0.25%	1.53%	5.25%	\$25
Lifestyle Moderate 529	0.83%	0.35%	0.05%	0.25%	1.48%	5.25%	\$25
TRP New Horizons 529	0.81%	0.35%	0.05%	0.25%	1.46%	5.25%	\$25
TRP Blue Chip Growth 529	0.77%	0.35%	0.05%	0.25%	1.42%	5.25%	\$25
TRP Mid-Cap Value 529	0.81%	0.35%	0.05%	0.25%	1.46%	5.25%	\$25
Templeton International Value 529	0.90%	0.35%	0.05%	0.25%	1.55%	5.25%	\$25
TRP Equity Income 529	0.68%	0.35%	0.05%	0.25%	1.33%	5.25%	\$25
TRP Small-Cap Stock 529	0.92%	0.35%	0.05%	0.25%	1.57%	5.25%	\$25
Jennison Capital Appreciation 529	0.74%	0.35%	0.05%	0.25%	1.39%	5.25%	\$25
American Mutual 529	0.67%	0.35%	0.05%	0.25%	1.32%	5.25%	\$25

¹ Estimated Underlying Fund Expenses reflect a weighted average of the underlying mutual fund expenses using the target allocations of the underlying mutual funds effective 5/1/11 and the actual expense ratios of the underlying funds as of each fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, the Annual Program Management Fee, the Annual Trust Fee, and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost of a \$10,000 Investment. Future annual asset-based fees may be higher or lower than those reflected.

³ Class A units will be subject to an initial sales charge of 5.25% unless the Account was established prior to June 3, 2002, and no material changes have been made to the Account. Certain contributions may be eligible for breakpoint pricing, thereby reducing the sales charge (see page 31, Breakpoints and Rights of Accumulation and Statement of Intention) or a sales charge waiver as described on page 35 under Initial Sales Charge/Fee Waivers.

⁴ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing systematically, or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

+ The Program Manager has voluntarily capped the Total Annual Asset-Based Fee for the Fixed Income Portfolio Class A at 1.34%. This cap may be withdrawn or amended at any time.

Class B Cost Structure

Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee		Maximum Deferred Sales Charge ³	Annual Account Maintenance Fee ⁴
Portfolio 2029–2032	0.78%	0.35%	0.05%	1.00%	2.18%	5.00%	\$25
Portfolio 2025–2028	0.78%	0.35%	0.05%	1.00%	2.18%	5.00%	\$25
Portfolio 2021–2024	0.77%	0.35%	0.05%	1.00%	2.17%	5.00%	\$25
Portfolio 2017–2020	0.76%	0.35%	0.05%	1.00%	2.16%	5.00%	\$25
Portfolio 2013–2016	0.72%	0.35%	0.05%	1.00%	2.12%	5.00%	\$25
College Portfolio	0.63%	0.35%	0.05%	1.00%	2.03%	5.00%	\$25
Short-Term Bond Portfolio	0.55%	0.35%	0.05%	1.00%	1.95%	5.00%	\$25
Fixed Income Portfolio+	0.71%	0.35%	0.05%	1.00%	2.11%	5.00%	\$25
Equity Portfolio	0.78%	0.35%	0.05%	1.00%	2.18%	5.00%	\$25
Future Trends Portfolio	0.91%	0.35%	0.05%	1.00%	2.31%	5.00%	\$25
Lifestyle Growth 529	0.90%	0.35%	0.05%	1.00%	2.30%	5.00%	\$25
Lifestyle Balanced 529	0.88%	0.35%	0.05%	1.00%	2.28%	5.00%	\$25
Lifestyle Moderate 529	0.83%	0.35%	0.05%	1.00%	2.23%	5.00%	\$25
TRP New Horizons 529	0.81%	0.35%	0.05%	1.00%	2.21%	5.00%	\$25
TRP Blue Chip Growth 529	0.77%	0.35%	0.05%	1.00%	2.17%	5.00%	\$25
TRP Mid-Cap Value 529	0.81%	0.35%	0.05%	1.00%	2.21%	5.00%	\$25
Templeton International Value 529	0.90%	0.35%	0.05%	1.00%	2.30%	5.00%	\$25
TRP Equity Income 529	0.68%	0.35%	0.05%	1.00%	2.08%	5.00%	\$25
TRP Small-Cap Stock 529	0.92%	0.35%	0.05%	1.00%	2.32%	5.00%	\$25
Jennison Capital Appreciation 529	0.74%	0.35%	0.05%	1.00%	2.14%	5.00%	\$25
American Mutual 529	0.67%	0.35%	0.05%	1.00%	2.07%	5.00%	\$25

¹ Estimated Underlying Fund Expenses reflect a weighted average of the underlying mutual fund expenses using the target allocations of the underlying mutual funds effective 5/1/11 and the actual expense ratios of the underlying funds as of each fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, the Annual Program Management Fee, the Annual Trust Fee and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost of a \$10,000 Investment. Future annual asset-based fees may be higher or lower than those reflected.

³ Class B units will be subject to a six-year declining Contingent Deferred Sales Charge (CDSC): 5%, 4%, 4%, 3%, 2%, 1%, 0%. Class B units will automatically convert to Class A units on the 15th day (or following business day) of the first month in the seventh year, and the Annual Distribution and Service Fee will be reduced to 0.25%. The CDSC will be waived if the

Beneficiary dies, becomes disabled, receives a scholarship or enrolls in a U.S. military academy, provided the appropriate documentation is submitted. The CDSC will not be waived for distributions used for Qualified Higher Education Expenses if such distributions are made within six years of the date of contribution. All distributions are processed on a first-in, first-out basis. In the instance of a distribution of the entire Account value, the CDSC is calculated based on the lesser of the Account value or contribution amount. In the instance of a distribution amount less than the entire Account value, the CDSC is calculated based on the lesser of the distribution amount or the contribution amounts attributable to those units being distributed. In either instance, the CDSC is not charged on earnings.

⁴ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing systematically or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

+ The Program Manager has voluntarily capped the Total Annual Asset-Based Fee for the Fixed Income Portfolio Class B at 2.09%. This cap may be withdrawn or amended at any time.

Class C2 Cost Structure

Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee (commences in Year 2)		Maximum Sales Charge	Annual Account Maintenance Fee ³
Portfolio 2029–2032	0.78%	0.35%	0.05%	1.00%	2.18%	0.00%	\$25
Portfolio 2025–2028	0.78%	0.35%	0.05%	1.00%	2.18%	0.00%	\$25
Portfolio 2021–2024	0.77%	0.35%	0.05%	1.00%	2.17%	0.00%	\$25
Portfolio 2017–2020	0.76%	0.35%	0.05%	1.00%	2.16%	0.00%	\$25
Portfolio 2013–2016	0.72%	0.35%	0.05%	1.00%	2.12%	0.00%	\$25
College Portfolio	0.63%	0.35%	0.05%	1.00%	2.03%	0.00%	\$25
Short-Term Bond Portfolio	0.55%	0.35%	0.05%	1.00%	1.95%	0.00%	\$25
Fixed Income Portfolio+	0.71%	0.35%	0.05%	1.00%	2.11%	0.00%	\$25
Equity Portfolio	0.78%	0.35%	0.05%	1.00%	2.18%	0.00%	\$25
Future Trends Portfolio	0.91%	0.35%	0.05%	1.00%	2.31%	0.00%	\$25
Lifestyle Growth 529	0.90%	0.35%	0.05%	1.00%	2.30%	0.00%	\$25
Lifestyle Balanced 529	0.88%	0.35%	0.05%	1.00%	2.28%	0.00%	\$25
Lifestyle Moderate 529	0.83%	0.35%	0.05%	1.00%	2.23%	0.00%	\$25
TRP New Horizons 529	0.81%	0.35%	0.05%	1.00%	2.21%	0.00%	\$25
TRP Blue Chip Growth 529	0.77%	0.35%	0.05%	1.00%	2.17%	0.00%	\$25
TRP Mid-Cap Value 529	0.81%	0.35%	0.05%	1.00%	2.21%	0.00%	\$25
Templeton International Value 529	0.90%	0.35%	0.05%	1.00%	2.30%	0.00%	\$25
TRP Equity Income 529	0.68%	0.35%	0.05%	1.00%	2.08%	0.00%	\$25
TRP Small-Cap Stock 529	0.92%	0.35%	0.05%	1.00%	2.32%	0.00%	\$25
Jennison Capital Appreciation 529	0.74%	0.35%	0.05%	1.00%	2.14%	0.00%	\$25
American Mutual 529	0.67%	0.35%	0.05%	1.00%	2.07%	0.00%	\$25

¹ Estimated Underlying Fund Expenses reflect a weighted average of the underlying mutual fund expenses using the target allocations of the underlying mutual funds effective 5/1/11 and the actual expense ratios of the underlying funds as of each fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, the Annual Program Management Fee, the Annual Trust Fee, and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost of a \$10,000 Investment. Future annual asset-based fees may be higher or lower than those reflected.

³ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing

systematically, or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

+ The Program Manager has voluntarily capped the Total Annual Asset-Based Fee for the Fixed Income Portfolio Class C2 at 2.09%. This cap may be withdrawn or amended at any time.

Class C Cost Structure*

Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee (commences in Year 2)		Maximum Sales Charge	Annual Account Maintenance Fee ³
Portfolio 2017–2020	0.76%	0.35%	0.05%	0.50%	1.66%	0.00%	\$25
Portfolio 2013–2016	0.72%	0.35%	0.05%	0.50%	1.62%	0.00%	\$25
College Portfolio	0.63%	0.35%	0.05%	0.50%	1.53%	0.00%	\$25
Short-Term Bond Portfolio	0.55%	0.35%	0.05%	0.50%	1.45%	0.00%	\$25
Fixed Income Portfolio+	0.71%	0.35%	0.05%	0.50%	1.61%	0.00%	\$25
Equity Portfolio	0.78%	0.35%	0.05%	0.50%	1.68%	0.00%	\$25
Future Trends Portfolio	0.91%	0.35%	0.05%	0.50%	1.81%	0.00%	\$25

* **Class C is only available in a limited number of Investment Options and was closed to new Accounts as of October 1, 2002. Contributions to Accounts established in Class C prior to October 1, 2002 will be subject to the original annual distribution and service fee unless a material change is made to the Account as described on page 33.**

¹ Estimated Underlying Fund Expenses reflect a weighted average of the underlying mutual fund expenses using the target allocations of the underlying mutual funds effective 5/1/11 and the actual expense ratios of the underlying funds as of each fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, the Annual Program Management Fee, the Annual Trust Fee and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost

of a \$10,000 Investment. Future annual asset-based fees may be higher or lower than those reflected.

³ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing systematically, or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

+ **The Program Manager has voluntarily capped the Total Annual Asset-Based Fee for the Fixed Income Portfolio Class C at 1.59%. This cap may be withdrawn or amended at any time.**

JH Money Market Portfolio Cost Structure (not offered in multiple classes)

Investment Options	Annual Asset-Based Fees				Total Annual Asset-Based Fees ²	Additional Investor Expenses	
	Estimated Underlying Fund Expenses ¹	Program Management Fee	Trust Fee	Distribution and Service Fee		Maximum Sales Charge	Annual Account Maintenance Fee ³
JH Money Market Portfolio	0.37%	0.30%	0.00%	0.00%	0.92%	0.00%	\$25

¹ Estimated Underlying Fund Expenses reflect a weighted average of the underlying mutual fund expenses using the target allocations of the underlying mutual funds effective 5/1/11 and the actual expense ratios of the underlying funds as of each fund's most recent published fiscal year end. Future underlying fund and/or Investment Option expenses may be higher or lower than those reflected.

² The Total Annual Asset-Based Fees is the sum of the Annual Estimated Underlying Fund Expenses, the Annual Program Management Fee, and if applicable, the Annual Trust Fee, and the Annual Distribution and Service Fee. The Total Annual Asset-Based Fee is assessed over the course of the year and does not include sales charges or the Annual Account Maintenance Fee. For an illustration of the total investment cost of a \$10,000 investment over 1-, 3-, 5-, and 10-year periods, please refer to the chart that begins on page 41 titled Hypothetical Cost of a \$10,000 Investment. Future annual asset-based fees may be higher or lower than those reflected.

³ The maximum Annual Account Maintenance Fee is \$25. As described on page 34, for Account Holders investing through their employer, investing systematically or who maintain certain Account balances, the Annual Account Maintenance Fee may be reduced or waived.

Note: The Trustee has authorized the Program Manager to waive all or a portion of the annual program management fee for the JH Money Market Portfolio, to the extent necessary to maintain the net yield of the JH Money Market Portfolio at 0.0% or above.

Hypothetical Cost of a \$10,000 Investment

The following table compares the approximate cost of investing in the various classes of units offered by John Hancock Freedom 529 over different periods of time. Your actual cost may be higher or lower. The table is based on the following assumptions:

- A \$10,000 investment for the time periods shown.
- A 5% annually compounded rate of return on the net amount invested throughout the period.
- The imposition of the maximum initial sales charge (without regard to possible breakpoints in Class A units) and any CDSC applicable to units invested for the applicable periods in Class B units.
- All units are redeemed at the end of the period shown for Qualified Higher Education Expenses, and therefore the table does not consider the impact, if any, of federal or state taxes.

Cost Structure	One Year					Three Years				
	A	B ¹	B ²	C ²	C ³	A	B ¹	B ²	C ²	C ³
Investment Options										
Portfolio 2029–2032	688	746	246	246	N/A	1,029	1,157	757	757	N/A
Portfolio 2025–2028	688	746	246	246	N/A	1,029	1,157	757	757	N/A
Portfolio 2021–2024	687	745	245	245	N/A	1,026	1,153	753	753	N/A
Portfolio 2017–2020	686	744	244	244	194	1,021	1,149	749	749	597
Portfolio 2013–2016	682	740	240	240	190	1,010	1,138	738	738	585
College Portfolio	674	731	231	231	181	985	1,111	711	711	558
Short-Term Bond Portfolio	666	723	223	223	173	960	1,086	686	686	533
Fixed Income Portfolio	679	737	237	237	187	1,001	1,128	728	728	576
Equity Portfolio	688	746	246	246	196	1,028	1,156	756	756	604
Future Trends Portfolio	700	759	259	259	208	1,064	1,193	793	793	642
Lifestyle Growth Portfolio	699	758	258	258	N/A	1,063	1,192	792	792	N/A
Lifestyle Balanced Portfolio	697	756	256	256	N/A	1,057	1,186	786	786	N/A
Lifestyle Moderate Portfolio	693	751	251	251	N/A	1,042	1,171	771	771	N/A
TRP New Horizons 529	691	749	249	249	N/A	1,036	1,164	764	764	N/A
TRP Blue Chip Growth 529	687	745	245	245	N/A	1,025	1,152	752	752	N/A
TRP Mid-Cap Value 529	691	749	249	249	N/A	1,036	1,164	764	764	N/A
Templeton Int'l Value 529	699	758	258	258	N/A	1,063	1,192	792	792	N/A
TRP Equity Income 529	678	736	236	236	N/A	998	1,125	725	725	N/A
TRP Small-Cap Stock 529	701	760	260	260	N/A	1,068	1,198	798	798	N/A
Jennison Capital Appreciation 529	684	742	242	242	N/A	1,016	1,143	743	743	N/A
American Mutual 529	677	735	235	235	N/A	995	1,122	722	722	N/A

¹ Assumes redemption at the end of the period.

² Assumes no redemption at the end of the period.

³ Class C is only available in a limited number of Investment Options and was closed to new Accounts as of October 1, 2002. Contributions to Accounts established in Class C prior to October 1, 2002 will be subject to the original annual distribution and service fee unless a material change is made to the Account as described on page 33.

- Total Annual Asset-Based Fees for each Investment Option are the same as those shown in the previous Summary of Fees/Expenses tables except for the Fixed Income Portfolio, which assumes the capped Total Annual Asset-Based Fees applicable to each class of units (as described in the footnotes to the Summary of Fees/Expenses tables).
- Expenses for each Investment Option include the entire annual Account maintenance fee of \$25.
- In the case of the 10-year investment period, the annual costs shown for the Class B assume the units are converted to Class A in the first month of the seventh year.

Cost Structure	One Year	Three Years	Five Years	Ten Years
JH Money Market Portfolio	119	368	632	1,369

Five Years					Ten Years				
A	B ¹	B ²	C ²	C ³	A	B ¹	B ²	C ²	C ³
1,389	1,491	1,291	1,291	N/A	2,384	2,382	2,382	2,740	N/A
1,389	1,491	1,291	1,291	N/A	2,384	2,382	2,382	2,740	N/A
1,384	1,486	1,286	1,286	N/A	2,373	2,372	2,372	2,730	N/A
1,376	1,478	1,278	1,278	1,022	2,357	2,356	2,356	2,714	2,193
1,358	1,459	1,259	1,259	1,003	2,319	2,317	2,317	2,677	2,153
1,314	1,415	1,215	1,215	957	2,227	2,224	2,224	2,587	2,058
1,272	1,372	1,172	1,172	913	2,138	2,134	2,134	2,501	1,967
1,342	1,443	1,243	1,243	986	2,286	2,284	2,284	2,645	2,119
1,388	1,490	1,290	1,290	1,034	2,383	2,381	2,381	2,739	2,219
1,449	1,552	1,352	1,352	1,098	2,510	2,510	2,510	2,863	2,350
1,446	1,549	1,349	1,349	N/A	2,504	2,504	2,504	2,857	N/A
1,436	1,539	1,339	1,339	N/A	2,484	2,483	2,483	2,837	N/A
1,412	1,514	1,314	1,314	N/A	2,432	2,431	2,431	2,787	N/A
1,402	1,504	1,304	1,304	N/A	2,411	2,410	2,410	2,767	N/A
1,382	1,484	1,284	1,284	N/A	2,370	2,368	2,368	2,726	N/A
1,402	1,504	1,304	1,304	N/A	2,411	2,410	2,410	2,767	N/A
1,446	1,549	1,349	1,349	N/A	2,504	2,504	2,504	2,857	N/A
1,337	1,438	1,238	1,238	N/A	2,276	2,273	2,273	2,635	N/A
1,456	1,559	1,359	1,359	N/A	2,525	2,524	2,524	2,877	N/A
1,367	1,469	1,269	1,269	N/A	2,338	2,336	2,336	2,696	N/A
1,332	1,433	1,233	1,233	N/A	2,265	2,262	2,262	2,624	N/A

¹ Assumes redemption at the end of the period.

² Assumes no redemption at the end of the period.

³ Class C is only available in a limited number of Investment Options and was closed to new Accounts as of October 1, 2002. Contributions to Accounts established in Class C prior to October 1, 2002 will be subject to the original annual distribution and service fee unless a material change is made to the Account as described on page 33.

Fees Paid by John Hancock Distributors LLC to Broker-Dealers and their Financial Consultants for Distribution

John Hancock Distributors LLC has entered into selling agreements with participating broker-dealers for distribution of the Plan. These participating broker-dealers and their registered sales representatives are compensated by John Hancock Distributors LLC for providing distribution services.

- Generally, and in accordance with the Selling Agreement, where an initial sales charge is paid by you as the Account Holder for Class A units, John Hancock Distributors LLC will pay a portion or all

of that amount received from you to the applicable broker-dealer as distribution compensation.

- Where no initial sales charge is paid (Class B and C and C2 units), John Hancock Distributors LLC will compensate the applicable broker-dealer from its own assets.
- Participating broker-dealers also receive an annual distribution and service fee, which is calculated monthly as a percentage of the Account value. Payment of this fee for Class C and Class C2 units commences in the thirteenth month following the contribution.

	Asset Range	Commission Paid	Distribution & Service Fee
Class A	\$0 – \$49,999	4.50%	0.25%
	\$50,000 – \$99,999	3.75%	0.25%
	\$100,000 – \$249,999	3.00%	0.25%
	\$250,000 – \$499,999	2.00%	0.25%
	\$500,000 – \$999,999	1.75%	0.25%
	\$1,000,000 +	1.00%	0.25%
Class B		4.00%	0.25%
Class C		1.00%	0.50% in year 2
Class C2		1.00%	1.00% in year 2
JH Money Market Portfolio		0.00%	0.00%

In addition, John Hancock Distributors LLC may from time to time, from its own assets, and not from the assets of the Trust or the Plan, make additional cash payments to participating broker-dealers for providing marketing support for the sale of the Plan. These payments are sometimes referred to as “revenue sharing” and assist in the John Hancock Distributors’ efforts to promote the sale of the Plan. John Hancock Distributors determines which firms to support and the extent of the payments it is willing to make. John Hancock Distributors generally chooses to compensate firms that have a strong capability to distribute the Plan and that are willing

to cooperate with John Hancock Distributors’ promotional efforts. John Hancock Distributors does not make an independent assessment of the cost of providing such services.

Revenue sharing payments are made as incentive to certain firms to promote and sell the Plan to their clients. In consideration for revenue sharing, a selling firm may feature the Plan within its system, or give John Hancock Distributors additional access to members of its sales force or management. In addition, a broker-dealer firm may agree to participate in the marketing efforts of John Hancock Distributors by

allowing it to participate in conferences, seminars or other programs attended by the broker-dealer's sales force. Although a broker-dealer may seek revenue sharing payments to offset costs incurred by the broker-dealer in servicing its clients that have invested in the Plan, the broker-dealer may earn a profit on these payments. Revenue sharing payments may provide a broker-dealer with an incentive to favor the Plan.

John Hancock Distributors agrees with the broker-dealer firm on the methods for calculating any additional compensation, which may include the level of sales or assets attributable to the firm. Not all broker-dealer firms receive additional compensation, and the amount of compensation varies. These payments could be significant to a firm.

Sales- and Asset-Based Payments. The revenue sharing payments John Hancock Distributors makes may be calculated based on sales of Plan units ("Sales-Based Payments"). Such payments also may be calculated on the average daily net assets of Plan units attributable to that particular broker-dealer firm ("Asset-Based Payments"). Sales-Based Payments primarily create incentives to make new sales of the Plan and Asset-Based Payments primarily create incentives to retain previously sold Accounts in the Plan. John Hancock Distributors may pay a firm either or both Sales-Based Payments and Asset-Based Payments.

Administrative and Processing Support Payments. John Hancock Distributors also may make payments for certain administrative services to firms that sell the Plan. The types of payments that John Hancock Distributors may make under this category include, among others, payment of networking fees in connection with certain mutual fund/529 trading systems, or one-time payments for ancillary services such as setting up portfolios on a firm's mutual fund/529 trading system.

Other Cash Payments. From time to time, John Hancock Distributors may provide, from its own resources, additional compensation to firms that sell or arrange for the sale of units of the Plan. Such compensation provided by John Hancock Distributors may include financial assistance to firms that enable John Hancock Distributors to participate in and/or present at conferences or seminars, sales or training programs for invited registered representatives and other employees, client entertainment, client and investor events, and other firm-sponsored events, and travel expenses, including lodging incurred by registered representatives and other employees in connection with client prospecting, retention and due diligence trips. Other compensation may be offered to the extent not prohibited by federal or state laws or any self-regulatory agency, such as FINRA. John Hancock Distributors makes payments for entertainment events it deems appropriate, subject to John Hancock Distributors' guidelines and applicable law. These payments may vary depending upon the nature of the event or the relationship.

VI. Maintaining and Modifying Your Account

Changing an Account Holder

You may name a new Account Holder to replace you. The change becomes effective when an Account Holder Change Form and Agreement is received in good order and is accepted by the Plan. A *Medallion Signature Guarantee* is required if the value of the Account(s) is \$50,000 or greater, although the Plan reserves the right to require a *Medallion Signature Guarantee* at any time for a lesser amount or for other changes to your Account(s). Custodians of Accounts funded from UGMA/UTMA proceeds may not change the Account Holder. A change of Account Holder could have tax consequences. Please check with your tax adviser.

Payroll Deduction Accounts: Changing an Account Holder or Termination of Employment

If you want to change the Account Holder or if you terminate employment with your employer, please notify John Hancock Freedom 529.

Upon termination of employment or change of Account Holder, your Account will be transferred to non-employee Account status. A non-employee Account is subject to a \$25 annual Account maintenance fee. Even though contributions through payroll deduction will cease, you may continue to make contributions to the Plan using a check, money order, or Automatic Purchase.

Changing or Removing a Custodian Removal of Custodian (Accounts not funded from an UGMA/UTMA)

The Custodian will no longer have the authority to act on an Account once the Account Holder reaches the age of majority under Alaska law (currently 18 years old). Upon reaching age of majority, the Account Holder must complete an Account Agreement, and may be required to provide proof of age, before being able to act on the Account.

Change of Custodian (Accounts not funded from an UGMA/UTMA)

Prior to the Account Holder reaching age of majority, the Custodian may be changed at any time. The new Custodian must complete an Account Agreement. The notice to change the Custodian must be in writing from the current Custodian or be a valid court order appointing another person as Custodian. If the current Custodian dies or is declared legally incompetent prior to the Account Holder reaching the age of majority, then the successor Custodian becomes the new Custodian. If there is no named successor Custodian, then the person legally authorized to act on behalf of the minor Account Holder must appoint a new Custodian.

Removal of Custodian (Accounts funded from an UGMA/UTMA)

The Custodian retains the authority to act on an Account until the Account Holder reaches the applicable age of majority under the terms and conditions of the original UGMA/UTMA account. Notice to the Plan to remove the Custodian must be in writing from the current Custodian (stating that the Account Holder has reached the applicable age of majority) or be a valid court order stipulating removal of the Custodian. Once the Custodian is removed, the Account Holder will be able to act on the Account after completing an Account Agreement.

Change of Custodian (Accounts funded from an UGMA/UTMA)

The Custodian may be changed at any time upon written notice to the Plan. The new Custodian must complete an Account Agreement. The notice must be from the current Custodian or be a valid court order appointing another person as Custodian. If the current Custodian dies or is declared legally incompetent, then the successor Custodian becomes the new Custodian. If there is no named successor Custodian, then the person legally authorized to act on behalf of

the Account Holder must appoint a new Custodian or authorize relinquishing control of the Account to the Account Holder (if the Account Holder has reached the applicable age of majority).

Changing a Beneficiary

You may change a Beneficiary at any time, but only to a Member of the Family of the current Beneficiary.

When changing a Beneficiary, you may transfer all or a portion of an Account to another portfolio offered by the Plan.

The right to change a Beneficiary or to transfer assets to another Account may be denied or limited if it will cause one or more Accounts to exceed the maximum contribution limit.

Custodians of Accounts funded from UGMA/UTMA proceeds may not change a Beneficiary.

Simultaneous Death

If the Account Holder and Beneficiary of an Account both die and there is no evidence to verify that one died before the other, any appointed successor Account Holder will become the Account Holder. If no successor Account Holder was appointed, the person legally authorized to act on behalf of the deceased Beneficiary's estate must designate the new Account Holder. The new Account Holder may request a distribution or designate a new Beneficiary who is a Family Member of the deceased Beneficiary.

Changing Investment Direction

You can change investment strategy for a Beneficiary once per calendar year. You may also change investment strategy at any time upon changing the Account's Beneficiary. You can do this by redirecting the investment of the Account to another portfolio in the Plan.

If you have multiple Accounts for one Beneficiary, all investment changes requested together on the same day will count as one investment strategy change.

If you are contributing via payroll deduction and wish to change the direction of your contributions or add an Investment Option after an Account has been set up, please contact John Hancock Freedom 529 at 1-866-222-7498.

Changing or Terminating Contribution Amounts through Payroll Deduction

If you wish to change or terminate the dollar amount that is deducted from your paycheck and contributed to the Plan, you should contact your human resources department, which will work with your payroll provider.

Changing or Terminating Contributions through Automatic Purchase

If you wish to change or terminate Automatic Purchase contribution amounts, please obtain the appropriate form from your financial consultant or call John Hancock Freedom 529 at 1-866-222-7498. Mail completed forms to John Hancock Freedom 529 at the address provided on the form.

Systematic Exchange/Dollar Cost Averaging

Systematic Exchange, also known as Dollar Cost Averaging, is an investment strategy designed to reduce volatility by allowing you to contribute the same fixed amount of money at regularly scheduled intervals to purchase units of the Plan's Investment Options. By doing so, over time, you will buy more units when the price is low and fewer units when the price is high. Systematic Exchange does not ensure a profit or protect against loss in a declining market and involves continuous investment in securities regardless of fluctuating prices, so you should

carefully consider your ability to continue investing through periods of low price levels.

You may Dollar Cost Average a new contribution or decide to Dollar Cost Average assets out of a current Portfolio into another one of the same class of units using the Systematic Exchange program.

If Systematic Exchange is established at the time the Account is opened, it will be considered the initial investment strategy for that Account.

Setting up Systematic Exchange on existing Accounts or any changes (e.g., changes to date, amount or Investment Option) to a current Systematic Exchange program will be considered the one allowable investment change for that Beneficiary for the calendar year.

JH Money Market Portfolio and Exchanges

Generally, exchanges between classes of units are not permitted. Because the JH Money Market Portfolio is not offered in multiple classes of units, you may exchange units of the JH Money Market Portfolio for Class A, Class B, Class C, or Class C2 units of any portfolio. Exchanges from the JH Money Market Portfolio into any of the portfolios will be treated as a new contribution for purposes of initial (Class A) and deferred (Class B) sales charges.

In addition, you may exchange Class A and Class C (including Class C2) units of any portfolio for units of the JH Money Market Portfolio. You may not exchange Class B units of any portfolio for units of the JH Money Market Portfolio. Assets in the JH Money Market Portfolio that were originally exchanged from Class A units may not be exchanged for Class B or Class C (including Class C2) units. Assets in the JH Money Market Portfolio that were

originally exchanged from Class C or Class C2 units may not be exchanged for Class A or Class B units at a later date.

Keeping Track of Your Account

John Hancock Freedom 529 will send you a confirmation statement when:

- You contribute to your Account (unless it is a systematic contribution through payroll deduction or Automatic Purchase);
- You change Account information, such as your address or Beneficiary.

You will also receive a quarterly Account statement that details your contributions, distributions, total Account value, and current investments.

Confirmations of contributions made through payroll deduction and Automatic Purchase are reported on your quarterly statement.

Confirmations and Account statements are sent to the Account Holder or Custodian. Contributors other than the Account Holder or Custodian will not receive confirmations or Account statements unless specifically requested by the Account Holder.

Other sources of Account information include:

- 24-hour telephone access by calling 1-866-222-7498; and/or
- Our website at www.johnhancockfreedom529.com.

VII. Taking Distributions and Closing an Account

Uses of a Distribution

You may request a distribution for any purpose, but it is your responsibility to substantiate to the IRS that it was a Qualified Distribution (defined below). Non-Qualified Distributions may be subject to income taxes and Penalty.

Requesting a Distribution

Only you as the Account Holder or the financial consultant on record for your Account may request a distribution. Distributions may be requested at any time by telephone or by completing a distribution request form and providing the required documentation. Please send the original distribution request form to the Plan. A fax is not acceptable.

Subject to certain limitations, distributions also may be requested through our website at www.johnhancockfreedom529.com.

All distributions require the recipient's Social Security or taxpayer identification number.

A *Medallion Signature Guarantee* is required for any distribution request of \$50,000 or more and for electronic transfers to financial institution accounts that are not already on file with John Hancock Freedom 529, although the Plan reserves the right to require a *Medallion Signature Guarantee* at any time for other distribution requests.

For Accounts where the Account Holder is a partnership, corporation, trust, estate, or association, there must be appropriate documentation submitted when the Account is opened to show who can act on the Account's behalf. If the authorization to act has changed, new documentation must be submitted with the distribution request.

Distribution Payment Methods and Eligible Payees

Distributions are typically paid by check, although wire transfers and Automated Clearing House ("ACH") network transfers may be available in some cases. Proceeds may only be sent electronically to a financial institution account registered to the Account Holder and/or Beneficiary.

You may instruct John Hancock Freedom 529 to make a check payable to one or more of the following:

- The Account Holder;
- The Beneficiary;
- The Beneficiary and an Eligible Educational Institution jointly;
- An Eligible Educational Institution for the benefit of (FBO) Beneficiary; or
- The Beneficiary's estate.

For distributions payable to an Eligible Educational Institution FBO Beneficiary, you may be required to provide a student identification number for the Beneficiary. For distributions payable to the Beneficiary's estate, you may be required to provide a certified copy of a death certificate for the Beneficiary.

Determining Net Asset Values (NAVs)

Distribution requests received in good order before the New York Stock Exchange ("NYSE") closes (typically 4 P.M. Eastern Time) on any day it is open for business are processed that day based on the NAVs of the Investment Options.

Requests received after the close of the NYSE or on a day that it is closed are processed the next business day using the NAVs on that day.

If you are taking a distribution from a B class Investment Option, and you are subject to a Contingent Deferred Sales Charge (“CDSC”), the CDSC will automatically be deducted from the gross proceeds, unless you indicate otherwise.

Types of Qualified Distributions

Distributions from your Account will be deemed either Qualified or Non-Qualified by the IRS.

There are six types of Qualified Distributions:

- Used to pay Qualified Expenses for a Beneficiary;
- Due to a Beneficiary’s receipt of a scholarship;
- Due to a Beneficiary’s death;
- Due to a Beneficiary’s disability;
- Due to a Beneficiary’s attendance at a U.S. military academy; and
- Rollover Distributions.

Qualified Expenses

Distributions for qualified educational expenses are exempt from federal income tax and are not subject to a Penalty.

Qualified Expenses generally include:

- Tuition, mandatory fees, costs of books, supplies and equipment required by the Eligible Educational Institution for enrollment or attendance of a Beneficiary;
- The costs of room and board for a Beneficiary during any academic period in which he or she is enrolled at least half-time; and
- Expenses for a special needs student that are necessary in connection with enrollment or attendance at an Eligible Educational Institution. A special needs student is generally an individual who because of a physical, mental or emotional condition (including a learning disability) requires certain services or equipment to complete his or her education. Consult a tax adviser or the IRS to determine how these provisions may apply to your situation.

Scholarship

If the Beneficiary receives a scholarship or educational assistance as described in the Code, a Qualified Distribution is allowed up to the amount of the scholarship or educational assistance.

Death of a Beneficiary

If a Beneficiary dies, you may:

- Request a distribution to the Beneficiary’s estate;
- Request a distribution to yourself; or
- Request a change in the Beneficiary to a Member of the Family of the deceased Beneficiary.

A distribution of assets as a result of the Account Holder’s death is a Non-Qualified Distribution.

Disability

If a Beneficiary becomes disabled you may:

- Request a distribution to the Beneficiary;
- Request a distribution to yourself; or
- Request a change in Beneficiary to a Member of the Family of the disabled Beneficiary.

Military Academy

If the Beneficiary attends the U.S. Military, Naval, Air Force, Coast Guard or Merchant Marine Academies, a Qualified Distribution is allowed up to the amount of the costs of advanced education (as defined in Section 2005(e)(3) of Title X of the U.S. Code) attributable to such attendance.

Important note: Distributions due to scholarship, death, disability or attendance at a U.S. military academy may be exempt from Penalty, but any earnings attributable to the actual distribution to the Account Holder or the Beneficiary are subject to income taxes.

Rollover Distribution

A distribution is considered a Rollover Distribution when:

- It is contributed to another 529 plan for the same Beneficiary (rollovers for the same Beneficiary are limited to once per 12 months), or
- It is contributed to another Account or another 529 plan for a different Beneficiary who is a Member of the Family of the current Beneficiary (there is no limit to the number of such rollovers).

A properly executed Rollover is exempt from federal income taxes and Penalty. To qualify as a Rollover Distribution, the distribution must be reinvested in another 529 plan within 60 days of the withdrawal date. Section VIII, *Tax Considerations* has additional information on the tax treatment of Rollover Distributions.

Types of Eligible Educational Institutions

Eligible Educational Institutions include public and private colleges and universities, graduate and post-graduate programs, community colleges, and certain proprietary and vocational schools.

Eligible Educational Institutions include most U.S. schools and some schools located abroad. The institution must be eligible to participate in U.S. Department of Education student aid programs.

You can generally determine if a school is an Eligible Educational Institution by searching for its Federal School Code (identification number for schools eligible for Title IV financial aid programs) at www.fafsa.ed.gov. You can also usually locate a school's published cost of attendance at www.nces.ed.gov.

Participation in the Plan does not guarantee that a Beneficiary will be accepted by any Eligible Educational Institution.

Restrictions on Distributions

John Hancock Freedom 529 reserves the right to limit the number of distributions in a single month

and to suspend the right to distributions. There is no specified waiting period before a contribution is eligible for distribution.

Unused Account Assets

For any number of reasons there may be unused Account assets. Your Beneficiary may not attend an Eligible Educational Institution or may finish his or her education, including any advanced degrees, without using all the money in the Account. In either case, you may name a new Beneficiary. If you do not wish to name a new Beneficiary, you may request a distribution of your Account assets to you or the Beneficiary, but it may be treated as a Non-Qualified Distribution, subject to income taxes and Penalties.

Non-Qualified Distributions

A distribution that does not meet the requirements for a Qualified Distribution will be considered Non-Qualified by the IRS and subject to Penalty and income taxes.

Closing an Account

You may close your Account by having all of the money distributed. Please call John Hancock Freedom 529 or contact your financial consultant to request the proper form. Naming another Beneficiary also results in closing of the Account and opening a new one.

The Trust's Ability to Terminate an Account

The Trust may close an Account if the Trustee determines, in its sole discretion, that such action is in the best interests of the Trust. If this happens, the Plan will give written notice to the Account Holder and will distribute money in the Account to the Account Holder, less any fees or other required amounts in the opinion of the Trust. If an Account is closed because false or misleading information was provided by the Account Holder or Beneficiary, the Trust may retain any accrued earnings in the Account.

Suspension of an Account

The Trust may classify an Account as suspended if:

- An Account remains inactive for any consecutive seven-year period following the Beneficiary's 20th birthday, and
- The Program Manager has not been able to contact the Account Holder.

If an Account is suspended, its current market value will be transferred to the Trust's Suspended Account Reserve. The Trust will invest the money, and all subsequent earnings, if any, will be used for purposes of the Trust. The Account Holder or authorized representative may request that the suspended amount be reclassified as active. If the request is approved, the Account will be considered active as of

the approval date, and the market value at the time of suspension will be returned to the Account. The Trust will retain any earnings obtained during the suspension period.

Right to Freeze an Account

The Plan and its agents reserve the right to freeze any Account and suspend Account services when notice has been received of a dispute involving the Account Holder, Beneficiary or Custodian, or there is reason to believe a fraudulent transaction may occur. These actions will be taken when they are deemed to be in the best interests of the Plan. If such actions are taken, the Trust, University, Program Manager (including its affiliates and agents), and John Hancock (including its affiliates and agents) will not be liable for any resulting losses.

VIII. Tax Considerations

This discussion of tax considerations is not exhaustive and is not meant as tax advice. Federal and state tax consequences associated with an investment in the Plan can be complex. You may want to consult a tax adviser regarding the application of tax laws to your particular situation.

Depending upon the laws of the home state of the Account Holder or Beneficiary, favorable state tax treatment or other benefits offered by that home state may be available only for investments in the home state's 529 college savings plan. Any state-based benefit offered with respect to a particular 529 college savings plan should be one of many appropriately weighted factors to be considered in making an investment decision. You should consult your financial, tax or other adviser to learn more about how state-based benefits (including any limitations)

would apply to your specific circumstances. You may also wish to contact your or your Beneficiary's home state or any other 529 college savings plan to learn more about the features, benefits and limitations of that state's 529 college savings plan.

Please keep in mind that although the IRS has issued proposed regulations under Section 529 of the Code, these regulations and associated guidance are not final. Final regulations or other guidance could affect the tax considerations mentioned in this section or require the terms of the Plan to change. In addition, although the Trust has applied to the IRS for a private letter ruling with regard to the status of the Trust or its Plans under Section 529 of the Code, the IRS has indicated that it will not issue rulings on qualified tuition plans until there are final regulations under Section 529.

The discussion that follows reflects federal tax laws and guidance currently in effect as of the date of this Plan Disclosure Document. Please consult your tax adviser or estate planning attorney regarding the tax implications of investing in John Hancock Freedom 529.

Tax-Deferred Earnings

Any earnings on contributions are tax-deferred, which means your Account assets can grow free of current federal income tax. State tax-deferral may be available as well. Check with your tax adviser for more information.

Tax-Advantaged Treatment for Qualified Expenses

Distributions used to pay for Qualified Expenses are exempt from federal income tax. They still may be subject to state income tax. (Non-Qualified Distributions are not federally tax-exempt and are subject to a Penalty.)

Federal Gift Tax

Contributions to Accounts are considered completed gifts and, therefore, qualify for federal gift tax exclusions. Generally, a gift of up to \$13,000* from a single person (\$26,000 from a married couple) in one year is excluded from federal gift tax. For 529 plans, gifts of up to a maximum of \$65,000 (\$130,000 for a married couple) can be made to a single Beneficiary in a single year and averaged over five years. To take advantage of the five-year accelerated gifting provision, you must file IRS Form 709 with your federal tax return for the year the contribution was made. The limits refer to total gifts, including those made outside the Plan, given to the Beneficiary by the same person during the five-year period.

Federal Estate Tax

Generally, money in an Account is not included in the Account Holder's estate. If, however, the Account

Holder treated the contribution as a gift over a five-year period and dies within that period, the portion of the gift that would have been allocated to the remaining years (beginning in the year following the Account Holder's death) will be included in the Account Holder's estate. Any investment gains on the includible amount would not be subject to estate tax.

If the Beneficiary dies, the value of the Account will be included in the Beneficiary's estate for federal tax purposes. State tax laws may vary.

Generation Skipping

A change of Beneficiary is not a taxable gift if the new Beneficiary is a Family Member of the previous one and belongs to the same generation. If, however, the new Beneficiary belongs to a lower generation, the transfer would be a taxable gift from the old Beneficiary to the new one. If the new Beneficiary belongs to a generation two or more levels below the previous one, the transfer may also be subject to the generation-skipping transfer tax.

Further rules regarding estate and gift taxes and the generation-skipping transfer tax may apply and are subject to change. When considering a change in Beneficiary or transfers to another Account with a different Beneficiary, you should consult a tax adviser or the IRS regarding the impact of these complex rules on your situation.

Taxation of All Distributions

If a distribution is subject to federal or state income taxes, its principal and earnings components are usually treated differently.

- Principal, consisting of all your contributions, is generally not taxable.
- Earnings, if any, may be subject to federal and possibly state income taxation (check with a tax adviser about applicable state income tax rules).

* In future years, the amount of the federal gift tax exclusion will be increased as required by a cost-of-living increase.

The principal and earnings portion of any distribution will be determined based on IRS rules and will be reported to the IRS and the Account Holder on Form 1099-Q (or other required forms). Form 1099-Q will be mailed to the Account Holder's address of record for an Account at the time the Form is issued.

Distributions made payable to the Account Holder will be reported on Form 1099-Q under the Account Holder's Social Security or taxpayer identification number. For all other distributions, the Beneficiary's Social Security or taxpayer identification number will be reported on Form 1099-Q.

Calculation of Earnings; Aggregation of Accounts for Tax Reporting

The Plan's calculation of earnings is based on IRS guidance as of the date of this Plan Disclosure Document. First, all Accounts for the same Account Holder and Beneficiary are aggregated and treated as one Account. Next, to determine principal and earnings portions for federal tax purposes, a formula is used that calculates the proportion of all the contributions in relation to the aggregated Accounts' overall market value. A distribution from a specific Account may have a larger or smaller portion of taxable earnings allocated to it than would have been the case without the required aggregation.

Substantiation of Qualified Expenses

It is the taxpayer's responsibility to substantiate distributions as may be required by the IRS. Therefore, it is important to maintain accurate records and save all receipts related to educational expenses. Consult your tax adviser or the IRS for current documentation requirements. State tax treatment may vary.

Taxation of Other Qualified Distributions

No part of a distribution that is used to pay for Qualified Expenses is subject to federal income taxes.

Qualified Distributions that are not used for Qualified Expenses will be subject to ordinary income tax but will not be subject to the 10% Penalty. Distributions receiving this treatment are those:

- Made to the estate of the Beneficiary, after the death of the Beneficiary;
- Attributable to the Beneficiary becoming disabled;
- Made for a scholarship or educational assistance to the extent the amount does not exceed the amount of the scholarship;
- Made for attendance at a U.S. military academy to the extent the distribution does not exceed the costs of advanced education (as defined in section 2005(e)(3) of Title X of the U.S. Code) attributable to such attendance; or
- Includible in gross income because the taxpayer elected to waive the application of the provision allowing for the non-taxation of Qualified Expenses.

Such distributions will be taxed at the Account Holder or Beneficiary's rates (depending upon who receives the distribution) for the tax year in which the distribution is made.

Rollovers

Certain rollovers among 529 plans can be made without incurring income tax consequences or a Penalty. Certain conditions apply to such rollovers:

- The distribution must be placed in another Account or an account of another 529 plan within 60 days of the distribution date;
- If the rollover is to another 529 plan for the benefit of the same Beneficiary, such rollover may not occur within 12 months from the date of a previous rollover to another 529 plan for the benefit of the same Beneficiary. Where the same Beneficiary is named on multiple Accounts with different Account Holders, the 12-month limitation applies and only one rollover is permitted for that Beneficiary; and
- If there is a new Beneficiary, he or she must be a Member of the Family of the prior Beneficiary. Rollovers for the benefit of a new Beneficiary may occur at any time and are not subject to the 12-month limitation described above. (If the new Beneficiary belongs to a lower generation than that of the prior Beneficiary, the rollover may be subject to federal gift taxes. If the new Beneficiary belongs

to a generation that is two or more levels lower, the transfer may also be subject to the generation-skipping transfer tax. Please check with your tax adviser.)

Amounts can also be moved from a Coverdell Education Savings Account or a qualified U.S. Savings Bond into a 529 plan without adverse tax consequences. Such distributed amounts are treated as higher education expenses in certain cases when determining the taxation of Coverdell Education Savings Accounts and U.S. Savings Bonds.

Rollover contributions from a Coverdell Education Savings Account, a qualified U.S. Savings Bond, or another Section 529 qualified tuition program must be properly documented so that the Plan can record the appropriate amount of earnings that are attributable to the rolled over contribution. For this purpose, the correct documentation is:

- Coverdell Education Savings Account: An account statement issued by the financial institution that acted as a trustee or custodian of the savings account that shows basis and earnings on the account.
- Qualified U.S. Savings Bond: An account statement or Form 1099-INT issued by the financial institution that redeemed the bonds showing interest from the redemption.
- 529 Plan: A statement issued by the distributing plan that shows the earnings portion of the distribution. In the case of a direct trustee-to-trustee rollover from one 529 plan to another, the distributing program is required to provide the receiving program with a statement identifying the earnings portion of the amount transferred within 30 days after the distribution or by January 10 of the year following the calendar year in which the rollover occurred, whichever is earlier.

Important Note: Until the Plan receives the appropriate documentation showing the earnings portion of the contribution, the Plan must treat the entire amount of the rollover contribution as consisting entirely of earnings.

Taxation of Non-Qualified Distributions

All distributions other than Qualified Distributions will be considered Non-Qualified Distributions by the IRS. The earnings portion of a Non-Qualified Distribution is generally subject to federal and possibly state income taxes and also to a Penalty. Any taxes and Penalties are paid by the Account Holder or Beneficiary, depending on who received the distribution.

The Penalty is currently 10% of the earnings portion of the distribution. Although the Plan reports the earnings portion of all distributions to the IRS and taxpayer (Account Holder or Beneficiary), the taxpayer is responsible for calculating and paying the Penalty. The Plan will not withhold the Penalty from distributions or deduct it from any remaining money in an Account unless directed otherwise by the IRS.

A distribution paid to the Account Holder will be reported under the Account Holder's Social Security or taxpayer identification number and any taxes on earnings owed at the Account Holder's income tax rate. Any other distributions will be reported under the Beneficiary's Social Security number and any taxes on earnings owed at the Beneficiary's income tax rate.

Disclaimer Regarding Written Tax Advice

To the extent that any tax advice is given in this Plan Disclosure Document, it has not been written to be used, and cannot be used, by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer. You should consult a tax adviser regarding the application of federal tax laws to your particular circumstances.

Tax Benefits Not Intended for Abuse

The Plan is intended to be used only to save for Qualified Expenses. The Plan is not intended to be used, nor should it 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.

IX. Other Considerations Related to Investing in the Plan

Assets Held in Trust

Account assets are held in the Trust established under the laws of the State of Alaska. The University of Alaska is Trustee of the Trust. Accounts are held for the exclusive benefit of Account Holders and their Beneficiaries and may not be transferred or used by John Hancock, T. Rowe Price, the State of Alaska, or the University for any purpose other than those of the Trust. (For a complete copy of the Declaration, please call John Hancock Freedom 529 at 1-866-222-7498.)

Effect of Future Law Changes

It is possible that future changes in federal or state laws or court rulings could adversely affect the terms and conditions of the Plan or the value of your Account, even retroactively. The Plan is intended to be a qualified tuition program under Section 529 of the Code, and, therefore, it is vulnerable to tax law changes or court rulings that might alter the tax considerations described in this Plan Disclosure Document.

As of the date of this document, the IRS has issued neither final tax regulations regarding qualified tuition programs nor a final ruling regarding this Plan and has indicated that it will not issue rulings on qualified tuition plans until there are final regulations under Section 529. The Trust is not obligated to continue the Plan if a change in federal or state tax laws would adversely affect it. In addition, John Hancock, T. Rowe Price, and the Trustee have the right to end their involvement with the Plan, subject to the Declaration and their contracts.

Future Enhancements

The Plan may offer future enhancements, such as additional Investment Options, education incentives, or enhancements to take advantage of tax law changes.

Relationship of Your Account to Financial Aid Programs

A Beneficiary may wish to participate in federal, state, or institutional loan, grant, or other programs for funding higher education. An investment in a 529 savings plan may or may not have an adverse impact on the Beneficiary's eligibility to participate in needs-based financial aid programs.

Assets in a 529 plan are generally not considered an asset of the student and are typically included on the Free Application for Federal Student Aid (FAFSA) form as a parental asset, which is assessed at a lower rate than a student's asset would be when determining a family's expected contribution.

Since the treatment of 529 plan assets may affect your Beneficiary's eligibility to receive valuable benefits under financial aid programs, you or your Beneficiary will need to check the applicable laws or regulations and check with the financial aid office of an Eligible Educational Institution regarding the impact of an investment in this Plan on needs-based financial aid.

Relationship of Your Account to Medicaid Programs

It is unclear how local and state government agencies will treat qualified tuition program assets when determining Medicaid eligibility. Although there are federal guidelines, each state administers its own Medicaid program, so the rules can vary greatly. The Trust was established in Alaska and is to be interpreted in accordance with Alaska law. The Alaska College Savings Act provides that an Account is not an asset or property of either the Account Holder or Beneficiary. The Code provides that Qualified Distributions used for Qualified Expenses of a Beneficiary are not included in the gross income of a Beneficiary. As of the date of this Plan Disclosure Document, there is no court ruling on matters relating

to the treatment of assets in qualified tuition programs as they may relate to Medicaid eligibility. You should check with an attorney, tax adviser, your financial consultant, or your local Medicaid administrator about your situation.

Creditor Protection

The Bankruptcy Abuse and Prevention Act of 2005 created federal guidelines regarding creditor protection for Section 529 college savings plans. Federal law now provides limited creditor protections based on the timing of contributions and the debtor's relationship to the Beneficiary. Generally, contributions made to a debtor's 529 plan account less than one year before the filing of a bankruptcy petition are included in the debtor's bankruptcy estate and are not protected from creditors. Contributions made by a debtor more than one year before the filing of a bankruptcy petition are generally not part of a debtor's bankruptcy estate, provided that the contributions are not deemed excess contributions or extensions of credit and the Beneficiary of the 529 plan account is the debtor's child, stepchild, grandchild, or step grandchild. However, for contributions made between one and two years prior to the filing of a bankruptcy petition, a maximum of \$5,000 in contributions may be excluded from the debtor's bankruptcy estate.

Although the Bankruptcy Abuse and Prevention Act of 2005 set federal standards for bankruptcy proceedings, certain bankruptcy and creditor protection laws rest with each state and a state is generally permitted to adopt more stringent laws in this area. The Trust was established in Alaska and is to be interpreted in accordance with the laws of Alaska. Each Account is conclusively presumed to be a spendthrift trust. Alaska law is designed to protect Accounts from claims by creditors of the Account Holder or Beneficiary by making them exempt from such claims, except for contributions made after being in default of child support obligations for 30 days. As of the date of this Plan Disclosure Document, no court has ruled on matters involving this interpretation.

The Trust, the University, T. Rowe Price, and John Hancock make no representations or warranties regarding protection from creditors. You should consult a legal adviser regarding the application of this specific law to your particular circumstances and to determine how this protection may apply to your situation.

Coverdell Education Savings Accounts

Contributions may currently be made to both Section 529 qualified tuition programs and to Coverdell Education Savings Accounts in the same year for the same Beneficiary. However, the ability to do so may expire after 2012 unless extended by Congress.

Coordination with the Hope and Lifetime Learning Tax Credits

The Account Holder or the Beneficiary, if eligible, can take advantage of the Hope and Lifetime Learning Tax Credits as long as the total amount of the Qualified Expenses is reduced by the amount of the credit taken.

Interaction with Other Saving Options

If total distributions from the Plan, other 529 qualified tuition programs, Coverdell Education Savings Accounts, or U.S. Savings Bonds exceed the total Qualified Expenses in a year, you may lose some of the potential tax advantages on the excess distributions.

Interest on certain education loans, which might otherwise be deductible, and deductions for qualified tuition and related expenses could be affected when you take a distribution from the Plan. Consult your tax adviser for more information.

X. The Plan's Administrative and Legal Framework

Plan Establishment

The Plan and the Trust were established under the Alaska College Savings Act, which authorizes the University of Alaska, through its Board of Regents, to serve as Trustee for the Trust. The document establishing the Education Trust of Alaska and detailing the duties and responsibilities of the Trustee is the Declaration dated April 20, 2001. The Trust was established April 20, 2001, and amended and restated effective January 1, 2002.

Declaration of Trust

The Declaration requires the Trustee to, among other things: (i) hold the Trust's assets in the name of the Trustee or another person it may designate; (ii) maintain the Trust in compliance with the requirements of a qualified tuition program sponsored by a State; (iii) set investment guidelines and consult with the Program Manager regarding the Investment Options; and (iv) ensure that the Trust and its assets are audited at least annually by a certified public accountant.

The Declaration also gives the Trustee the authority to, among other things: (i) engage independent contractors to perform services necessary for the administration and management of the Plan; (ii) compensate such contractors; (iii) compensate itself for costs and expenses incurred in administering the Plan; (iv) enter into New Account Agreements with Account Holders and comply with their instructions regarding their investment selection; (v) establish Administrative Accounts within the Trust as necessary for the day-to-day operation and administration of the Plan; (vi) make all final interpretations of the terms and conditions of the Declaration; and (vii) enter into any investment that is not prohibited by law.

To contact the Trustee:

Education Trust of Alaska
P.O. Box 755120
Fairbanks, AK 99775
907-474-5671

Program Manager Contract

As a result of a competitive procurement process, the Trust engaged T. Rowe Price in 2001 to serve as Program Manager through December 31, 2024. After that time, the parties may extend the term, subject to the terms of the Management Agreement between the Trust and T. Rowe Price (the "Management Agreement"). Acting within its power to engage independent contractors, the Trust has contracted with T. Rowe Price as Program Manager to provide certain services, as described in the Declaration and Management Agreement, including, but not limited to (i) assistance in developing the Plan; (ii) administration, accounting, and record keeping; (iii) distribution, marketing, and customer relations; (iv) investment management; and (v) Account servicing.

Under the terms of the Management Agreement, both the Trust and Program Manager have the right to terminate the Management Agreement if, among other reasons, subsequent legislation, regulation, or interpretive ruling, whether State of Alaska, federal, or otherwise: (i) makes the continued operation of the College Savings Program uneconomical; (ii) materially increases the risk or potential liability of the Trustee or the Trust; or (iii) makes the continued operation of the College Savings Program not in the best interest of the Trust, Account Holders, or Beneficiaries. Depending on the reason for the termination of the Program Manager's services, T. Rowe Price may have the right to solicit Account Holders or Beneficiaries and to attempt to continue the Program Manager's relationship with those Account Holders or Beneficiaries. However, if for

whatever reason, a successor program manager is selected by the Trust, it may charge fees and achieve performance results which are different from those of T. Rowe Price.

Plans Offered by the Trust

The Trust offers three separately marketed Section 529 college savings plans:

- The University of Alaska College Savings Plan, marketed directly to investors within Alaska (www.uacollegesavings.com);
- The T. Rowe Price College Savings Plan, nationally marketed directly to investors (www.price529.com); and
- John Hancock Freedom 529, nationally marketed through financial consultants (www.johnhancockfreedom529.com).

Each Plan is open to any person who is a resident of, or organized in, a state, territory, district, or commonwealth of the United States or a resident alien subject to the Code, as amended. In addition each Plan offered by the Trust has different investment options and fee structures that should be considered before investing.

Plan Service Providers

T. Rowe Price Associates, Inc. is the Program Manager for each of the college savings plans offered by the Trust and has selected John Hancock to distribute John Hancock Freedom 529 through financial consultants. T. Rowe Price is a well-known financial services provider that manages the investment, record keeping, and other services for the Plan. Founded in 1937, T. Rowe Price manages over 105 funds as well as retirement programs for individuals and institutions. T. Rowe Price has a principal business address at 100 East Pratt St., Baltimore, MD 21202.

All mail for the Plan should be sent to:

John Hancock Freedom 529
P.O. Box 17603
Baltimore, MD 21297-1603

The Plan is designed for national distribution through financial consultants who will provide investment advice and recommendations for their client, the Account Holder. T. Rowe Price engaged John Hancock and its affiliates to provide marketing, selling, and wholesaling services for the Plan. The John Hancock companies are subsidiaries of Manulife Financial, a leading provider of financial protection and wealth management products in the United States, Canada, and Asia. Its principal place of business in the United States is 601 Congress Street, Boston, MA 02210.

Together, T. Rowe Price and John Hancock have assembled some of the top asset managers in the nation to provide a multi-managed investment approach to the Plan.

Investment and Program Management Services

T. Rowe Price Associates, Inc. is the investment advisor and Program Manager for the Plan. The Plan's underlying investments are managed by T. Rowe Price or by the third-party investment managers with whom T. Rowe Price has entered into agreements for the purchase of shares offered by such third-party managers.

The Trust has established the Plan's investment guidelines and has delegated the day-to-day decision-making authority to T. Rowe Price Associates, Inc. Although decision-making authority resides with the investment advisor, John Hancock will provide input on decisions regarding selection, oversight and changes to the Plan's underlying investments or managers.

Distribution Services

T. Rowe Price Investment Services, Inc., a Maryland corporation formed in 1980 as a wholly owned subsidiary of T. Rowe Price Associates, Inc., is the Plan's underwriter. This subsidiary is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of Financial Industry Regulatory Authority (FINRA), formerly NASD.

Wholesaling and marketing services are provided by John Hancock Distributors LLC, formerly known as Manulife Financial Securities LLC, a Delaware limited liability company and member of the Manulife Financial family of companies. John Hancock Distributors LLC is registered as a broker-dealer under the Securities Exchange Act of 1934, is a member of FINRA, formerly NASD, and is listed with the Municipal Securities Rulemaking Board ("MSRB").

Account Record Keeping Services

T. Rowe Price Services, Inc., a wholly owned subsidiary of T. Rowe Price Associates, Inc., provides record keeping services to the Plan including:

- Accepting and processing initial and subsequent Account contributions;
- Maintaining adequate records in connection with Accounts in the Plan;
- Compiling, preparing, and delivering financial reports, statements, and other information;
- Accepting and processing distribution requests;
- Responding to inquiries;
- Tax reporting; and,
- Maintaining certain records and data bases.

Services Provided by John Hancock

In its capacity as Program Manager, T. Rowe Price has engaged John Hancock for distribution of the Plan, by providing marketing, selling, and wholesaling services on behalf of the Plan.

John Hancock, through its broker-dealer, John Hancock Distributors LLC (formerly known as

Manulife Financial Securities LLC), will secure selling agreements with various broker-dealer organizations and/or financial institutions, and provide wholesaling services to the registered representatives or selling agents associated with these organizations.

Additionally, John Hancock shall assist with the design and branding of the Plan. T. Rowe Price selected John Hancock to perform these services, recognizing John Hancock's expertise in the design and distribution of third-party sold financial savings vehicles.

Obligation to Act Prudently

In carrying out its duties, the Trustee must act with the care, skill, and diligence of a prudent person. The Trustee may not enter into any investment that is prohibited under the Alaska College Savings Act, the Code, or the Declaration. As discretionary investment manager of John Hancock Freedom 529 and its Investment Options, T. Rowe Price, and any of its investment subcontractors, is held to the same standard.

Suspension of Responsibilities

The Declaration and the Marketing and Wholesaling Agreement between John Hancock and the Program Manager, including any amendments or restatements to the Marketing and Wholesaling Agreement, each generally provide that the responsibilities of the Trust or the Program Manager shall be excused where performance is prevented by any unforeseeable cause beyond the Trust's, the Program Manager's, or John Hancock's respective reasonable control.

Neither the Trust, the Trustee, the Program Manager, nor John Hancock shall be liable for any loss or expense resulting from a failure or delay in fulfilling its responsibilities regarding the Plan where the failure or delay arises from such occurrences, including, but not limited to, fire, flood, terrorism, earthquake, or any other similar events or

circumstances beyond the reasonable control of the Trust, the Program Manager, or John Hancock. See the Declaration for additional details.

Trustee's Ability to Amend, Modify, Suspend, or Terminate

The Trust may at any time, including retroactively, amend, modify, or suspend the Declaration or the Plan to comply with the Code or to ensure the Trust's efficient operation.

At any time, including retroactively, the Trust may terminate a portion or all of the Declaration or the Plan if it determines, in its sole discretion, that the disadvantages of the Plan or a portion of it outweigh its benefits. Unless terminated, the Plan shall continue indefinitely. Account Holders will be notified in writing if the Declaration or Plan is suspended or terminated and will be notified of material amendments or modifications.

Trust Termination

If the Trust is terminated, certain terms and conditions of the Declaration survive, including, but not limited to the following: (i) a final accounting and audit by the Trust of all Accounts; (ii) confidentiality of Account Holder and Beneficiary information; (iii) indemnification provided by Account Holders; (iv) final determination of any disputes; (v) the Program Manager's obligation to perform transition services under the Management Agreement; (vi) distribution of Accounts; and (vii) provisions of Section 12.5 of the Declaration.

Governing Law

This Plan is created under Alaska law. It shall be governed by, construed, and administered in accordance with the laws of the State of Alaska. The venue for disputes and all matters relating to the Plan will only be in the Superior Court, Fourth Judicial District, in Fairbanks, Alaska.

Precedence

In the event inconsistencies are found to exist in the documents governing the Plan, the order of precedence from most governing to least governing will be as follows unless provisions in the Declaration expressly state otherwise: (i) the Code; (ii) the Alaska Statutes and the Board of Regents of the University of Alaska policy; (iii) the Declaration; (iv) the General Conditions and the Plan; (v) the New Account Agreement; (vi) the Management Agreement between the Trust and the Program Manager; and (vii) the Wholesaling Agreement between John Hancock and the Program Manager. See the Declaration for additional details.

Securities Laws

Units of the Trust are not registered with the U.S. Securities Exchange Commission (the "SEC"). They are exempt from registration by Section 3(a)(2) of the Securities Act of 1933, as amended, and by Section 304(a)(4)(A) of the Trust Indenture Act of 1939, in reliance of an opinion on counsel.

The SEC has advised the Trustee that it will not recommend enforcement action if the Trust offers or sells units in accordance with these statutes. Similarly, the units have not been registered with the securities commission of any state pursuant to an exemption from registration available for obligations issued by a state instrumentality.

Continuing Disclosure

The Trustee will submit any continuing disclosure documents and related information as required by Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934, as amended.

Correction of Errors

Recovery of Incorrect Amounts: If an incorrect amount is paid to or on behalf of an Account Holder or Beneficiary, the amount may be recovered from the recipient or any remaining balances or payments may be adjusted to correct the error. If the involved

amounts are minimal, the Trust may waive the adjustments process at its discretion.

120-Day Period for Making Corrections:

Statements and confirmations are considered correct and binding on the Account Holder and Beneficiary if neither reports any errors in writing to John Hancock Freedom 529 within 120 days after the confirmation or Account statement was issued. After this period, there will be no further right to object.

General Dispute Resolution

All disputes between an Account Holder and the Trust, John Hancock or the Program Manager pertaining to an Account or arising out of alleged adverse actions by the Trust, John Hancock or the Program Manager shall be subject to the Plan's Dispute Resolution procedures as set forth in the General Conditions of the College Savings Program and the Trust, summarized below:

- The Dispute Resolution Procedures shall be carried out by the Program Manager and the Trustee; the Trustee has the authority to make final interpretations of provisions in the Declaration and the Plan.
- Liability of the Trust, the Trustee, the Program Manager, and John Hancock shall be limited to direct actual damages incurred after an Account was opened, and specifically shall not include other damages, including, but not limited to, consequential or indirect damages.
- Damages cannot be claimed by an Account Holder or Beneficiary in excess of the available unencumbered assets (assets not contractually committed to third parties) in the Administrative Accounts.
- Disputes regarding a Beneficiary shall be addressed only through the Account Holder.
- The Trustee has full authority to make final decisions in disputes with an Account Holder or Beneficiary.

Claims Dispute Resolution

The dispute must be submitted to the Program Manager no later than 120 days following the event, determination, challenge, interpretation, or action giving rise to the claim. The Account Holder must present the basis for the claim, all pertinent facts, and the proposed remedy.

Investigation of Claims

The Program Manager will investigate and forward the issue to the Trustee.

Within 30 days after receiving notice of the dispute, the Program Manager will notify the Account Holder of the Trustee's decision. The Program Manager and Trustee may take longer than 30 days if additional information is needed. The notice will explain the basis for the decision or interpretation and give instructions, if any, for requesting further review.

The Account Holder, or an authorized representative, may examine all non-privileged documents pertinent to the dispute.

Appeal Process

An Account Holder who has received an adverse decision may appeal to the Trust for a final administrative decision by the Trustee.

The request must be submitted in writing to the Program Manager within 30 days after being notified of the adverse decision; the Program Manager will forward it to the Trustee.

The request must include the basis for the dispute, all pertinent facts, the proposed remedy, and copies of all relevant documents.

The Trustee may accept the appeal or deny it without further review, conduct further reviews, or ask the Program Manager to do so, or take other action it considers appropriate.

If a written request for final review is not received by the Program Manager within the 30-day period, the Account Holder will be deemed to have waived all rights to further review, and the Trustee's decision shall be final and binding.

If an Account Holder disagrees with a final decision, he or she has the right to appeal in accordance with Alaska Appellate Rule 602.

Reliance Upon Information Provided by Account Holder

When Accounts are established, the Trustee, Program Manager and John Hancock rely on the Account Holder's or Custodian's statements, agreements, representations, warranties and covenants, as set forth in the Declaration, New Account Agreement and this Plan Disclosure Document.

Account Holder's Representations and Acknowledgments

All statements, representations, warranties and covenants of the Account Holder or Custodian will survive the termination of the Account.

The Account Holder represents and warrants to, and acknowledges and agrees with, the Trust regarding the matters set forth in this Plan Disclosure Document, and all certifications on the New Account Agreement, including but not limited to:

- Receiving, reading and understanding the terms and conditions of this Plan Disclosure Document;
- Carefully reviewing all information provided by John Hancock Freedom 529 with respect to the Trust;
- Receiving an opportunity to ask questions about the terms and conditions of the Declaration and the Plan Disclosure Document, and to obtain such additional information necessary to verify the accuracy of any answers received;
- If investing through payroll deduction, acknowledging that the Plan is a voluntary benefit made available to the employee Account Holder by his or her employer and that a financial consultant is available to answer questions concerning the Plan, to assist with the establishment of the Account, investment allocation decisions, and any other questions that may arise in connection with maintaining the Account. The employer assumes no liability or accountability for the operation or design of the Plan or the Plan's suitability to individual employees' financial or other circumstances;
- Understanding that the value of the Account at any time may be more or less than the amount he or she contributed;
- Understanding that all or part of an Account balance may be moved to another Investment Option only once per calendar year and upon the change of the Beneficiary;
- Understanding that no Account can be used as collateral for a loan and that any attempt to do so would be void. The Trust is prohibited from lending any assets to an Account Holder or Beneficiary. The Account Holder may not assign or transfer any interest in an Account except as provided in the Declaration, and any attempt to assign or transfer such an interest shall be void; and,
- Acknowledging that the Alaska College Savings Act requires that the name, address, and other information identifying a person as an Account Holder or Beneficiary in the Plan are confidential and must not be released by the Trust, the University, John Hancock Freedom 529, or the Program Manager to other persons except as specified in the Declaration, such as in connection with servicing or maintaining the Account, as may be permitted or required by law or in accordance with the Account Holder's consent. By participating in the Plan, the Account Holder authorizes the Trust, the University, the Program Manager, and John Hancock Freedom 529 to disclose such

information in accordance with the Privacy Policy of the Plan, as may be amended from time to time, including to regulatory agencies and authorized auditors and compliance personnel for regulatory, audit, or compliance agency purposes, and to third parties for performance of administrative and marketing services provided by or relating to the Trust.

The Account Holder certifies that any future contributions that are rollovers from a Coverdell Education Savings Account, a qualified U.S. Savings Bond, or a prior Section 529 program distribution will be disclosed as such and the applicable earnings provided.

The Account Holder acknowledges that the USA PATRIOT Act requires all financial institutions to obtain, verify and record information that identifies each person who opens an Account (and any person opening an Account on behalf of the Account Holder, such as a Custodian, agent, trustee or officer). The Account Holder acknowledges and authorizes the Trust, and/or the Program Manager to verify the identity of the Account Holder, and if applicable, the identity of any person opening an Account on behalf of the Account Holder using the name, street address, date of birth, Social Security number or taxpayer identification number and other identifying information supplied in the New Account Agreement.

Account Holder's Indemnity

The Account Holder, through the New Account Agreement and the Declaration, indemnifies and holds harmless the Trust, the University, the Trustee, the State of Alaska, the Program Manager (including its affiliates or agents), John Hancock (including its affiliates or agents), and any other counsel, adviser, or consultant retained by those entities and any employee, official, officer or agent of those entities, from and against any and all loss, damage, liability,

penalty, tax, or expense, including costs of reasonable attorneys' fees, to which they shall be put or that they shall incur by reason of, or in connection with, any misstatement or misrepresentation that shall be made by the Account Holder or the Beneficiary, any breach by the Account Holder of the acknowledgments, representations or warranties in the New Account Agreement, the Declaration, or this Plan Disclosure Document, or any failure of the Account Holder to fulfill any covenants or agreements set forth in the New Account Agreement, the Declaration, or this Plan Disclosure Document.

All statements, representations, warranties or covenants of the Account Holder or Custodian shall survive the termination of the Account.

Nonliability of the Trust, Program Manager, John Hancock, and their Related Entities

Neither the Trustee, the University, the University's Board of Regents, the Trust, any other agency of the State of Alaska, the Program Manager (including its affiliates or agents), John Hancock (including its affiliates or agents), any other counsel, adviser or consultant retained by, or on behalf of, the Trust, nor any employee, officer, or official of any of those entities:

a) guarantees or indicates in any way that a Beneficiary (i) will be accepted as a student by any institution of higher education or post-secondary education, or, if accepted, will be permitted to continue as a student; (ii) will be treated as a resident of any particular state for tuition purposes; (iii) will graduate from any institution of higher education or post-secondary education; or (iv) will achieve any particular treatment under any applicable state or federal financial aid program;

b) is liable for any loss of funds invested through the Trust or for the denial of any perceived tax or other benefit under the Declaration or the College Savings Program;

c) guarantees any rate of return or benefit for contributions to an Account — any risk of loss in Account value or other benefit rests exclusively with the Account Holder and Beneficiary; or

d) is liable for a failure of the College Savings Program to qualify or to remain a qualified tuition program established and maintained by a state under the Code, including, but not limited to, loss of favorable tax treatment under state or federal law.

Appendix: Underlying Mutual Funds

Information About Underlying Funds and Investments

The Investment Options in the Plan are more likely to meet their goals if the underlying funds achieve their investment objectives. This section provides basic information about the underlying funds.

Detailed information on the Investment Options' underlying funds, including fees, expenses and fund performance is available in each fund's prospectus, which is available by calling a John Hancock Freedom 529 Customer Service Representative at 1-866-222-7498 or by contacting your financial consultant.

Underlying Mutual Funds Expense Ratios

(as of each fund's most recent published fiscal year end as of May 1, 2011)

American Mutual Fund F-1	0.67%
John Hancock Disciplined Value Fund I, subadvised by Robeco	0.88%
John Hancock Funds II Capital Appreciation Fund, subadvised by Jennison	0.74%
John Hancock Funds II Emerging Markets Fund, subadvised by DFA	1.08%
John Hancock Funds II Fundamental Value Fund, subadvised by Davis	0.80%
John Hancock Funds II International Value Fund, subadvised by Templeton	0.92% ¹
John Hancock Funds II Lifestyle Growth Portfolio Class 5	0.90%
John Hancock Funds II Lifestyle Balanced Portfolio Class 5	0.88%
John Hancock Funds II Lifestyle Moderate Portfolio Class 5	0.83%
John Hancock Funds II Total Return Fund, subadvised by PIMCO	0.72%
Oppenheimer International Growth Fund Y	0.81%
T. Rowe Price Summit Cash Reserves Fund	0.45% ¹
T. Rowe Price Short-Term Bond Fund	0.59% ¹
T. Rowe Price Spectrum Income Fund	0.70% ²
T. Rowe Price Equity Income Fund	0.69% ¹
T. Rowe Price Blue Chip Growth Fund	0.77%
T. Rowe Price Mid-Cap Value Fund	0.81%
T. Rowe Price New Horizons Fund	0.81%
T. Rowe Price Inflation Focused Bond Fund	0.52% ¹
T. Rowe Price Small-Cap Stock Fund	0.92%
T. Rowe Price Science & Technology Fund	0.92%
T. Rowe Price Health Sciences Fund	0.84%
T. Rowe Price Financial Services Fund	0.96%

Underlying Fund Fees

In addition to the Plan fees and expenses, each Investment Option will indirectly bear its pro rata share of the fees and expenses of the underlying mutual funds in which it invests. The total expense ratios of the underlying mutual funds as of each fund's most recent published fiscal year are listed in the chart that follows. Total expenses for each Investment Option based on the weighted average of the underlying fund allocations are available quarterly and may be obtained by calling 1-866-222-7498.

¹ Expense caps: Due to voluntary expense reimbursement or fee waivers, actual total operating expenses for the John Hancock Funds II International Value Fund (subadvised by Templeton) are 0.90%, actual total operating expenses for the T. Rowe Price Summit Cash Reserves Fund are 0.37%, actual total operating expenses for the T. Rowe Price Short-Term Bond Fund are 0.55%, actual total operating expenses for the T. Rowe Price Equity Income Fund are 0.68% and actual total operating expenses of T. Rowe Price Inflation Focused Bond Fund are 0.50%. These waivers may be amended or withdrawn in the future.

² Since the T. Rowe Price Spectrum Income Fund bears a pro rata share of expenses of the other funds in which it invests, the number shown is a weighted average.

Funds May Not Meet Objectives; Accounts Are Not Insured

As with many investments, there is no guarantee that the underlying funds will meet their objectives. Keep in mind also that the underlying investments (including any mutual fund shares) are not deposits or obligations of, or guaranteed by, any depository institution. Investments in the investment options are not insured by the FDIC, Federal Reserve, or any other government agency, and are subject to investment risks, including possible loss of the principal amount invested.

The descriptions of the investment objective and strategies of each underlying mutual fund are organized alphabetically by fund name within the following categories: domestic and foreign stock funds, aggressive stock funds, fixed-income funds and the lifestyle portfolios' underlying funds.

Funds Focusing on Domestic and Foreign Equities (Stocks)

American Mutual Fund F-1

Seeks to provide current income, capital growth and conservation of principal. The fund is conservatively managed to reduce volatility and risk. It has historically produced income well above that of the S&P 500 Index. The fund does not own securities of companies that derive the majority of their revenues from tobacco and/or alcohol. The fund invests primarily in common stocks of larger, more established companies that have long records of increasing earnings and dividends, but may also invest in securities convertible into common stocks, non-convertible preferred stocks, U.S. government securities or bonds rated A or better and cash.

John Hancock Disciplined Value Fund I, subadvised by Robeco

Seeks long-term growth of capital by investing, under normal conditions, at least 80% of its net assets in a diversified portfolio consisting primarily of equity securities, such as common stocks of issuers with a market capitalization of \$1 billion or greater and identified by the subadviser as having value characteristics, including price-to-book value ratios and price-to-earnings ratios. These value characteristics are examined in the context of the issuer's operating and financial fundamentals, such as return on equity and earnings growth and cash flow. The fund may also invest up to 20% of its total assets in non-U.S. dollar-denominated securities.

John Hancock Funds II Capital Appreciation Fund, subadvised by Jennison

Seeks to achieve long-term growth of capital by investing, under normal market conditions, at least 65% of the fund's total assets in equity-related securities of companies, at the time of investment, that exceed \$1 billion in market capitalization and that the subadviser believes have above-average growth prospects. These companies are generally medium- to large-capitalization companies.

John Hancock Funds II Emerging Markets Fund, subadvised by Dimensional Fund Advisors

Seeks long-term capital appreciation. Under normal circumstances, the fund will invest at least 80% of its net assets (plus borrowing for investment purposes) in companies associated with emerging markets, as designated from time to time by the Investment Committee of the subadviser, Dimensional Fund Advisors. The fund seeks to achieve its objective by purchasing emerging market equity securities across all market capitalizations that are deemed by the subadviser to be value stocks at the time of purchase.

John Hancock Funds II Fundamental Value Fund, subadvised by Davis

Seeks to achieve growth of capital by investing, under normal market conditions, in common stocks of U.S. companies with market capitalizations of at least \$10 billion. The fund may also invest in companies with small capitalizations. The fund's managers seek well-managed companies with durable business models that can be purchased at attractive valuations relative to their intrinsic value.

John Hancock Funds II International Value Fund, subadvised by Templeton

Seeks to achieve long-term capital growth by investing at least 65% of its total assets at the time of investment in equity securities of companies located outside the United States, including emerging markets.

John Hancock Funds II Lifestyle Growth Portfolio Class 5

Seeks long-term growth of capital by normally investing approximately 80% of assets in underlying funds that invest primarily in equity securities and approximately 20% of assets in underlying funds that invest primarily in fixed-income securities. In managing the portfolio, the sub-advisor seeks to identify companies that it believes are currently undervalued relative to market, based on estimated future earnings and cash flow. Under normal market conditions, the fund is almost entirely invested in underlying funds which invest primarily in stocks and may invest in securities of foreign issuers. In abnormal market conditions, or for defensive purposes, the fund may invest exclusively in investment-grade short-term securities, including cash. The variations in the target allocation between underlying funds that invest primarily in equity securities and underlying funds that invest primarily in fixed-income securities are permitted up to 10% in either direction. Thus, the fund may have an equity/fixed-income fund allocation of 90%/10% or 70%/30%. The assets in the fund are rebalanced quarterly to maintain the selected percentage level. As of April 1, 2011, the allocations to the various funds were as follows:

Bond	1.0%	Franklin Templeton Mutual Shares	2.9%	Franklin International Value	
3.1%	PIMCO Total Return	0.8%	T. Rowe Price Capital Appreciation Value	2.4%	Marsico International Opportunities
2.8%	WAMCO Floating Rate Income			2.1%	Wellington Natural Resources
1.6%	T. Rowe Price Spectrum Income	Equity		1.9%	Wellington Mid Cap Stock
1.5%	JHAM Strategic Income Opportunities	5.4%	T. Rowe Price Blue Chip Growth	1.8%	Columbia Value & Restructuring
1.5%	Stone Harbor Multi Sector Bond	4.2%	Jennison Capital Appreciation	1.5%	DeAM Global Real Estate
1.4%	WAMCO High Yield	3.9%	GMO U.S. Multi Sector	1.0%	SSgA International Equity Index A
1.0%	JHAM High Income	3.1%	Rainier Growth	1.0%	T. Rowe Price Real Estate Equity
0.9%	PIMCO Global Bond	2.6%	QS Investors All Cap Core	0.8%	DFA International Small Company
0.9%	Wells U.S. High Yield Bond	2.1%	JHAM Mid Cap Index	0.8%	Franklin Templeton International Small Cap
0.9%	PIMCO Real Return Bond	1.6%	Lord Abbett All Cap Value	0.8%	American Century Heritage
0.8%	JHAM/Decl Active Bond	1.6%	Wellington Technical Opportunities	0.6%	Columbia Mid Cap Value Equity
0.4%	Stone Harbor Global High Yield	1.5%	T. Rowe Price Mid Value	0.5%	Invesco Advisers International Growth Stock
		1.3%	JHAM Optimized Value	0.5%	JHAM Small Cap Intrinsic Value
Equity Income		1.0%	UBS Large Cap	0.5%	DFA / Invesco Advisers Small Cap Opportunities
5.3%	Wellington Alpha Opportunities	0.8%	T. Rowe Price Small Company Value	0.5%	Wellington Small Cap Growth
5.0%	Davis Fundamental Value	0.5%	Invesco Advisers Value	0.4%	Invesco Advisers Small Company Growth
4.0%	T. Rowe Price Equity Income	0.5%	Wellington Small Cap Value	0.4%	JHAM, Frontier, Perimeter Smaller Company Growth
3.0%	JHAM Index 500	0.4%	T. Rowe Price Large Cap Value		
2.0%	First Quadrant Currency Strategies	Aggressive Growth			
1.5%	Boston Partners Disciplined Value	6.8%	DFA Emerging Markets		
		2.9%	GMO International Core		

John Hancock Funds II Lifestyle Balanced Portfolio Class 5

Seeks a balance between a high level of current income and growth of capital, with a greater emphasis on growth of capital by normally investing approximately 60% of assets in underlying funds that invest primarily in equity securities and approximately 40% of assets in underlying funds that invest primarily in fixed-income securities. The variations in the target allocation between underlying funds that invest primarily in equity securities and underlying funds that invest primarily in fixed-income securities are permitted up to 10% in either direction. Thus, the fund may have an equity/fixed-income fund allocation of 70%/30% or 50%/50%. The assets in the fund are rebalanced quarterly to maintain the selected percentage level. As of April 1, 2011, the allocations to the various funds were as follows:

Bond	1.3%	Boston Partners Disciplined Value	2.2%	Franklin International Value	
4.4%	PIMCO Total Return	1.0%	Franklin Templeton Mutual Shares	1.7%	Wellington Mid Cap Stock
3.7%	JHAM/Decl Active Bond	0.8%	T. Rowe Price Capital Appreciation Value	1.6%	Marsico International Opportunities
3.5%	T. Rowe Price Spectrum Income			1.6%	Wellington Natural Resources
3.5%	Stone Harbor Multi Sector Bond	Equity		1.5%	DeAM Global Real Estate
3.3%	WAMCO Floating Rate Income	4.4%	T. Rowe Price Blue Chip Growth	1.5%	Columbia Value & Restructuring
3.2%	JHAM Strategic Income Opportunities	3.1%	Jennison Capital Appreciation	1.0%	T. Rowe Price Real Estate Equity
3.1%	PIMCO Global Bond	2.9%	GMO U.S. Multi Sector	0.5%	American Century Heritage
2.9%	WAMCO High Yield	2.3%	Rainier Growth	0.5%	Columbia Mid Cap Value Equity
2.7%	PIMCO Real Return Bond	2.1%	QS Investors All Cap Core	0.5%	Wellington Small Cap Growth
2.3%	Wells U.S. High Yield Bond	1.6%	Wellington Technical Opportunities	0.5%	Invesco Advisers International Growth Stock
1.9%	Wells Core Bond	1.2%	Lord Abbett All Cap Value	0.3%	JHAM Small Cap Intrinsic Value
1.9%	JHAM High Income	1.1%	JHAM Optimized Value	0.3%	DFA/Invesco Advisers Small Cap Opportunities
0.9%	Stone Harbor Global High Yield	1.1%	UBS Large Cap	0.3%	Invesco Advisers Small Company Growth
0.7%	Wellington Investment Quality Bond	1.0%	T. Rowe Price Mid Value	0.3%	JHAM, Frontier, Perimeter Smaller Company Growth
		0.8%	T. Rowe Price Small Company Value	0.3%	DFA International Small Company
Equity Income		0.5%	Invesco Advisers Value	0.2%	Franklin Templeton International Small Cap
3.7%	Wellington Alpha Opportunities	0.3%	Wellington Small Cap Value		
3.7%	Davis Fundamental Value	0.2%	T. Rowe Price Large Cap Value		
3.0%	JHAM Index 500	Aggressive Growth			
2.4%	T. Rowe Price Equity Income	4.5%	DFA Emerging Markets		
2.0%	First Quadrant Currency Strategies	2.2%	GMO International Core		

Oppenheimer International Growth Fund Y

Seeks long-term capital appreciation by investing mainly in common stocks of growth companies that are domiciled outside the United States or have their primary operations outside the United States.

T. Rowe Price Blue Chip Growth Fund

Seeks to provide long-term capital growth. Income is a secondary objective. Its principal investment strategy is to invest at least 80% of net assets in the common stocks of large- and medium-size blue chip growth companies. These are firms that, in T. Rowe Price's view, are well-established in their industries and have the potential for above-average earnings growth.

T. Rowe Price Equity Income Fund

Seeks to provide substantial dividend income as well as long-term capital appreciation by investing at least 80% of net assets in common stocks, with 65% in the common stocks of well-established companies paying above-average dividends, with favorable prospects for both increasing dividends and capital appreciation. A conservative stock fund with the potential for dividend income and some capital appreciation, the fund is lower risk than a fund focusing on growth stocks, but higher risk than a bond fund.

T. Rowe Price Mid-Cap Value Fund

Seeks to provide long-term capital appreciation by investing primarily in mid-size companies that appear to be undervalued. The fund will normally invest at least 80% of net assets in companies whose market capitalization (number of shares outstanding multiplied by share price) falls within the range of the companies in the S&P MidCap 400 Index or the Russell Midcap Value Index. In taking a value approach to investment selection, the fund seeks to identify companies whose stock prices do not appear to reflect their underlying values.

T. Rowe Price New Horizons Fund

Seeks to provide long-term growth of capital by investing primarily in common stocks of small, rapidly growing companies, preferably early in the corporate life cycle before a company becomes widely recognized by the investment community. The fund may also invest in companies that offer the possibility of accelerated earnings growth due to rejuvenated management, new products, or structural changes in the economy. While most assets will be invested in U.S. common stocks, other securities may also be purchased, including foreign stocks, futures, and options in keeping with the fund's objective.

T. Rowe Price Small-Cap Stock Fund

Seeks to provide long-term capital growth by investing at least 80% of net assets in stocks of small companies. A small company is defined as having a market capitalization that falls (i) within or below the range of companies in either the Russell 2000 Index or the S&P SmallCap 600 Index or (ii) below the three-year average maximum market cap of companies in either index as of December 31 for the three preceding years. The Russell 2000 and S&P SmallCap 600 Indexes are widely used benchmarks for small-cap stock performance. Stock selection may reflect either a growth or value investment approach.

Aggressive Stock Funds

T. Rowe Price Financial Services Fund

Seeks long-term capital appreciation and modest current income through investments in financial services companies. The fund will invest at least 80% of assets in the common stocks of companies in the financial services industry. In addition, the fund may invest in companies deriving substantial revenues (at least 50%) from conducting business with the industry, such as providers of financial software.

T. Rowe Price Health Sciences Fund

Seeks long-term capital appreciation. The fund will invest at least 80% of total assets in the common stocks of companies engaged in the research, development, production, or distribution of products or services related to health care, medicine, or the life sciences (collectively termed “health sciences”). While the fund can invest in companies of any size, the majority of fund assets are expected to be invested in large- and mid-capitalization companies.

T. Rowe Price Science & Technology Fund

An aggressive stock fund seeking long-term capital growth. The fund will invest at least 80% of total assets in the common stocks of companies expected to benefit from the development, advancement, and use of science and technology.

Funds Focusing on Fixed-Income Securities

John Hancock Funds II Lifestyle Moderate Portfolio Class 5

Seeks a balance between a high level of current income and growth of capital, with a greater emphasis on income by normally investing approximately 40% of assets in underlying funds that invest primarily in equity securities and approximately 60% of assets in underlying funds that invest primarily in fixed-income securities. The variations in the target allocation between underlying funds that invest primarily in equity securities and underlying funds that invest primarily in fixed-income securities are permitted up to 10% in either direction. Thus, the fund may have an equity/fixed-income fund allocation of 50%/50% or 30%/70%. The assets in the fund are rebalanced quarterly to maintain the selected percentage level. As of April 1, 2011, the allocations to the various funds were as follows:

Bond	Equity Income	2.1% DFA Emerging Markets
7.9% PIMCO Total Return	3.4% Davis Fundamental Value	1.6% Franklin International Value
6.9% JHAM/Decl Active Bond	2.9% T. Rowe Price Equity Income	1.5% Wellington Mid Cap Stock
5.0% WAMCO Floating Rate Income	2.9% JHAM Index 500	1.5% GMO International Core
5.0% Wells Core Bond	2.0% First Quadrant Currency Strategies	1.5% DeAM Global Real Estate
4.9% T. Rowe Price Spectrum Income	1.9% Wellington Alpha Opportunities	1.4% Columbia Value & Restructuring
4.9% JHAM Strategic Income Opportunities	Equity	1.0% Marsico International Opportunities
4.8% Stone Harbor Multi Sector Bond	4.7% T. Rowe Price Blue Chip Growth	1.0% T. Rowe Price Real Estate Equity
3.8% PIMCO Global Bond	2.4% GMO U.S. Multi Sector	0.5% Invesco Advisers International Growth Stock
3.8% PIMCO Real Return Bond	1.5% T. Rowe Price Mid Value	0.5% Wellington Natural Resources
3.3% Wellington Investment Quality Bond	1.4% Jennison Capital Appreciation	0.3% Wellington Small Cap Growth
2.5% WAMCO High Yield	0.7% Rainier Growth	0.3% Invesco Advisers Small Company Growth
1.9% Declaration Total Bond Market	0.5% T. Rowe Price Small Company Value	0.3% JHAM, Frontier, Perimeter Smaller Company Growth
1.9% Wells U.S. High Yield Bond	0.3% Wellington Small Cap Value	
1.5% JHAM High Income	Aggressive Growth	
1.4% Stone Harbor Global High Yield	2.4% EPOCH Global Shareholder Yield	

John Hancock Funds II Total Return Fund, subadvised by PIMCO

Seeks to achieve maximum total return, consistent with preservation of capital and prudent investment management by investing at least 65% of the fund's total assets in a diversified portfolio of fixed-income securities of varying maturities. The average portfolio duration will normally vary within a three- to six-year time frame based on PIMCO's forecast for interest rates.

T. Rowe Price Spectrum Income Fund

Seeks a high level of current income with moderate share price fluctuation. The fund, in turn, invests in several T. Rowe Price domestic and international bond funds, a money market fund, and one income-oriented stock fund. The percent of assets allocated to the various funds must conform to the following ranges:

Asset Allocation Ranges for T. Rowe Price Spectrum Income Fund:

T. Rowe Price Corporate Income Fund	0–10%	T. Rowe Price International Bond Fund	5–20%
T. Rowe Price Emerging Markets Bond Fund	0–10%	T. Rowe Price New Income Fund	10–25%
T. Rowe Price Equity Income Fund	10–25%	T. Rowe Price Short-Term Bond Fund	0–15%
T. Rowe Price GNMA Fund	5–20%	T. Rowe Price Summit Cash Reserves Fund	0–25%
T. Rowe Price High Yield Fund 1	0–25%	T. Rowe Price U.S. Treasury Long-Term Fund	0–15%

T. Rowe Price Summit Cash Reserves Fund

Seeks preservation of capital and liquidity and, consistent with these, the highest possible current income. The mutual fund invests in high-quality, United States dollar-denominated money market securities of United States and foreign issuers and is managed to provide a stable share price of \$1.00.

T. Rowe Price Short-Term Bond Fund

Seeks a high level of income consistent with minimal fluctuation in principal value and liquidity. The mutual fund normally invests at least 80% of total assets in short- and intermediate-term investment-grade corporate, government, and mortgage-backed securities. It may also invest in bank obligations, collateralized mortgage obligations, foreign securities, and hybrids. Securities purchased will be rated within the four highest credit categories (AAA, AA, A, BBB, or equivalent) by at least one nationally-recognized credit rating agency or, if unrated, deemed to be of comparable quality by T. Rowe Price. The fund's average effective maturity will not exceed three years.

T. Rowe Price Inflation Focused Bond Fund

Seeks a high level of income consistent with minimal fluctuation in principal value and liquidity. The fund will invest in a diversified portfolio of short- and intermediate-term investment-grade inflation-linked securities, including Treasury Inflation Protected Securities (TIPs), as well as corporate, government, mortgage-backed and asset-backed securities and may also invest in bank obligations, collateralized mortgage obligations, foreign securities and hybrids. The fund will invest at least 20% of its net assets in inflation-linked securities, although normally the fund expects to invest 50% or more of its net assets in inflation-linked securities. The fund's average effective maturity will range between one and seven years. The fund will only invest in securities rated BBB or higher or if unrated, deemed to be of comparable quality by T. Rowe Price.

Objectives and Strategies of Lifestyle Portfolios' Underlying Funds

Invesco Advisers Small Company Growth Fund

Seeks long-term growth of capital by normally investing at least 80% of its assets in securities of small-capitalization companies. The sub-advisor seeks to identify those companies that have strong earnings momentum or demonstrate other potential for growth of capital.

American Century Heritage Fund

Seeks long-term capital growth by investing in stocks of medium-sized and smaller companies the manager believes will increase in value over time. Using a bottom-up approach to stock selection, the manager makes investment decisions based primarily on analysis of individual companies, rather than on broad economic forecasts. The fund may invest in securities of foreign companies, including companies located in emerging markets. The fund may invest a portion of its assets in debt securities, options, preferred stock and equity-equivalent securities, such as convertible securities, stock futures contracts or stock index futures contracts. The fund generally limits its purchase of debt securities to investment-grade obligations. 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 short-term debt securities. To the extent the fund assumes a defensive position it will not be pursuing its objective of long-term capital growth.

Columbia Mid Cap Value Equity Fund

Seeks long-term growth of capital by investing at least 80% of net assets in equity securities of medium-sized companies. The portfolio's deep value approach involves identifying companies that are trading at discounts to intrinsic value. Stocks are selected for purchase based on valuations, fundamental analysis and the team's assessment of the stock to outperform in the current economic context. Stocks are generally sold when there is a change in fundamental characteristics and/or when the team no longer expects them to outperform. Specifically, sales may occur if a stock's value creation story changes or if a stock becomes priced beyond relative or absolute valuation expectation.

Columbia Value & Restructuring Fund

Seeks long-term capital appreciation by investing at least 65% of its total assets in common stocks of U.S. and foreign companies whose share price, in the opinion of the subadvisor, does not reflect the economic value of the company's assets, but where the subadvisor believes restructuring efforts or industry consolidation will serve to highlight the true value of the company.

Davis Advisors Fundamental Value Fund

Seeks growth of capital by normally investing primarily in common stocks of U.S. companies with market capitalizations of at least \$5 billion that the sub-advisor believes are undervalued. The fund may also invest in U.S. companies with smaller capitalizations.

Declaration Total Bond Market Fund

The fund is an intermediate-term bond fund of high and medium credit quality that seeks to track the performance of the Barclays Capital U.S. Aggregate Bond Index, which broadly represents the U.S. investment-grade bond market. Under normal market conditions, the fund invests at least 80% of its net assets (plus any borrowing for investment purposes) in securities listed in the Barclays Index. The subadviser employs a passive management strategy using quantitative techniques to select individual securities that provide a representative sample of the securities in the Barclays Index. The Barclays Index consists of dollar-denominated, fixed-rate, investment-grade debt securities with maturities generally greater than one year and outstanding par values of at least \$200 million, including: U.S. Treasury and agency securities; asset-backed and mortgage-backed securities; corporate bonds, both U.S. and foreign (if dollar denominated); and foreign government and agency securities (if dollar denominated). The subadviser selects securities to match, as closely as practicable, the Barclays Index's duration, cash flow, sector, credit quality, callability and other key performance characteristics. The fund may purchase other types of securities that are not primary investment vehicles, including, for example, certain derivatives (investments whose value is based on indexes or other securities).

Deutsche Asset Mgt. Global Real Estate Fund

Seeks to achieve a combination of long-term capital appreciation and current income by normally investing at least 80% of its net assets in equity securities of real estate investment trusts ("REITs") and real estate companies including foreign REITs and real estate companies.

Dimensional Fund Advisors/Invesco Advisers

Seeks to achieve long-term capital appreciation. Under normal market conditions, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in equity securities of small-capitalization companies. The managers use a multi-factor quantitative model process to narrow the universe of small company stocks to those with inexpensive valuations but strong levels of financial productivity as measured by returns on invested capital. The managers then utilize fundamental analysis focusing on a number of factors, including whether a company possesses a stable or improving earnings record, sound finances, above-average growth prospects or profitability, participation in a fast growing industry, a strategic niche position in a specialized market and adequate capitalization. In terms of portfolio construction, sector exposure is limited to within 4 percentage points of the index weight. Holdings typically are weighted from 1–2% with maximum exposure of 2.5%.

Dimensional Fund Advisors, LP Emerging Markets Fund

Seeks to achieve long-term capital appreciation by purchasing the stocks of emerging market equity securities that the Advisor determines to be value stocks at the time of purchase.

Dimensional Fund Advisors, LP International Small Company Fund

Seeks long-term capital by investing its assets in equity securities of non-U.S. small companies of developed countries and may invest up to 20% of its assets in equity securities of small companies in emerging markets.

EPOCH Global Shareholder Yield Fund

Seeks to provide a high level of income with capital appreciation as a secondary objective. Under normal conditions, the fund will invest at least 80% of its total assets in equity securities of dividend paying companies located throughout the world and may invest up to 20% of its assets in securities issued by companies located in emerging markets. The fund will generally invest in companies with a market capitalization, at the time of purchase, of \$250 million or greater. The fund may also invest up to 20% of net assets in debt securities, including junk bonds and high yielding fixed-income securities rated below investment grade. The fund may also invest up to 15% of its net assets in illiquid investments.

First Quadrant Currency Strategies Fund

The fund seeks to achieve total return from investments in currency markets. Under normal market conditions, at least 80% of the value of the fund's assets will be exposed to currency through currency forwards and other currency transactions. The fund's assets not used to purchase currency forwards and other currency instruments will be invested in investment-grade debt securities. The fund seeks to achieve positive absolute returns through the income produced by the debt securities and any net gains resulting from fluctuations in the values of currencies relative to the U.S. dollar. (Net losses on currency transactions will reduce positive absolute returns.)

Franklin Templeton Mutual Shares Fund

To seek capital appreciation, which may occasionally be short term. Income is a secondary objective. Under normal market conditions, the fund invests primarily in equity securities (including convertible securities or securities the subadviser expects to be exchanged for common or preferred stock) of companies of any nation that the subadviser believes are available at market prices less than their value based on certain recognized or objective criteria (intrinsic value).

Grantham, Mayo, Van Otterloo (GMO) International Core Fund

Seeks to achieve high total return by outperforming its benchmark, the MSCI EAFE Index. The fund normally invests 80% of its assets in equity securities and typically invests in a diversified mix of equity investments from developed markets other than the U.S.

Grantham, Mayo, Van Otterloo (GMO) U.S. Multi-Sector Fund

Seeks long-term capital appreciation. The fund normally invests in securities in the Wilshire 5000 Index, an independently maintained index which measures the performance of all equity securities (with readily available price data) of issuers with headquarters in the U.S. The fund normally invests at least 80% of its assets in investments tied economically to the U.S.

Invesco Advisers International Growth Stock Fund

The portfolio seeks to achieve its objective by outperforming its benchmark. The portfolio typically invests in a diversified portfolio of equity investments from the world's developed markets outside the U.S.

Invesco Advisers Value Fund

Seeks total return. The fund normally invests at least 65% of its assets in common stock that the fund's Adviser believes is undervalued and currently is not being recognized within the marketplace.

Jennison Capital Appreciation Fund

Seeks long-term capital growth by investing at least 65% of its total assets in equity-related securities of companies that exceed \$1 billion in market capitalization and that the sub-advisor believes have above-average growth prospects. These companies are generally medium-to-large-capitalization companies.

Lord Abbett All Cap Value Fund

The fund's investment objective is long-term growth of capital and income without excessive fluctuations in market value. To pursue its objective, the fund primarily purchases equity securities of U.S. and multinational companies that the manager believes are undervalued in all market capitalization ranges. Under normal circumstances, the fund will invest 50% of its net assets in stocks of large, seasoned companies. The fund will invest the remainder of its assets in mid-sized and small company securities. The fund seeks to remain fully invested in accordance with its investment objective. However, in an attempt to respond to adverse economic, market, political or other conditions that are unfavorable for investors, the fund may invest its 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, money market fund shares, and other money market instruments. The fund also may invest in these types of securities or hold cash while looking for suitable investment opportunities or to maintain liquidity. When investing in this manner, the fund may be unable to achieve its investment objective.

Marsico Capital Mgt. International Opportunities Fund

Seeks long-term growth of capital by normally investing at least 65% of its assets in common stocks of foreign companies selected for their long-term growth potential. The fund may invest in companies of any size throughout the world and normally invests in issuers from at least three different countries, not including the U.S. It may invest in common stocks of companies operating in emerging markets.

John Hancock Asset Mgt/Declaration Active Bond Fund⁺

Seeks income and capital appreciation by investing at least 80% of its assets in a diversified mix of debt securities and instruments.

⁺ John Hancock Asset Mgt. is a division of Manulife Asset Mgt. (US) LLC (formerly MFC Global U.S.) and a division of Manulife Asset Mgt. (North America) LLC (formerly MFC Global U.S.A.).

John Hancock Asset Mgt, Frontier, Perimeter Smaller Company Growth Fund⁺

Seeks long-term capital appreciation by investing, under normal market conditions, at least 80% of its assets in small-cap equity securities. The fund currently defines small-cap equity securities as equity securities of companies with market capitalizations not exceeding \$5.5 billion at the time of purchase. While the fund's investments will generally consist of U.S.-traded securities, the fund may also invest in foreign securities and, during unusual or unsettled market conditions, for purposes of meeting redemption requests or pending investment of its assets, the fund may invest all or a portion of its assets in (a) high-quality money market instruments such as short-term U.S. government obligations, commercial paper, repurchase agreements or other cash equivalents; and (b) money market funds. The fund employs a multi-manager approach with three subadvisers, each of which employs its own investment approach and independently manages its portion of the fund. The Adviser may change the allocation of fund assets among the subadvisers at any time.

John Hancock Asset Mgt High Income Fund⁺

Seeks high current income by normally investing at least 80% of its assets in U.S. and foreign fixed-income securities rated BB/Ba or lower and their unrated equivalents.

John Hancock Asset Mgt Index 500 Fund⁺

Seeks to approximate the aggregate total return of a broad-based U.S. domestic equity market index. To pursue this goal, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) at the time of investment in (a) the common stocks that are included in the S&P 500 Index and (b) securities (which may or may not be included in the S&P 500 Index) that the subadviser believes as a group will behave in a manner similar to the index. The subadviser may determine that the Index 500 Fund's investments in certain instruments, such as index futures, total return swaps and ETFs have similar economic characteristics as those that are in the S&P 500 Index.

John Hancock Asset Mgt Mid-Cap Index Fund⁺

Seeks to approximate the aggregate total return of a mid-cap U.S. domestic equity market index by attempting to track the performance of the S&P MidCap 400 Index.*

John Hancock Asset Mgt Optimized Value Fund⁺

Seeks long-term capital appreciation by normally investing at least 65% of its total assets in equity securities of U.S. companies with the potential for long-term growth of capital. The fund invests in U.S. companies with a market capitalization range, at the time of investment, equal to that of the fund's benchmark, the Russell 1000 Value Index.

⁺ John Hancock Asset Mgt. is a division of Manulife Asset Mgt. (US) LLC (formerly MFC Global U.S.) and a division of Manulife Asset Mgt. (North America) LLC (formerly MFC Global U.S.A.).

John Hancock Asset Mgt Small Cap Intrinsic Value Fund⁺

Seeks to achieve long-term capital appreciation by investing at least 80% of its assets in equity securities of small-capitalization companies in the capitalization range of the Russell 2000 Index.*

John Hancock Asset Mgt Strategic Income Opportunities Fund⁺

Seeks to maximize total return consisting of current income and capital appreciation by investing at least 80% of its assets in the following types of securities, which may be denominated in U.S. dollars or non-U.S. currencies: foreign government and corporate debt securities from developed and emerging markets, U.S. government and agency securities, domestic high-yield bonds and investment-grade corporate bonds, and currency instruments.

PIMCO Global Bond Fund

Seeks to realize maximum total return, consistent with preservation of capital and prudent investment management, by investing primarily in fixed-income securities denominated in major foreign currencies, baskets of foreign currencies (such as the ECU) and the U.S. dollar.

PIMCO Real Return Bond Fund

Seeks maximum return, consistent with preservation of capital and prudent investment management, by normally investing at least 80% of its net assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments and by corporations.

PIMCO Total Return Fund

Seeks to achieve maximum total return, consistent with preservation of capital and prudent investment management, by investing at least 65% of the fund's total assets in a diversified portfolio of fixed-income securities of varying maturities. The average portfolio duration will normally vary within a 3- to 6-year time frame based on PIMCO's forecast for interest rates.

QS Investors All Cap Core Fund

To seek to achieve long-term growth of capital. Under normal market conditions, the fund invests in common stocks and other equity securities within all asset classes (small-, mid- and large-cap), primarily those within the Russell 3000 Index.

⁺ John Hancock Asset Mgt. is a division of Manulife Asset Mgt. (US) LLC (formerly MFC Global U.S.) and a division of Manulife Asset Mgt. (North America) LLC (formerly MFC Global U.S.A.).

Rainier Growth

Seeks long-term capital appreciation by normally investing at least 80% of its net assets in the common stock of large-capitalization growth companies traded in the U.S. “Growth company” denotes companies with the prospect of strong earnings, revenue or cash flow growth. The fund may invest up to 35% of its total assets in foreign securities.

Robeco Boston Partners Disciplined Value Fund

Seeks to provide long-term growth of capital. Under normal circumstances, the fund invests at least 80% of its net assets in a diversified portfolio of common stocks of issuers identified as having value characteristics using various factors such as price to book value and price to earnings ratios. Securities are selected based on a continuous study of trends in industries and companies, earnings power and growth.

SSgA Funds International Equity Index Fund B

Seeks to track the performance of broad-based equity indexes of foreign companies in developed and emerging markets by attempting to track the performance of the MSCI All Country World ex-U.S. Index.*

Stone Harbor Global High Yield Fund

Seeks to provide maximum total return, which consists of income on the fund's investments and capital appreciation. The fund normally invests at least 80% of its net assets in high-yield bonds issued by U.S. and foreign corporations and foreign governments and their agencies and instrumentalities. Under normal circumstances, the fund will invest at least 40% of its net assets in foreign securities. The high-yield bonds in which the fund invests will consist of both high-yield and emerging-market fixed income securities.

Stone Harbor Multi-Sector Bond Fund

Seeks to provide maximum total return, which consists of income on the fund's investments and capital appreciation. The fund will normally invest in a diverse portfolio of fixed-income securities. Under normal circumstances, the fund will invest at least 80% of its assets in bonds and related investments and maintain an average portfolio duration of three years or less.

T. Rowe Price Blue Chip Growth Fund

Seeks to provide long-term capital growth. Income is a secondary objective. Its principal investment strategy is to invest at least 80% of net assets in the common stocks of large- and medium-size blue chip growth companies. These are firms that, in T. Rowe Price's view, are well-established in their industries and have the potential for above-average earnings growth.

T. Rowe Price Capital Appreciation Value Fund

The Fund seeks long-term capital appreciation by investing primarily in common stocks. The Fund invests at least 50% of its total assets in common stocks of established U.S. companies that have above-average potential for capital growth. To help preserve principal value, the remaining assets are generally invested in other securities, including convertible securities, corporate and government debt, foreign securities, futures and options. The fund may also invest up to 20% of total assets in foreign securities.

T. Rowe Price Equity Income Fund

Seeks to provide substantial dividend income as well as long-term capital appreciation by investing at least 80% of net assets in common stocks, with 65% in the common stocks of well-established companies paying above-average dividends, with favorable prospects for both increasing dividends and capital appreciation. A conservative stock fund with the potential for dividend income and some capital appreciation, the fund is lower risk than a fund focusing on growth stocks, but higher risk than a bond fund.

T. Rowe Price Mid-Cap Value Fund

Seeks to provide long-term capital appreciation by investing primarily in mid-size companies that appear to be undervalued. The fund will normally invest at least 80% of net assets in companies whose market capitalization (number of shares outstanding multiplied by share price) falls within the range of the companies in the S&P MidCap 400 Index or the Russell Midcap Value Index. In taking a value approach to investment selection, the fund seeks to identify companies whose stock prices do not appear to reflect their underlying values.

T. Rowe Price Real Estate Equity Fund

Seeks long-term growth of capital through a combination of capital appreciation and current income by investing at least 80% of its net assets in the equity securities of real estate companies. The fund's definition of real estate companies is broad and includes those with a minimum of 50% of revenues or profits derived from, or assets committed to, real estate activities. Up to 20% of fund assets may be invested in companies deriving a substantial portion of revenues or profits from servicing real estate firms, as well as in companies unrelated to the real estate business. The fund can invest up to 25% of its total assets in foreign securities.

T. Rowe Price Small Company Value Fund

Seeks long-term growth of capital by investing primarily in small companies whose common stocks are believed to be undervalued. The fund will normally invest at least 80% of its net assets (plus any borrowings for investment purposes) in companies with market capitalizations that do not exceed the maximum market capitalization of any security in the Russell 2000 Index at the time of purchase.

T. Rowe Price Spectrum Income Fund

Seeks a high level of current income with moderate share price fluctuation. The fund, in turn, invests in several T. Rowe Price domestic and international bond funds, a money market fund, and one income-oriented stock fund. The percent of assets allocated to the various funds must conform to the following ranges:

Asset Allocation Ranges For T. Rowe Price Spectrum Income Fund:

T. Rowe Price Corporate Income Fund	0–10%	T. Rowe Price International Bond Fund	5–20%
T. Rowe Price Emerging Markets Bond Fund	0–10%	T. Rowe Price New Income Fund	10–25%
T. Rowe Price Equity Income Fund	10–25%	T. Rowe Price Short-Term Bond Fund	0–15%
T. Rowe Price GNMA Fund	5–20%	T. Rowe Price Summit Cash Reserves Fund	0–25%
T. Rowe Price High Yield Fund	10–25%	T. Rowe Price U.S. Treasury Long-Term Fund	0–15%

Templeton International Small-Cap Fund

Seeks long-term growth of capital by investing primarily in the common stock of companies located outside the U.S. that have a total stock market capitalization or annual revenues of \$1.5 billion or less (“small company securities”).

Templeton International Value Fund

Seeks long-term growth of capital by normally investing primarily in equity securities of companies located outside the U.S., including emerging markets.

Wellington Alpha Opportunities Fund

Seeks long-term total returns by employing a “multiple sleeve structure,” which means the fund has several components that are managed separately in different investment styles. The fund seeks to obtain its investment objective by combining these different objectives into a single fund. For purposes of the fund, “total return” means growth of capital and investment income. Each “sleeve” tends to be flexible, opportunistic, and total return-oriented so that the aggregate portfolio represents a wide range of investment philosophies, companies, industries and market capitalizations. Under normal market conditions, the fund invests at least 65% of its total assets in equity and equity-related securities of small, medium and large companies. The fund may invest up to 35% of total assets in securities of foreign issuers and non-dollar securities, including companies that conduct their principal business activities in emerging markets or whose securities are traded principally on exchanges in emerging markets.

Wellington Investment Quality Bond Fund

Seeks a high level of current income consistent with the maintenance of principal and liquidity by investing in a diversified portfolio of investment-grade bonds, focusing on corporate bonds and U.S. government bonds with intermediate- to longer-term maturities. The fund may also invest up to 20% of its assets in non-investment-grade fixed-income securities.

Wellington Mid-Cap Stock Fund

Seeks long-term growth of capital by normally investing at least 80% of its net assets (plus any borrowings for investment purposes) in equity securities of medium-sized companies with significant capital appreciation potential. The fund tends to invest in companies having market capitalizations similar to those of companies included in the Russell Midcap Index.

Wellington Natural Resources Fund

Seeks long-term total return by normally investing primarily in equity and equity-related securities of natural resource-related companies worldwide.

Wellington Small Cap Growth Fund

Seeks long-term capital appreciation by typically investing at least 80% of its net assets (plus any borrowings for investment purposes) in small-cap companies. For the purposes of the fund, “small cap companies” are those with market capitalizations, at the time of investment, not exceeding the maximum market capitalization of any company represented in either the Russell 2000 Index or the S&P SmallCap 600 Index.

Wellington Small Cap Value Fund

The fund seeks long-term capital appreciation. Under normal market conditions, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in small-cap companies that are believed to be undervalued by various measures and offer good prospects for capital appreciation. For the purposes of the fund, “small-cap companies” are those with market capitalizations, at the time of investment, not exceeding the maximum market capitalization of any company represented in either the Russell 2000 Index or the S&P SmallCap 600 Index. The fund invests primarily in a diversified mix of common stocks of U.S. small-cap companies. The subadviser employs a value-oriented investment approach in selecting stocks, using proprietary fundamental research to identify stocks the subadviser believes have distinct value characteristics based on industry-specific valuation criteria. The fund may invest in IPOs. The fund may also purchase each of the following types of securities: REITs or other real estate related equity securities, U.S. dollar denominated foreign securities, certain ETFs, and certain derivatives.

Wellington Technical Opportunities Fund

Seeks to provide long-term capital appreciation. When the subadviser determines that its technical criteria are attractive, the fund will invest in equity and equity-related securities of companies located throughout the world, including the United States and emerging countries, and denominated in any currency. The subadviser employs an unconstrained investment approach driven by technical analysis. 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 may invest in cash and other liquid short-term fixed-income securities within a wide range (0%–100% of net assets) when the subadviser believes that the fund could benefit from maintaining a higher cash exposure, including for temporary defensive purposes.

Wells Capital Core Bond Fund

Seeks total return consisting of income and capital appreciation by normally investing in a broad range of investment-grade debt securities. The sub-advisor invests in debt securities that it believes offer attractive yields and are undervalued relative to issues of similar credit quality and interest-rate sensitivity. From time to time, the fund may also invest in unrated bonds believed to be comparable to investment-grade debt securities. Under normal circumstances, the sub-advisor expects to maintain an overall effective duration range between four and five and a half years.

Wells Capital U.S. High Yield Bond Fund

Seeks total return with a high level of current income by normally investing primarily in below investment-grade debt securities (commonly known as “junk bonds” or high-yield securities). The fund also invests in corporate debt securities and may buy preferred and other convertible securities and bank loans.

Western Asset Mgt Co. (WAMCO) Floating Rate Income Fund

Seeks a high level of current income by normally investing at least 80% of its net assets (plus any borrowings for investment purposes) in floating rate loans, which often include debt securities of domestic and foreign issuers that are rated below investment grade (rated below Baa or BBB by a nationally recognized statistical rating organization such as Moody’s Investor Services, (“Moody’s”) or Standard & Poor’s (“S&P”)), at the time of purchase, or are of comparable quality, as determined by the subadvisor.

Western Asset Mgt Co. (WAMCO) High Yield Fund

Seeks to realize an above-average total return over a market cycle of three to five years, consistent with reasonable risk, by investing primarily in high-yield debt securities, including corporate bonds and other fixed-income securities.

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John Hancock Freedom 529 Privacy Policy

The Alaska College Savings Act requires that the name, address, and other information identifying a person as an Account Holder or Beneficiary in the Education Trust of Alaska (“Trust”) be confidential. The University of Alaska (“University”) serves as Trustee of the Trust. The Trust selected T. Rowe Price Associates, Inc. and its affiliates (“T. Rowe Price”) as Program Manager to provide investment, recordkeeping, and other administrative services for the Plan.* T. Rowe Price has engaged John Hancock Distributors LLC and its affiliates (“John Hancock”) to market and distribute John Hancock Freedom 529, a national plan offered by the Trust through third party financial consultants.** In this Privacy Policy, the Trust, the University, T. Rowe Price, and your third party financial consultant are referred to as the “Parties.” The Parties and John Hancock recognize their individual and collective obligations to keep this information secure and confidential.

Collection of Information

Through your participation in the Plan, the Parties collect various types of confidential information, such as your name and the name of the Beneficiary, Social Security Numbers and addresses, and other information. The Parties also collect confidential information relating to your Plan transactions, such as Account balances, contributions, distributions, and investments. Information may come from you when communicating or transacting with the Parties. On occasion, information may come from third parties providing services to the Parties.

Protection of the Information

The Parties and John Hancock maintain physical, electronic, contractual and procedural safeguards to protect the information about you. These safeguards include restricting access to those persons who have a need to know the information, such as those who are servicing your Account or informing you of additional products or services where appropriate.

Prohibition on Use of the Information

The Parties and John Hancock will not sell any information collected about any Account Holders or Beneficiaries to any third parties or disclose such information to third parties except: (1) to regulatory agencies and authorized auditors and compliance personnel for regulatory, compliance, or audit purposes; (2) as may be necessary to process transactions or service Accounts; or (3) in accordance with the Account Holder’s consent. In addition, the Parties may share information with third parties that perform administrative or marketing services relating to the Trust. In these circumstances, the applicable contracts restrict the third parties’ use of your information and prohibit them from sharing or using your information for any purposes other than those for which they were hired.

Marketing and Opt-Outs

The Parties may, in the future, use information about you to identify and alert you to other savings or investment programs offered by any of them or in conjunction with a third party, or information about higher education at the University that might interest you. If you do not wish to receive such information, call John Hancock Freedom 529 toll-free at 1-866-222-7498.

This privacy policy, written in accordance with FTC regulations, applies to the Parties and is provided to you even though the Education Trust of Alaska, University of Alaska, and John Hancock Freedom 529 may not be subject to those regulations.

* This Privacy Policy applies to the following T. Rowe Price companies directly providing services for the Plan: T. Rowe Price Associates, Inc.; T. Rowe Price Investment Services, Inc.; and T. Rowe Price Services, Inc.

** The John Hancock affiliate directly providing services for the Plan is John Hancock Life Insurance Company (U.S.A.).

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John Hancock Freedom 529

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If your state or your designated Beneficiary's state offers a 529 plan you may want to consider what, if any, potential state income tax or other benefits it offers, before investing. State tax or other benefits should be one of many factors to be considered prior to making an investment decision. Please consult with your financial, tax or other advisor about how these state benefits, if any, may apply to your specific circumstances. You may also contact your state 529 plan or any other 529 college savings plan to learn more about their features. Please contact your financial consultant or call 1-866-222-7498 to obtain a Plan Disclosure Document or prospectus for any of the underlying funds. The Plan Disclosure Document contains complete details on investment objectives, risks, fees, charges and expenses, as well as more information about municipal fund securities and the underlying investment companies that should be considered before investing. Please read the Plan Disclosure Document carefully prior to investing.

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