

CollegeCountsSM

Alabama's 529 Fund

ADVISOR PLAN

Auditor's Report and Financial Statements

September 30, 2013



Offered by the
State of Alabama

UBT 529 Fund Services a Division of



Program Manager

CollegeCounts 529 Fund Advisor Plan
September 30, 2013

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Independent Auditor's Report

Members of the Board of Trustees of CollegeCounts 529 Fund Advisor Plan
UBT 529 Fund Services, a Division of Union Bank & Trust Company (Program Manager)
Montgomery, Alabama

Report on the Financial Statements

We have audited the accompanying financial statements of the CollegeCounts 529 Fund Advisor Plan, which are comprised of a statement of fiduciary net position and statement of changes in fiduciary net position and the related notes to the financial statements for the year ended September 30, 2013, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the CollegeCounts 529 Fund Advisor Plan as of September 30, 2013, and the changes in its fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis listed in the table of contents be presented to supplement the financial statements. Such information, although not part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents, is presented for purposes of additional analysis, and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 20, 2013, on our consideration of the CollegeCounts 529 Fund Advisor Plan's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering CollegeCounts 529 Fund Advisor Plan's internal control over financial reporting and compliance.

BKD, LLP

Lincoln, Nebraska
December 20, 2013

CollegeCounts 529 Fund Advisor Plan Management's Discussion and Analysis

The following is a discussion and analysis of the financial performance of the State of Alabama's CollegeCounts 529 Fund Advisor Plan (the "Plan") as of September 30, 2013, and for the year then ended. CollegeCounts 529 Fund assets are held in the Alabama College Education Savings ("ACES") Trust Fund. Union Bank & Trust Company ("Union Bank") manages the CollegeCounts 529 Fund under a Program Management Agreement with the Board of Trustees of the ACES Trust Fund. The CollegeCounts 529 Fund is intended to be a qualified state tuition program under Section 529 of the Internal Revenue Code. The CollegeCounts 529 Fund was created pursuant to an Alabama statute to encourage the investment of funds to be used for qualified higher education expenses at eligible educational institutions. You should consider the information presented in this section in conjunction with the Plan's financial statements and the Notes to the Financial Statements.

CollegeCounts 529 Fund Advisor Plan

The Plan is one of two 529 college savings plans offered by the CollegeCounts 529 Board to help families save for college. The CollegeCounts 529 Advisor Plan contains accounts that are opened with the assistance of a financial advisor. The Advisor Plan had \$889.5 million in net position as of September 30, 2013. The CollegeCounts 529 Board oversees the Advisor Plan. Union Bank & Trust Company serves as Program Manager and Northern Trust Securities, Inc. is the Distributor.

The Advisor Plan offers investors 3 Age-Based Options, 6 Target Portfolios, and 25 Individual Fund Portfolios. The Portfolios are invested in underlying mutual funds from T. Rowe Price, PIMCO, BlackRock, Northern, Cohen & Steers, Lord Abbett, Neuberger Berman, Lazard, Fidelity, American Century, Credit Suisse, DFA, ING, Templeton, Touchstone and William Blair.

Financial Highlights

The following financial highlights occurred during the year ending September 30, 2013:

- The Plan had contributions of \$121.4 million and withdrawals of \$86.8 million during the year;
- At September 30, 2013, the Plan's net position totaled \$889.5 million, an increase of \$118.9 million, or 15% since September 30, 2012;
- The Plan earned \$25.6 million from investment income and recognized \$65.5 million from net realized gain (loss) and net appreciation (depreciation) in fair value of investments during the year. The Plan incurred \$6.7 million for operating expenses during the year.

Overview of the Financial Statements

The Plan's financial statements are prepared in accordance with Governmental Accounting Standards Board ("GASB") Statement No. 34, Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments.

This report consists of two parts: management’s discussion and analysis (this section) and the basic financial statements. The basic financial statements consist of a Statement of Fiduciary Net Position, a Statement of Changes in Fiduciary Net Position and Notes to the Financial Statements that explain some of the information in the financial statements and provide more detailed information.

The Statement of Fiduciary Net Position presents information on the Plan’s assets and liabilities, with the difference between the two reported as net position as of September 30, 2013. This statement is prepared using the accrual basis of accounting. Contributions and withdrawals are recognized on trade date; expenses and liabilities are recognized when services are provided, regardless of when cash is received or paid.

The Statement of Changes in Fiduciary Net Position presents information showing how the Plan’s net position changed during the year ending September 30, 2013, another important factor that needs to be considered in order to determine the financial health of the CollegeCounts 529 Fund. This statement presents information showing how the plan’s net position changed during the year ending September 30, 2013 based on activities from securities transactions and market activity. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of when cash is received or paid.

The Notes to the Financial Statements provide additional information that is integral to a full understanding of the data provided in the basic financial statements. As a fiduciary fund, the CollegeCounts 529 Fund Trust assets do not represent discretionary assets of the State of Alabama to finance its operations. CollegeCounts 529 Fund Trust assets can only be used for the benefit of account owners and beneficiaries of the Plan.

Financial Analysis

Net Position

The following is a condensed Statement of Fiduciary Net Position for the Program as of September 30, 2013:

Total Assets	\$ 892,320,200
Less Total Liabilities	<u>2,793,518</u>
Net Position Held in Trust	<u>\$ 889,526,682</u>

Investments make up more than 99% of total net position, and consist of 34 Investment Portfolios, each of which is invested in one or more underlying mutual funds. Net position represents cumulative contributions from participants plus net increases/decreases from operations less redemptions and expenses. Liabilities consist of payables for securities purchased, payables for withdrawals, payables for reinvestment of net investment income and payables for accrued expenses.

Changes in Fiduciary Net Position

The following is a condensed Statement of Changes in Fiduciary Net Position for the year ended September 30, 2013:

Total Additions	\$ 146,915,493
Total Deductions	93,518,554
Net Realized Gain and Net Appreciation in Fair Value of Investments	<u>65,466,844</u>
Net Increase	118,863,783
Net Position Held in Trust, Beginning of Year	<u>770,662,899</u>
Net Position Held in Trust, End of Year	<u>\$ 889,526,682</u>

CollegeCounts 529 Fund Advisor Plan
Statement of Fiduciary Net Position
September 30, 2013

Fiduciary Assets

Investments, at fair value	\$ 890,020,805
Cash	282,599
Receivables for contributions	1,498,008
Accrued investment income	<u>518,788</u>
Total fiduciary assets	<u>892,320,200</u>

Liabilities

Distributions payable to shareholders	133
Withdrawals payable	1,378,000
Accrued expenses	<u>1,415,385</u>
Total liabilities	<u>2,793,518</u>

Fiduciary Net Position Held in Trust	<u><u>\$ 889,526,682</u></u>
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CollegeCounts 529 Fund Advisor Plan
Statement of Changes in Fiduciary Net Position
For the Year Ended September 30, 2013

Additions		
Contributions		\$ 121,364,601
Investment income		
Dividends and interest		<u>25,550,892</u>
Total additions		<u>146,915,493</u>
Deductions		
Withdrawals		86,845,105
Management and administrative fees		<u>6,673,449</u>
Total deductions		<u>93,518,554</u>
Net Realized Gain and Net Appreciation in Fair Value of Investments		<u>65,466,844</u>
Net Increase		118,863,783
Fiduciary Net Position Held in Trust, Beginning of Year		<u>770,662,899</u>
Fiduciary Net Position Held in Trust, End of Year		<u><u>\$ 889,526,682</u></u>

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2013

Note 1: Description of the Plan

The following provides a brief description of the CollegeCounts 529 Fund Advisor Plan (the Plan). For more information about the Plan, call 866.529.2228 or visit www.CollegeCounts529advisor.com to obtain a Disclosure Statement.

General

The Plan is one of two college savings plans offered by the Alabama College Education Savings (ACES) Program (the Program) to help individuals and families save for higher education costs. This Plan and the CollegeCounts 529 Fund, which were established as authorized under the Wallace Folsom College Savings Investment Plan Act, 16-33C-1 to 16-33C-13 of the Code of Alabama 1975, as amended from time to time, are designed to comply with the requirements for treatment as a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended, and any regulations and other guidance issued there under (Section 529). The Board of Trustees of the ACES Trust Fund (the Board) administers the Program and has oversight responsibility for establishing rules and regulations governing operation of the plans, overseeing the administration of the plans and ensuring that the plans comply with state and federal laws and regulations. The Board acts as trustee of the Plan and is responsible for the overall administration of the Program. The Board has delegated day-to-day administration of the Program to the Alabama State Treasurer.

Plan assets are held for the benefit of account owners and their designated beneficiaries in the CollegeCounts 529 Fund Advisor Plan, thereby ensuring the assets of the Plan can only be used for the benefit of account owners and their beneficiaries.

These financial statements present only the activities and balances attributable to the CollegeCounts 529 Fund Advisor Plan and do not include any balances or activities attributable to the CollegeCounts 529 Fund. See the attached supplementary information which includes Combining Schedules for the two college savings plans and the transfers of contributions and withdrawals between plans. The audited financial statements of the CollegeCounts 529 Fund are available separately.

Plan Administration

UBT 529 Fund Services (Union Bank), a division of Union Bank & Trust Company (the Program Manager), serves as the agent responsible for the custody of the Plan's assets. The Program Manager has engaged Wilshire Associates, Inc. (Wilshire) to advise with respect to the structures, underlying investments, and asset allocations of the Plan.

Note 2: Significant Accounting Policies

Basis of Accounting

The Plan prepares its financial statements in conformity with applicable pronouncements of the Governmental Accounting Standards Board (GASB). The Plan's financial statements are prepared using the flow of economic resources measurement focus and the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2013

Note 2: Significant Accounting Policies - Continued

Basis of Accounting - Continued

applicable to special-purpose governments engaged in fiduciary activities. Under this method of accounting, revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Investments

The Plan's investment alternatives are made available through investment portfolios (the Portfolios), each of which represents a separate, segregated portfolio of investments in mutual funds (the Underlying Funds). The Program Manager and Wilshire develop and recommend the asset allocations for each Portfolio to the Board of Trustees for approval.

Investments in the Underlying Funds are valued at the closing net asset value per share of each Underlying Fund determined as of the close of the New York Stock Exchange on the day of valuation, which approximates fair value. Net realized and unrealized gains and losses are reported as net appreciation or depreciation in fair value of investments in the Statement of Changes in Fiduciary Net Position. Purchases and sales of Underlying Fund shares are recorded on a trade date basis. Dividend income and any capital gain distributions are recorded on the ex-dividend date as an accrual and are automatically reinvested in additional shares of the respective Underlying Fund.

Cash

Cash generally includes account owner contributions that have not been invested in Underlying Funds or redemption proceeds from Underlying Funds that have not yet been distributed in accordance with account owner instruction. These transactions are processed through the Program Manager.

Distributions Payable to Shareholders

Distributions payable to shareholders represent income distributions from money market investment funds that have not yet been distributed in accordance with each account owner's instruction.

Contributions

Individuals or entities that have properly executed an enrollment form with the Plan may establish an account to which cash contributions may be made, subject to certain account balance limitations. Contributions received prior to the close of the New York Stock Exchange are recorded as increases in net position on the date they are received, provided that all related documentation is found to be in good order. Contributions are reported net of applicable initial sales charges, as more fully discussed in Note 4.

Account owners may elect to invest their contributions in one or more of several different investment options, which are Individual Fund Portfolios, Age-Based Portfolios or Target Portfolios based upon the account owner's investing preference and risk tolerance. The investment options are composed of mutual funds and one money-market fund offered by PIMCO, BlackRock, T. Rowe Price, Northern Funds, Fidelity, American Century, William Blair Funds, Lazard,

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2013

Note 2: Significant Accounting Policies - Continued

Contributions - Continued

Neuberger Berman, Lord Abbett, Cohen & Steers, Credit Suisse, DFA, ING, Templeton, or Touchstone (“Investment Managers”). The transfers between funds are included in each fund’s exchanges in and exchanges out for the year ended September 30, 2013.

On October 10, 2012, the Plan made changes to investment alternatives in order to provide additional diversification and enhance investment options. The Plan added the following new Underlying Funds within the Age-Based, Target, and Individual Fund Portfolios: Touchstone High Yield Fund, Templeton International Bond Fund, ING Global Real Estate Fund, DFA International Small Company Portfolio, and Credit Suisse Commodity Return Strategy Fund. The Plan also added the Fidelity Advisor Investment Grade Bond Fund as an Individual Fund Portfolio and removed the Fidelity Advisory Mid Cap II 529 Portfolio. The current assets and any future contributions directed to Fidelity Advisor Mid Cap II 529 Portfolio were automatically invested into the existing Northern Funds Mid Cap Index 529 Portfolio.

On September 26, 2013, to broaden overall diversification, the fixed income allocations were adjusted in the following Portfolios: Fixed Income Fund, Fund 20, Fund 40, Fund 60, Fund 80, and in the corresponding Age-Based Portfolios. The objective of the adjustments is to shorten the duration while providing further diversification for the fixed income portion of the Portfolios. By shortening the duration, the goal is to reduce the Portfolio’s sensitivity to interest rate changes. In addition, the Plan added the American Century Short Duration Inflation Protection Bond Fund as an Individual Fund Portfolio.

The Individual Fund Portfolios consist of 25 single mutual funds. The six Target Portfolios are allocated among equity, real estate, fixed income, and money market securities. These allocations are maintained over the life of the account.

The account owner may also choose from three Age-Based options. These have been designed by the Program, the Program Manager, and Wilshire to allow account owners to select a Portfolio based upon the beneficiary’s age and risk tolerance. Money invested in these investment options is allocated to individual Target Portfolios and is automatically adjusted at pre-set intervals over time to become more conservative as the beneficiary’s year of enrollment in college draws nearer.

The Plan offers Class A, C, and F Units for each investment option. The Plan only offers Class B units to account owners who acquired Class B units prior to the transition of the Plan from the Higher Education 529 Fund. Each class of units has different fee structures as outlined in the Note 4. A full description of the respective fees associated with each class of units is located in the Program Disclosure Statement.

Contributions by a participant are evidenced through the issuance of units in a particular Portfolio. These units are municipal fund securities. Although money contributed to the Plan is invested in portfolio options that hold mutual funds, the Plan units themselves are not direct investments in these investments. The units issued by the Plan are not insured by the FDIC, the Program Manager, the Distributor, or the State of Alabama nor have they been registered with the Securities and Exchange Commission or any state commission. Although the account owners can direct the portfolio options in which their contributions are invested, they cannot direct the selection or allocation of the Underlying Funds comprising each portfolio option.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 2: Significant Accounting Policies - Continued

Withdrawals

Account owners may request withdrawals for qualified or nonqualified expenses. It is the responsibility of the account owner to determine whether the withdrawal is for qualified or nonqualified purposes and to calculate the applicable amount of federal or state tax or penalties for nonqualified withdrawals, if any. Withdrawals are recorded as deductions from net position on the date the withdrawal request is found to be in good order and approved for payment. Withdrawals, as presented on the Statement of Changes in Fiduciary Net Position, include annual account fees and contingent deferred sales charges, as more fully discussed in Note 4.

Unit Valuation

Each account owner's full and/or fractional interest in a portfolio option is evidenced by a unit. The net asset value of a unit in a portfolio option is calculated daily based on the fair market value of the Underlying Funds, adjusted for the effects of such transactions as accrued administrative fees, contributions and withdrawal requests that have been approved but have not yet been processed, and investment income that has not been reinvested in the Underlying Funds. The value of any individual account is determined by multiplying the number of units in a portfolio attributable to that account holder by the net asset value per unit of that portfolio.

Exchanges

As explained above, for each of the Age-Based Options, account balances will automatically be exchanged from one portfolio to another more conservative portfolio as the beneficiary gets older. In addition, subject to certain limitations and restrictions, account owners may generally direct that their account balance be reinvested in a different portfolio option one time each calendar year. The transfers of funds between portfolios are referred to as "exchanges." The amounts of contributions and withdrawals reported in the Statement of Changes in Fiduciary Net Position do not include these exchanges, as they have no impact on the overall financial position of the Plan.

Income Taxes

The Plan has been designed to comply with the requirements for treatment as a qualified state tuition program under Section 529 of the Internal Revenue Code, and is exempt from federal and state income tax. Therefore, no provision for income tax is required.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 3: Investments

The Underlying Fund allocations at September 30, 2013, are as follows:

Portfolio	Investment	Balance
American Century Equity Growth 529 Portfolio	American Century Equity Growth Fund	\$ 2,461,580
American Century Short Duration Inflation Protection Bond 529 Portfolio	American Century Short Duration Inflation Protection Bond Fund	40,000
BlackRock Cash Funds 529 Portfolio	BlackRock Cash Funds	11,860,693
BlackRock Inflation Protected Bond 529 Portfolio	BlackRock Inflation Protected Bond Fund	2,651,706
Cohen & Steers Dividend Value 529 Portfolio	Cohen & Steers Dividend Value Fund	25,886,087
Credit Suisse Commodity Return Strategy 529 Portfolio	Credit Suisse Commodity Return Strategy Fund	514,651
DFA International Small Company 529 Portfolio	DFA International Small Company Portfolio	422,255
Fidelity Advisor Investment Grade Bond 529 Portfolio	Fidelity Advisor Investment Grade Bond Fund	233,603
ING Global Real Estate 529 Portfolio	ING Global Real Estate Fund	711,165
Lazard Emerging Markets Equity 529 Portfolio	Lazard Emerging Markets Equity Fund	5,077,984
Lord Abbett Developing Growth 529 Portfolio	Lord Abbett Developing Growth Fund	3,392,308
Neuberger Berman International Large Cap 529 Portfolio	Neuberger Berman International Large Cap Fund	9,634,060
Northern Funds Bond Index 529 Portfolio	Northern Funds Bond Index Fund	4,871,997
Northern Funds Stock Index 529 Portfolio	Northern Funds Stock Index Fund	11,577,422
Northern Funds International Equity Index 529 Portfolio	Northern Funds International Equity Index Fund	6,220,901
Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Mid Cap Index Fund	16,317,864
Northern Funds Small Cap Index 529 Portfolio	Northern Funds Small Cap Index Fund	3,089,550
PIMCO Short-Term 529 Portfolio	PIMCO Short-Term Fund	8,306,686
PIMCO Total Return 529 Portfolio	PIMCO Total Return Fund	14,015,969
T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Balanced Fund	43,314,471
T. Rowe Price Institutional Large-Cap Growth 529 Portfolio	T. Rowe Price Institutional Large-Cap Growth Fund	11,649,589
T. Rowe Price Real Estate 529 Portfolio	T. Rowe Price Real Estate Fund	1,724,184
Templeton International Bond 529 Portfolio	Templeton International Bond Fund	610,839
Touchstone High Yield 529 Portfolio	Touchstone High Yield Fund	745,286
William Blair Small Cap Value 529 Portfolio	William Blair Small Cap Value Fund	10,775,344
CollegeCounts Conservative Money Market Fund	BlackRock Cash Funds	6,905,580
CollegeCounts Fixed Income Fund	BlackRock Cash Funds	14,021,271
CollegeCounts Fixed Income Fund	American Century Short Duration Inflation Protection Bond Fund	3,309,127
CollegeCounts Fixed Income Fund	Northern Funds Bond Index Fund	1,121,521
CollegeCounts Fixed Income Fund	PIMCO Short-Term Fund	8,420,138
CollegeCounts Fixed Income Fund	PIMCO Total Return Fund	1,122,667
		<hr/>
Total CollegeCounts Fixed Income Fund		27,994,724

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 20	Credit Suisse Commodity Return Strategy Fund	\$ 684,853
CollegeCounts Fund 20	Cohen & Steers Dividend Value Fund	2,375,607
CollegeCounts Fund 20	Lord Abbett Developing Growth Fund	345,424
CollegeCounts Fund 20	Northern Funds Mid Cap Index Fund	688,526
CollegeCounts Fund 20	Northern Funds Small Cap Value Fund	343,234
CollegeCounts Fund 20	Northern Funds Stock Index Fund	4,764,020
CollegeCounts Fund 20	T. Rowe Price Institutional Large-Cap Growth Fund	1,722,569
CollegeCounts Fund 20	American Century Short Duration Inflation Protection Bond Fund	7,403,405
CollegeCounts Fund 20	Northern Funds Bond Index Fund	10,294,339
CollegeCounts Fund 20	PIMCO Short-Term Fund	15,798,873
CollegeCounts Fund 20	PIMCO Total Return Fund	10,303,467
CollegeCounts Fund 20	Templeton International Bond Fund	1,367,642
CollegeCounts Fund 20	Touchstone High Yield Fund	2,738,500
CollegeCounts Fund 20	Neuberger Berman International Large Cap Fund	1,363,461
CollegeCounts Fund 20	Northern Funds International Equity Index Fund	1,367,836
CollegeCounts Fund 20	BlackRock Cash Funds	<u>6,867,723</u>
Total CollegeCounts Fund 20		<u>68,429,479</u>
CollegeCounts Fund 40	Credit Suisse Commodity Return Strategy Fund	2,575,963
CollegeCounts Fund 40	Cohen & Steers Dividend Value Fund	8,297,780
CollegeCounts Fund 40	Lord Abbett Developing Growth Fund	1,948,675
CollegeCounts Fund 40	Northern Funds Mid Cap Index Fund	1,942,350
CollegeCounts Fund 40	Northern Funds Small Cap Value Fund	1,936,607
CollegeCounts Fund 40	Northern Funds Stock Index Fund	11,520,182
CollegeCounts Fund 40	T. Rowe Price Institutional Large-Cap Growth Fund	7,127,718
CollegeCounts Fund 40	American Century Short Duration Inflation Protection Bond Fund	11,417,342
CollegeCounts Fund 40	Northern Funds Bond Index Fund	19,369,026
CollegeCounts Fund 40	PIMCO Short-Term Fund	12,929,889
CollegeCounts Fund 40	PIMCO Total Return Fund	25,851,506
CollegeCounts Fund 40	Templeton International Bond Fund	3,858,375
CollegeCounts Fund 40	Touchstone High Yield Fund	3,862,909
CollegeCounts Fund 40	Lazard Emerging Markets Equity Fund	1,904,303
CollegeCounts Fund 40	Neuberger Berman International Large Cap Fund	7,693,167
CollegeCounts Fund 40	Northern Funds International Equity Index Fund	4,502,301
CollegeCounts Fund 40	ING Global Real Estate Fund	<u>1,927,157</u>
Total CollegeCounts Fund 40		<u>128,665,250</u>

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 60	Credit Suisse Commodity Return Strategy Fund	\$ 3,599,920
CollegeCounts Fund 60	Cohen & Steers Dividend Value Fund	16,059,194
CollegeCounts Fund 60	Lord Abbett Developing Growth Fund	3,633,280
CollegeCounts Fund 60	Northern Funds Mid Cap Index Fund	3,620,501
CollegeCounts Fund 60	Northern Funds Small Cap Value Fund	3,609,505
CollegeCounts Fund 60	Northern Funds Stock Index Fund	17,891,737
CollegeCounts Fund 60	T. Rowe Price Institutional Large-Cap Growth Fund	16,184,931
CollegeCounts Fund 60	American Century Short Duration Inflation Protection Bond Fund	12,385,591
CollegeCounts Fund 60	Northern Funds Bond Index Fund	16,246,102
CollegeCounts Fund 60	PIMCO Short-Term Fund	9,036,573
CollegeCounts Fund 60	PIMCO Total Return Fund	23,488,194
CollegeCounts Fund 60	Templeton International Bond Fund	5,393,279
CollegeCounts Fund 60	Touchstone High Yield Fund	5,399,463
CollegeCounts Fund 60	DFA International Small Company Portfolio	3,611,439
CollegeCounts Fund 60	Lazard Emerging Markets Equity Fund	5,323,579
CollegeCounts Fund 60	Neuberger Berman International Large Cap Fund	16,129,908
CollegeCounts Fund 60	Northern Funds International Equity Index Fund	12,579,726
CollegeCounts Fund 60	ING Global Real Estate Fund	5,387,188
	Total CollegeCounts Fund 60	179,580,110
CollegeCounts Fund 80	Credit Suisse Commodity Return Strategy Fund	3,392,307
CollegeCounts Fund 80	Cohen & Steers Dividend Value Fund	19,334,035
CollegeCounts Fund 80	Lord Abbett Developing Growth Fund	5,133,490
CollegeCounts Fund 80	Northern Funds Mid Cap Index Fund	3,410,753
CollegeCounts Fund 80	Northern Funds Small Cap Value Fund	5,100,681
CollegeCounts Fund 80	Northern Funds Stock Index Fund	23,600,500
CollegeCounts Fund 80	T. Rowe Price Institutional Large-Cap Growth Fund	19,627,877
CollegeCounts Fund 80	American Century Short Duration Inflation Protection Bond Fund	8,484,474
CollegeCounts Fund 80	Northern Funds Bond Index Fund	5,103,440
CollegeCounts Fund 80	PIMCO Total Return Fund	11,918,862
CollegeCounts Fund 80	Templeton International Bond Fund	5,081,536
CollegeCounts Fund 80	Touchstone High Yield Fund	3,391,554
CollegeCounts Fund 80	DFA International Small Company Portfolio	5,103,813
CollegeCounts Fund 80	Lazard Emerging Markets Equity Fund	8,365,920
CollegeCounts Fund 80	Neuberger Berman International Large Cap Fund	20,291,144
CollegeCounts Fund 80	Northern Funds International Equity Index Fund	13,553,267
CollegeCounts Fund 80	ING Global Real Estate Fund	8,459,547
	Total CollegeCounts Fund 80	169,353,200

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 100	Credit Suisse Commodity Return Strategy Fund	\$ 2,200,535
CollegeCounts Fund 100	Cohen & Steers Dividend Value Fund	15,101,809
CollegeCounts Fund 100	Lord Abbett Developing Growth Fund	5,177,317
CollegeCounts Fund 100	Northern Funds Mid Cap Index Fund	3,447,144
CollegeCounts Fund 100	Northern Funds Small Cap Value Fund	4,009,855
CollegeCounts Fund 100	Northern Funds Stock Index Fund	18,018,136
CollegeCounts Fund 100	T. Rowe Price Institutional Large-Cap Growth Fund	17,632,681
CollegeCounts Fund 100	DFA International Small Company Portfolio	4,582,421
CollegeCounts Fund 100	Lazard Emerging Markets Equity Fund	7,790,719
CollegeCounts Fund 100	Neuberger Berman International Large Cap Fund	16,969,619
CollegeCounts Fund 100	Northern Funds International Equity Index Fund	10,212,289
CollegeCounts Fund 100	ING Global Real Estate Fund	7,843,743
Total CollegeCounts Fund 100		<u>112,986,268</u>
		<u>\$ 890,020,805</u>

The following table reconciles the fair value of investments to the net position held in trust at September 30, 2013:

Fair value of investments, end of year	\$ 890,020,805
Plus cash and accrued investment income	2,299,395
Less payables and accrued expenses	<u>(2,793,518)</u>
Net position held in trust, end of year	<u>\$ 889,526,682</u>

The following table calculates the net realized gain and net appreciation in the value of investments for the year ended September 30, 2013:

Fair value of investments, end of year	\$ 890,020,805
Less cost of investments purchased and investment income reinvested during the year	(144,616,098)
Plus proceeds from investments sold during the year and management and administrative fees	90,725,036
Less net position held in trust, beginning of year	<u>(770,662,899)</u>
Net realized gain and net appreciation in fair value of investments	<u>\$ 65,466,844</u>

GASB Statement No. 3, *Deposits with Financial Institutions, Investments (including Repurchase Agreements) and Reverse Repurchase Agreements*, as amended by GASB Statement No. 40, *Deposit and Investment Risk Disclosures*, requires that certain disclosures be made related to the Plan's exposure to credit risk, interest rate risk and foreign currency risk, which are included in the paragraphs that follow.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 3: Investments - Continued

Credit Risk – Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The Plan’s investment policy does not specifically address credit risk, as permitted investments are generally mutual funds. At September 30, 2013, approximately 28% of the investments in the plan have an AAA risk rating, 51% have a Baa>AA risk rating and approximately 16% have a B>Ba. Approximately 5% of the investments in the plan are money market mutual funds which are not rated.

Interest Rate Risk – Although American Century Short Duration Inflation Protection Bond Fund, BlackRock Cash Funds, BlackRock Inflation Protected Bond Fund, Fidelity Advisor Investment Grade Bond Fund, Northern Funds Bond Index Fund, PIMCO Short-Term Fund, PIMCO Total Return Fund, T. Rowe Price Balanced Fund, Templeton International Bond Fund and Touchstone High Yield Fund are invested primarily in short and intermediate-term bonds, these Underlying Funds are exposed to interest rate risk, which is the risk that changes in interest rates will adversely affect their fair values. As of September 30, 2013, the average duration and effective maturity of holdings in each of these mutual funds was as follows:

	Average Duration	Average Maturity
American Century Short Duration Inflation Protection Bond Fund	2.2 years	3.4 years
BlackRock Cash Funds	n/a	0.2 years
BlackRock Inflation Protected Bond Fund	7.8 years	9.7 years
Fidelity Advisor Investment Grade Bond Fund	5.6 years	8.1 years
Northern Funds Bond Index Fund	5.2 years	7.0 years
PIMCO Short-Term Fund	1.0 years	1.2 years
PIMCO Total Return Fund	4.4 years	5.2 years
T. Rowe Price Balanced Fund	4.6 years	6.8 years
Templeton International Bond Fund	1.9 years	2.3 years
Touchtone High Yield Fund	4.5 years	6.0 years

Custodial Credit Risk – For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Plan will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Since the Underlying Funds represent shares of mutual funds rather than individual securities, they are not subject to classification by custodial credit risk.

Concentration of Credit Risk – The Plan places no limit on the amount that may be invested in any one issuer; however, approximately 96% of the investments are with mutual funds and approximately 4% are invested in money market funds.

Foreign Currency Risk – This risk relates to adverse effects on the fair value of an investment from changes in exchange rates. The Plan’s exposure to foreign currency risk derives from its investment in Underlying Funds with international holdings. The Plan had no investments denominated in foreign currency at September 30, 2013.

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2013

Note 4: Fees and Expenses

Annual Account Fee

An annual account fee of \$12 is assessed on accounts when neither the account owner nor the designated beneficiary is an Alabama resident. The fees, which are deducted annually from respective accounts in November, were approximately \$430,000 for the year ended September 30, 2013.

Asset-Based Fees

All classes of units of each investment option are assessed a program management fee of 0.32%, which is accrued daily and paid to the Program Manager for providing administrative and management services. All units, except the BlackRock Cash Funds 529 Portfolio and the Age-Based Conservative Portfolio (Ages 21+), are also assessed a state administration fee of 0.10%. These fees are accrued daily and paid to the Program to be used for the purpose of administering and marketing the Program and paying certain costs associated with the administration of the Plan. These fees are reflected as an expense in the daily net asset value calculation for each Portfolio, and are calculated based on the average daily net position with respect to a Portfolio.

Class A units and Class C units invested in Underlying Funds, except for BlackRock Cash Funds 529 Portfolio or the Age-Based Conservative (21+) Portfolio, are assessed an annual account servicing fee of 0.25% and 0.50%, respectively, based on the average daily net position which remain invested for more than twelve months this fee is paid to the financial advisors through which account owners invest in the Plan, depending on the nature and terms of agreements.

Sales Charges

With certain exceptions, account owners investing in Class A units are required to pay an initial sales charge of up to 3.50% for each new contribution. Account owners in Class B units are required to pay a contingent deferred sales charge if they withdraw a contribution within a specified period of time, not to exceed 5%. Account owners investing in Class C or Class F units are not required to pay an initial sales charge. All or a portion of these sales charges are paid to financial advisors through which account owners invest in the Plan, depending on the nature and terms of agreements.

For contributions and withdrawals with trade dates during the year ended September 30, 2013, initial sales charges and contingent deferred sales charges totaled approximately \$1,510,000.

Underlying Fund Expenses

Fees related to the management of each of the Underlying Funds are paid directly to the related fund manager or advisor and reduce the amount of income available for distribution to the Portfolios. These expenses are not reflected in the Plan's financial statements. From October 1, 2012 to September 25, 2013, the expense ratios of the Underlying Funds, which are the ratios of the total operating expenses of the Underlying Funds as a percentage of their average daily net

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2013

Note 4: Fees and Expenses - Continued

Underlying Fund Expenses - Continued

position, vary over time and ranged from 0.12% to 0.61% for Age-Based Portfolios, 0.23% to 0.61% for Target Portfolios, and 0.12% to 1.20% for the Individual Fund Portfolios. From September 26, 2013 to the year ended September 30, 2013, the expense ratios of the Underlying Funds ranged from 0.12% to 0.61% for Age-Based Portfolios, 0.27% to 0.61% for Target Portfolios, and 0.11% to 1.25% for the Individual Fund Portfolios.

Management and administrative fees related to the year ended September 30, 2013, are comprised of the following amounts attributable to the Program Manager, the State and the financial advisors:

Program management fees	\$ 2,623,534
State administration fees	814,788
Financial advisor and servicing fees	3,235,127
 Total management and administrative fees	 \$ 6,673,449

Note 5: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the account owners' account balances and the amounts reported in the statements of net position available for benefits.

The financial statements have been prepared using values and information currently available to the Plan. Given the potential volatility of economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 6: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

CollegeCounts 529 Fund Advisor Plan
Schedule of Fiduciary Net Position by Portfolio
September 30, 2013

	Portfolio						
	American Century Equity Growth 529 Portfolio	American Century Short Duration Inflation Protection Bond 529 Portfolio	BlackRock Cash Funds 529 Portfolio	BlackRock Inflation Protected Bond 529 Portfolio	Cohen & Steers Dividend Value 529 Portfolio	Credit Suisse Commodity Return Strategy 529 Portfolio	DFA International Small Company 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ 2,461,580	\$ 40,000	\$ 11,860,693	\$ 2,651,706	\$ 25,886,087	\$ 514,651	\$ 422,255
Cash	2,880	-	-	-	989	1,219	1,236
Receivables for contributions	177	40,000	3,303	388	3,513	55	1,000
Accrued investment income	-	-	1,002	1,249	79,885	-	-
Total fiduciary assets	<u>2,464,637</u>	<u>80,000</u>	<u>11,864,998</u>	<u>2,653,343</u>	<u>25,970,474</u>	<u>515,925</u>	<u>424,491</u>
Liabilities							
Distributions payable to shareholders	-	-	84	-	-	-	-
Withdrawals payable	-	40,000	477	-	3,385	-	-
Accrued expenses	2,747	3	621	5,898	32,315	503	291
Total liabilities	<u>2,747</u>	<u>40,003</u>	<u>1,182</u>	<u>5,898</u>	<u>35,700</u>	<u>503</u>	<u>291</u>
Fiduciary Net Position Held in Trust	<u>\$ 2,461,890</u>	<u>\$ 39,997</u>	<u>\$ 11,863,816</u>	<u>\$ 2,647,445</u>	<u>\$ 25,934,774</u>	<u>\$ 515,422</u>	<u>\$ 424,200</u>
Unit Information							
Class A							
Total net position - fee structure A	\$ 1,309,488	\$ 9,999	\$ 5,322,180	\$ 1,227,194	\$ 17,520,774	\$ 259,811	\$ 106,921
Units outstanding	81,628	1,000	5,322,347	109,401	1,401,069	30,529	8,444
Net position value per unit, ending	\$ 16.04	\$ 10.00	\$ 1.00	\$ 11.22	\$ 12.51	\$ 8.51	\$ 12.66
Net position value per unit, beginning	\$ 13.42	\$ 10.00	\$ 1.00	\$ 11.92	\$ 10.72	\$ 10.00	\$ 10.00
Class B							
Total net position - fee structure A	\$ 63,751	\$ 9,999	\$ 1,389,394	\$ 82,422	\$ 2,291,170	\$ 20,668	\$ 7,124
Units outstanding	4,069	1,000	1,389,461	7,522	184,979	2,445	567
Net position value per unit, ending	\$ 15.67	\$ 10.00	\$ 1.00	\$ 10.96	\$ 12.39	\$ 8.45	\$ 12.57
Net position value per unit, beginning	\$ 13.20	\$ 10.00	\$ 1.00	\$ 11.73	\$ 10.70	\$ 10.00	\$ 10.00
Class C							
Total net position - fee structure A	\$ 946,753	\$ 9,999	\$ 4,994,756	\$ 888,501	\$ 5,288,764	\$ 108,341	\$ 79,972
Units outstanding	59,516	1,000	4,994,912	79,798	424,273	12,750	6,330
Net position value per unit, ending	\$ 15.91	\$ 10.00	\$ 1.00	\$ 11.13	\$ 12.47	\$ 8.50	\$ 12.63
Net position value per unit, beginning	\$ 13.34	\$ 10.00	\$ 1.00	\$ 11.86	\$ 10.72	\$ 10.00	\$ 10.00
Class F							
Total net position - fee structure A	\$ 141,898	\$ 10,000	\$ 157,486	\$ 449,328	\$ 834,066	\$ 126,602	\$ 230,183
Units outstanding	8,775	1,000	157,490	39,740	66,480	14,840	18,142
Net position value per unit, ending	\$ 16.17	\$ 10.00	\$ 1.00	\$ 11.31	\$ 12.55	\$ 8.53	\$ 12.69
Net position value per unit, beginning	\$ 13.49	\$ 10.00	\$ 1.00	\$ 11.99	\$ 10.73	\$ 10.00	\$ 10.00

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2013

	Portfolio						
	Fidelity Advisor Mid Cap II 529 Portfolio	Fidelity Advisor Investment Grade Bond 529 Portfolio	ING Global Real Estate 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Funds Bond Index 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ -	\$ 233,603	\$ 711,165	\$ 5,077,984	\$ 3,392,308	\$ 9,634,060	\$ 4,871,997
Cash	-	-	-	1,745	3,552	3,957	272
Receivables for contributions	-	54	29	985	6,118	2,983	48
Accrued investment income	-	488	-	-	-	-	2,160
Total fiduciary assets	-	234,145	711,194	5,080,714	3,401,978	9,641,000	4,874,477
Liabilities							
Distributions payable to shareholders	-	-	-	-	-	-	-
Withdrawals payable	-	-	4,665	-	-	4,818	486
Accrued expenses	-	1,046	760	4,998	3,639	11,295	5,908
Total liabilities	-	1,046	5,425	4,998	3,639	16,113	6,394
Fiduciary Net Position Held in Trust	\$ -	\$ 233,099	\$ 705,769	\$ 5,075,716	\$ 3,398,339	\$ 9,624,887	\$ 4,868,083
Unit Information							
Class A							
Total net position - fee structure A	\$ -	\$ 160,822	\$ 327,040	\$ 2,404,982	\$ 1,723,996	\$ 5,706,194	\$ 2,857,666
Units outstanding	-	16,484	30,081	219,733	85,240	452,659	265,867
Net position value per unit, ending	\$ -	\$ 9.76	\$ 10.87	\$ 10.95	\$ 20.23	\$ 12.61	\$ 10.75
Net position value per unit, beginning	\$ 11.83	\$ 10.00	\$ 10.00	\$ 10.71	\$ 14.29	\$ 10.87	\$ 11.04
Class B							
Total net position - fee structure A	\$ -	\$ 973	\$ 28,850	\$ 123,718	\$ 195,102	\$ 880,256	\$ 377,085
Units outstanding	-	101	2,673	11,569	9,879	71,506	35,929
Net position value per unit, ending	\$ -	\$ 9.68	\$ 10.79	\$ 10.69	\$ 19.75	\$ 12.31	\$ 10.50
Net position value per unit, beginning	\$ 11.64	\$ 10.00	\$ 10.00	\$ 10.54	\$ 14.06	\$ 10.69	\$ 10.86
Class C							
Total net position - fee structure A	\$ -	\$ 70,300	\$ 80,205	\$ 1,343,549	\$ 1,091,533	\$ 2,152,440	\$ 1,123,906
Units outstanding	-	7,226	7,398	123,682	54,386	172,092	105,395
Net position value per unit, ending	\$ -	\$ 9.73	\$ 10.84	\$ 10.86	\$ 20.07	\$ 12.51	\$ 10.66
Net position value per unit, beginning	\$ 11.77	\$ 10.00	\$ 10.00	\$ 10.65	\$ 14.21	\$ 10.81	\$ 10.98
Class F							
Total net position - fee structure A	\$ -	\$ 1,004	\$ 269,674	\$ 1,203,467	\$ 387,708	\$ 885,997	\$ 509,426
Units outstanding	-	103	24,740	109,002	19,020	69,681	47,462
Net position value per unit, ending	\$ -	\$ 9.78	\$ 10.90	\$ 11.04	\$ 20.38	\$ 12.72	\$ 10.73
Net position value per unit, beginning	\$ 11.90	\$ 10.00	\$ 10.00	\$ 10.77	\$ 14.37	\$ 10.93	\$ 10.99

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2013

	Portfolio						
	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short- Term 529 Portfolio	PIMCO Total Return 529 Portfolio	T. Rowe Price Balanced 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ 11,577,422	\$ 6,220,901	\$ 16,317,864	\$ 3,089,550	\$ 8,306,686	\$ 14,015,969	\$ 43,314,471
Cash	-	-	3,750	-	-	-	2,853
Receivables for contributions	2,523	5,121	2,983	460	4,094	1,326	13,358
Accrued investment income	-	-	-	-	6,594	24,630	-
Total fiduciary assets	<u>11,579,945</u>	<u>6,226,022</u>	<u>16,324,597</u>	<u>3,090,010</u>	<u>8,317,374</u>	<u>14,041,925</u>	<u>43,330,682</u>
Liabilities							
Distributions payable to shareholders	-	-	-	-	-	-	-
Withdrawals payable	2,492	499	643	278	971	7,644	1,989
Accrued expenses	14,709	7,493	20,719	3,780	37,495	49,004	54,514
Total liabilities	<u>17,201</u>	<u>7,992</u>	<u>21,362</u>	<u>4,058</u>	<u>38,466</u>	<u>56,648</u>	<u>56,503</u>
Fiduciary Net Position Held in Trust	<u>\$ 11,562,744</u>	<u>\$ 6,218,030</u>	<u>\$ 16,303,235</u>	<u>\$ 3,085,952</u>	<u>\$ 8,278,908</u>	<u>\$ 13,985,277</u>	<u>\$ 43,274,179</u>
Unit Information							
Class A							
Total net position - fee structure A	\$ 6,430,288	\$ 3,586,201	\$ 10,131,247	\$ 1,617,172	\$ 2,560,766	\$ 6,873,992	\$ 28,144,776
Units outstanding	411,836	280,753	617,010	97,392	249,210	613,402	2,045,454
Net position value per unit, ending	\$ 15.61	\$ 12.77	\$ 16.42	\$ 16.60	\$ 10.28	\$ 11.21	\$ 13.76
Net position value per unit, beginning	\$ 13.18	\$ 10.38	\$ 12.97	\$ 12.87	\$ 10.25	\$ 11.37	\$ 12.16
Class B							
Total net position - fee structure A	\$ 1,206,505	\$ 655,603	\$ 1,773,102	\$ 320,426	\$ 325,323	\$ 715,566	\$ 3,983,393
Units outstanding	79,130	52,559	110,581	19,760	32,162	65,382	296,436
Net position value per unit, ending	\$ 15.25	\$ 12.47	\$ 16.03	\$ 16.22	\$ 10.12	\$ 10.94	\$ 13.44
Net position value per unit, beginning	\$ 12.97	\$ 10.22	\$ 12.76	\$ 12.66	\$ 10.14	\$ 11.18	\$ 11.97
Class C							
Total net position - fee structure A	\$ 2,925,100	\$ 1,405,313	\$ 3,957,498	\$ 885,864	\$ 3,098,476	\$ 4,827,358	\$ 10,740,831
Units outstanding	188,832	110,886	242,936	53,775	303,901	434,183	786,784
Net position value per unit, ending	\$ 15.49	\$ 12.67	\$ 16.29	\$ 16.47	\$ 10.20	\$ 11.12	\$ 13.65
Net position value per unit, beginning	\$ 13.11	\$ 10.33	\$ 12.90	\$ 12.80	\$ 10.19	\$ 11.30	\$ 12.10
Class F							
Total net position - fee structure A	\$ 1,000,851	\$ 570,913	\$ 441,388	\$ 262,490	\$ 2,294,343	\$ 1,568,361	\$ 405,179
Units outstanding	63,577	44,359	26,688	15,695	221,600	138,839	29,219
Net position value per unit, ending	\$ 15.74	\$ 12.87	\$ 16.54	\$ 16.72	\$ 10.35	\$ 11.30	\$ 13.87
Net position value per unit, beginning	\$ 13.26	\$ 10.44	\$ 13.03	\$ 12.93	\$ 10.29	\$ 11.43	\$ 12.23

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2013

	Portfolio						
	T. Rowe Price Institutional Large-Cap Growth 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio	Templeton International Bond 529 Portfolio	Touchstone High Yield 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund
Fiduciary Assets							
Investments, at fair value	\$ 11,649,589	\$ 1,724,184	\$ 610,839	\$ 745,286	\$ 10,775,344	\$ 6,905,580	\$ 27,994,724
Cash	3,881	1,329	1,048	375	473	-	54,016
Receivables for contributions	7,791	4,974	326	46	2,222	9,985	42,326
Accrued investment income	-	-	-	-	-	618	13,367
Total fiduciary assets	11,661,261	1,730,487	612,213	745,707	10,778,039	6,916,183	28,104,433
Liabilities							
Distributions payable to shareholders	-	-	-	-	-	49	-
Withdrawals payable	-	-	-	2,281	917	-	76,329
Accrued expenses	12,810	2,028	464	609	11,235	372	38,189
Total liabilities	12,810	2,028	464	2,890	12,152	421	114,518
Fiduciary Net Position Held in Trust	\$ 11,648,451	\$ 1,728,459	\$ 611,749	\$ 742,817	\$ 10,765,887	\$ 6,915,762	\$ 27,989,915
Unit Information							
Class A							
Total net position - fee structure A	\$ 7,080,385	\$ 1,001,260	\$ 173,482	\$ 280,417	\$ 5,618,111	\$ 2,692,434	\$ 14,103,101
Units outstanding	414,508	73,670	17,236	27,015	361,714	2,692,568	1,352,408
Net position value per unit, ending	\$ 17.08	\$ 13.59	\$ 10.07	\$ 10.38	\$ 15.53	\$ 1.00	\$ 10.43
Net position value per unit, beginning	\$ 13.48	\$ 13.15	\$ 10.00	\$ 10.00	\$ 11.82	\$ 1.00	\$ 10.61
Class B							
Total net position - fee structure A	\$ 621,702	\$ 72,118	\$ 16,208	\$ 32,220	\$ 908,822	\$ 874,760	\$ 1,933,442
Units outstanding	37,273	5,432	1,623	3,126	59,918	874,736	189,834
Net position value per unit, ending	\$ 16.68	\$ 13.28	\$ 9.99	\$ 10.31	\$ 15.17	\$ 1.00	\$ 10.18
Net position value per unit, beginning	\$ 13.26	\$ 12.94	\$ 10.00	\$ 10.00	\$ 11.63	\$ 1.00	\$ 10.44
Class C							
Total net position - fee structure A	\$ 2,926,904	\$ 535,386	\$ 130,400	\$ 153,921	\$ 1,625,892	\$ 3,303,039	\$ 11,786,359
Units outstanding	172,711	39,701	12,982	14,878	105,512	3,303,228	1,139,151
Net position value per unit, ending	\$ 16.95	\$ 13.49	\$ 10.04	\$ 10.35	\$ 15.41	\$ 1.00	\$ 10.35
Net position value per unit, beginning	\$ 13.41	\$ 13.08	\$ 10.00	\$ 10.00	\$ 11.76	\$ 1.00	\$ 10.56
Class F							
Total net position - fee structure A	\$ 1,019,460	\$ 119,695	\$ 291,659	\$ 276,259	\$ 2,613,062	\$ 45,529	\$ 167,013
Units outstanding	59,222	8,735	28,909	26,556	166,816	45,530	15,884
Net position value per unit, ending	\$ 17.21	\$ 13.70	\$ 10.09	\$ 10.40	\$ 15.66	\$ 1.00	\$ 10.51
Net position value per unit, beginning	\$ 13.55	\$ 13.23	\$ 10.00	\$ 10.00	\$ 11.89	\$ 1.00	\$ 10.67

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2013

	Portfolio					
	CollegeCounts Fund 20	CollegeCounts Fund 40	CollegeCounts Fund 60	CollegeCounts Fund 80	CollegeCounts Fund 100	Plan Total
Fiduciary Assets						
Investments, at fair value	\$ 68,429,479	\$ 128,665,250	\$ 179,580,110	\$ 169,353,200	\$ 112,986,268	\$ 890,020,805
Cash	-	-	199,024	-	-	282,599
Receivables for contributions	288,254	533,646	362,681	131,819	25,420	1,498,008
Accrued investment income	49,138	95,927	111,578	85,547	46,605	518,788
Total fiduciary assets	<u>68,766,871</u>	<u>129,294,823</u>	<u>180,253,393</u>	<u>169,570,566</u>	<u>113,058,293</u>	<u>892,320,200</u>
Liabilities						
Distributions payable to shareholders	-	-	-	-	-	133
Withdrawals payable	238,950	343,919	291,398	250,495	105,364	1,378,000
Accrued expenses	104,092	215,687	231,959	368,661	171,541	1,415,385
Total liabilities	<u>343,042</u>	<u>559,606</u>	<u>523,357</u>	<u>619,156</u>	<u>276,905</u>	<u>2,793,518</u>
Fiduciary Net Position Held in Trust	<u>\$ 68,423,829</u>	<u>\$ 128,735,217</u>	<u>\$ 179,730,036</u>	<u>\$ 168,951,410</u>	<u>\$ 112,781,388</u>	<u>\$ 889,526,682</u>
Unit Information						
Class A						
Total net position - fee structure A	\$ 34,506,342	\$ 69,762,095	\$ 105,065,970	\$ 106,847,129	\$ 69,559,806	
Units outstanding	2,956,452	5,570,883	7,904,779	7,616,369	4,703,920	
Net position value per unit, ending	\$ 11.67	\$ 12.52	\$ 13.29	\$ 14.03	\$ 14.79	
Net position value per unit, beginning	\$ 11.45	\$ 11.86	\$ 12.08	\$ 12.28	\$ 12.45	
Class B						
Total net position - fee structure A	\$ 6,686,940	\$ 13,765,311	\$ 18,789,807	\$ 16,271,266	\$ 9,850,694	
Units outstanding	586,675	1,125,688	1,447,654	1,187,660	682,110	
Net position value per unit, ending	\$ 11.40	\$ 12.23	\$ 12.98	\$ 13.70	\$ 14.44	
Net position value per unit, beginning	\$ 11.27	\$ 11.67	\$ 11.89	\$ 12.09	\$ 12.25	
Class C						
Total net position - fee structure A	\$ 26,519,243	\$ 44,004,575	\$ 52,354,084	\$ 43,027,523	\$ 31,696,684	
Units outstanding	2,290,122	3,541,945	3,970,210	3,091,413	2,160,406	
Net position value per unit, ending	\$ 11.58	\$ 12.42	\$ 13.19	\$ 13.92	\$ 14.67	
Net position value per unit, beginning	\$ 11.39	\$ 11.80	\$ 12.02	\$ 12.22	\$ 12.38	
Class F						
Total net position - fee structure A	\$ 711,304	\$ 1,203,236	\$ 3,520,175	\$ 2,805,492	\$ 1,674,204	
Units outstanding	60,080	95,315	262,750	198,394	112,345	
Net position value per unit, ending	\$ 11.84	\$ 12.62	\$ 13.40	\$ 14.14	\$ 14.90	
Net position value per unit, beginning	\$ 11.59	\$ 11.93	\$ 12.15	\$ 12.35	\$ 12.51	

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2013

	Portfolio						
	American Century Equity Growth 529 Portfolio	American Century Short Duration Inflation Protection Bond 529 Portfolio	BlackRock Cash Funds 529 Portfolio	BlackRock Inflation Protected Bond 529 Portfolio	Cohen & Steers Dividend Value 529 Portfolio	Credit Suisse Commodity Return Strategy 529 Portfolio	DFA International Small Company 529 Portfolio
Additions							
Contributions	\$ 779,854	\$ 80,000	\$ 3,523,416	\$ 756,257	\$ 2,241,487	\$ 246,807	\$ 121,436
Exchanges in	496,748	-	4,536,639	759,814	1,940,970	371,482	281,920
Investment income							
Dividends and interest	34,345	-	17,054	97,499	415,028	-	7,138
Total additions	1,310,947	80,000	8,077,109	1,613,570	4,597,485	618,289	410,494
Deductions							
Withdrawals	161,816	40,000	3,833,871	419,706	2,796,160	59,017	47,831
Exchanges out	86,367	-	1,137,769	800,296	2,210,415	439	28
Management and administrative fees	13,462	3	9,212	23,489	194,227	2,085	1,397
Total deductions	261,645	40,003	4,980,852	1,243,491	5,200,802	61,541	49,256
Net Realized Gain and Net Appreciation in Fair Value	287,104	-	(54)	(286,376)	3,527,913	(41,326)	62,962
Net Increase (Decrease)	1,336,406	39,997	3,096,203	83,703	2,924,596	515,422	424,200
Fiduciary Net Position Held in Trust, Beginning of Year	1,125,484	-	8,767,613	2,563,742	23,010,178	-	-
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 2,461,890</u>	<u>\$ 39,997</u>	<u>\$ 11,863,816</u>	<u>\$ 2,647,445</u>	<u>\$ 25,934,774</u>	<u>\$ 515,422</u>	<u>\$ 424,200</u>

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2013

	Portfolio						
	Fidelity Advisor Mid Cap II 529 Portfolio	Fidelity Advisor Investment Grade Bond 529 Portfolio	ING Global Real Estate 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Funds Bond Index 529 Portfolio
Additions							
Contributions	\$ 15,883	\$ 168,623	\$ 189,362	\$ 1,254,814	\$ 588,818	\$ 1,409,682	\$ 432,451
Exchanges in	7,942	99,159	592,334	605,647	491,207	778,830	980,720
Investment income							
Dividends and interest	-	3,242	22,283	216,572	133,486	120,602	190,913
Total additions	<u>23,825</u>	<u>271,024</u>	<u>803,979</u>	<u>2,077,033</u>	<u>1,213,511</u>	<u>2,309,114</u>	<u>1,604,084</u>
Deductions							
Withdrawals	7,933	29,201	103,742	339,724	218,212	979,083	984,681
Exchanges out	8,696,091	40	23,892	387,554	103,160	731,747	841,515
Management and administrative fees	2,215	1,133	3,606	32,397	17,446	68,287	42,673
Total deductions	<u>8,706,239</u>	<u>30,374</u>	<u>131,240</u>	<u>759,675</u>	<u>338,818</u>	<u>1,779,117</u>	<u>1,868,869</u>
Net Realized Gain and Net Appreciation in Fair Value	<u>(44,835)</u>	<u>(7,551)</u>	<u>33,030</u>	<u>(91,535)</u>	<u>798,517</u>	<u>1,263,514</u>	<u>(301,082)</u>
Net Increase (Decrease)	<u>(8,727,249)</u>	<u>233,099</u>	<u>705,769</u>	<u>1,225,823</u>	<u>1,673,210</u>	<u>1,793,511</u>	<u>(565,867)</u>
Fiduciary Net Position Held in Trust, Beginning of Year	<u>8,727,249</u>	<u>-</u>	<u>-</u>	<u>3,849,893</u>	<u>1,725,129</u>	<u>7,831,376</u>	<u>5,433,950</u>
Fiduciary Net Position Held in Trust, End of Year	<u>\$ -</u>	<u>\$ 233,099</u>	<u>\$ 705,769</u>	<u>\$ 5,075,716</u>	<u>\$ 3,398,339</u>	<u>\$ 9,624,887</u>	<u>\$ 4,868,083</u>

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2013

	Portfolio						
	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short- Term 529 Portfolio	PIMCO Total Return 529 Portfolio	T. Rowe Price Balanced 529 Portfolio
Additions							
Contributions	\$ 1,169,594	\$ 684,562	\$ 1,709,102	\$ 525,618	\$ 2,091,523	\$ 2,723,283	\$ 4,030,994
Exchanges in	1,607,265	846,070	9,700,577	562,687	1,940,967	1,423,869	2,900,744
Investment income							
Dividends and interest	256,163	289,865	444,154	67,938	116,900	964,286	1,638,554
Total additions	<u>3,033,022</u>	<u>1,820,497</u>	<u>11,853,833</u>	<u>1,156,243</u>	<u>4,149,390</u>	<u>5,111,438</u>	<u>8,570,292</u>
Deductions							
Withdrawals	1,196,701	698,248	1,357,194	217,483	1,958,297	2,639,703	4,582,496
Exchanges out	803,594	495,552	905,037	161,425	4,311,861	3,878,668	2,542,459
Management and administrative fees	85,080	45,005	114,234	19,200	60,373	122,500	326,729
Total deductions	<u>2,085,375</u>	<u>1,238,805</u>	<u>2,376,465</u>	<u>398,108</u>	<u>6,330,531</u>	<u>6,640,871</u>	<u>7,451,684</u>
Net Realized Gain and Net Appreciation in Fair Value	<u>1,695,436</u>	<u>929,178</u>	<u>3,078,519</u>	<u>590,213</u>	<u>(30,934)</u>	<u>(1,084,077)</u>	<u>3,628,218</u>
Net Increase (Decrease)	2,643,083	1,510,870	12,555,887	1,348,348	(2,212,075)	(2,613,510)	4,746,826
Fiduciary Net Position Held in Trust, Beginning of Year	<u>8,919,661</u>	<u>4,707,160</u>	<u>3,747,348</u>	<u>1,737,604</u>	<u>10,490,983</u>	<u>16,598,787</u>	<u>38,527,353</u>
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 11,562,744</u>	<u>\$ 6,218,030</u>	<u>\$ 16,303,235</u>	<u>\$ 3,085,952</u>	<u>\$ 8,278,908</u>	<u>\$ 13,985,277</u>	<u>\$ 43,274,179</u>

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2013

	Portfolio						
	T. Rowe Price Institutional Large-Cap Growth 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio	Templeton International Bond 529 Portfolio	Touchstone High Yield 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund
Additions							
Contributions	\$ 1,731,722	\$ 510,542	\$ 280,678	\$ 301,195	\$ 773,573	\$ 820,304	\$ 2,902,392
Exchanges in	982,744	299,590	444,222	557,115	645,109	2,144,084	13,144,953
Investment income							
Dividends and interest	31,909	35,131	14,996	24,646	106,411	13,125	632,193
Total additions	<u>2,746,375</u>	<u>845,263</u>	<u>739,896</u>	<u>882,956</u>	<u>1,525,093</u>	<u>2,977,513</u>	<u>16,679,538</u>
Deductions							
Withdrawals	953,637	205,868	97,098	86,396	767,367	3,064,002	9,281,830
Exchanges out	776,094	556,580	9,182	38,097	915,693	450,429	5,326,181
Management and administrative fees	72,503	12,090	2,289	2,561	68,232	6,972	237,966
Total deductions	<u>1,802,234</u>	<u>774,538</u>	<u>108,569</u>	<u>127,054</u>	<u>1,751,292</u>	<u>3,521,403</u>	<u>14,845,977</u>
Net Realized Gain and Net Appreciation in Fair Value	<u>2,436,797</u>	<u>(10,376)</u>	<u>(19,578)</u>	<u>(13,085)</u>	<u>2,510,206</u>	<u>(45)</u>	<u>(973,898)</u>
Net Increase (Decrease)	3,380,938	60,349	611,749	742,817	2,284,007	(543,935)	859,663
Fiduciary Net Position Held in Trust, Beginning of Year	8,267,513	1,668,110	-	-	8,481,880	7,459,697	27,130,252
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 11,648,451</u>	<u>\$ 1,728,459</u>	<u>\$ 611,749</u>	<u>\$ 742,817</u>	<u>\$ 10,765,887</u>	<u>\$ 6,915,762</u>	<u>\$ 27,989,915</u>

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2013

	Portfolio						
	CollegeCounts Fund 20	CollegeCounts Fund 40	CollegeCounts Fund 60	CollegeCounts Fund 80	CollegeCounts Fund 100	Eliminations	Plan Total
Additions							
Contributions	\$ 7,029,699	\$ 16,160,574	\$ 21,343,623	\$ 27,677,878	\$ 17,088,855	\$ -	\$ 121,364,601
Exchanges in	26,623,242	42,636,228	46,523,920	31,175,946	3,146,941	(199,249,685)	-
Investment income							
Dividends and interest	2,469,344	4,379,375	5,409,032	4,484,066	2,914,642	-	25,550,892
Total additions	36,122,285	63,176,177	73,276,575	63,337,890	23,150,438	(199,249,685)	146,915,493
Deductions							
Withdrawals	15,973,080	12,901,843	7,155,005	6,134,993	7,552,887	-	86,845,105
Exchanges out	15,821,028	31,551,475	43,859,670	43,142,957	28,684,390	(199,249,685)	-
Management and administrative fees	571,897	1,013,703	1,357,817	1,242,312	900,354	-	6,673,449
Total deductions	32,366,005	45,467,021	52,372,492	50,520,262	37,137,631	(199,249,685)	93,518,554
Net Realized Gain and Net Appreciation in Fair Value	(792,604)	2,923,788	11,438,907	17,045,338	16,914,560	-	65,466,844
Net Increase (Decrease)	2,963,676	20,632,944	32,342,990	29,862,966	2,927,367	-	118,863,783
Fiduciary Net Position Held in Trust, Beginning of Year	65,460,153	108,102,273	147,387,046	139,088,444	109,854,021	-	770,662,899
Fiduciary Net Position Held in Trust, End of Year	\$ 68,423,829	\$ 128,735,217	\$ 179,730,036	\$ 168,951,410	\$ 112,781,388	\$ -	\$ 889,526,682

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2013

	Portfolio						
	American Century Equity Growth 529 Portfolio	American Century Short Duration Inflation Protection Bond 529 Portfolio	BlackRock Cash Funds 529 Portfolio	BlackRock Inflation Protected Bond 529 Portfolio	Cohen & Steers Dividend Value 529 Portfolio	Credit Suisse Commodity Return Strategy 529 Portfolio	DFA International Small Company 529 Portfolio
Class A							
Ratio of net investment income to average net position*	1.33%	-0.51%	0.08%	2.44%	1.02%	-0.67%	2.14%
Ratio of expense to average net position**	0.67%	0.67%	0.09%	0.67%	0.67%	0.67%	0.67%
Total return ***	19.52%	0.00%	0.08%	-5.87%	16.70%	-14.90%	26.60%
Class B							
Ratio of net investment income to average net position*	0.58%	-1.06%	0.08%	1.69%	0.27%	-1.41%	1.38%
Ratio of expense to average net position**	1.42%	1.06%	0.09%	1.42%	1.42%	1.41%	1.42%
Total return ***	18.71%	0.00%	0.08%	-6.56%	15.79%	-15.50%	25.70%
Class C							
Ratio of net investment income to average net position*	1.08%	-0.70%	0.08%	2.19%	0.77%	-0.92%	1.89%
Ratio of expense to average net position**	0.92%	0.70%	0.09%	0.92%	0.92%	0.92%	0.92%
Total return ***	19.27%	0.00%	0.08%	-6.16%	16.32%	-15.00%	26.30%
Class F							
Ratio of net investment income to average net position*	1.58%	-0.32%	0.08%	2.69%	1.27%	-0.42%	2.39%
Ratio of expense to average net position**	0.42%	0.32%	0.09%	0.42%	0.42%	0.42%	0.42%
Total return ***	19.87%	0.00%	0.08%	-5.67%	16.96%	-14.70%	26.90%

* This ratio represents investment income recognized by the Plan from the underlying investments, less expenses, divided by the average net position.

** This ratio represents the Plan's expenses divided by average net position.

*** Total return is calculated for account owners taken as a whole. An individual account owner's return may vary based on the timing of investment transactions.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2013

	Portfolio						
	Fidelity Advisor Fidelity Advisor Mid Cap II 529 Portfolio	Fidelity Advisor Investment Grade Bond 529 Portfolio	ING Global Real Estate 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Funds Bond Index 529 Portfolio
Class A							
Ratio of net investment income to average net position*	-0.02%	1.47%	3.17%	4.00%	5.19%	0.71%	2.83%
Ratio of expense to average net position**	0.02%	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%
Total return ***	-0.51%	-2.40%	8.70%	2.24%	41.57%	16.01%	-2.63%
Class B							
Ratio of net investment income to average net position*	-0.04%	0.72%	2.42%	3.25%	4.44%	-0.04%	2.08%
Ratio of expense to average net position**	0.04%	1.42%	1.42%	1.42%	1.42%	1.42%	1.42%
Total return ***	-0.52%	-3.20%	7.90%	1.42%	40.47%	15.15%	-3.31%
Class C							
Ratio of net investment income to average net position*	-0.03%	1.22%	2.92%	3.75%	4.94%	0.46%	2.58%
Ratio of expense to average net position**	0.03%	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%
Total return ***	-0.51%	-2.70%	8.40%	1.97%	41.24%	15.73%	-2.91%
Class F							
Ratio of net investment income to average net position*	-0.01%	1.77%	3.42%	4.25%	5.44%	0.96%	3.08%
Ratio of expense to average net position**	0.01%	0.37%	0.42%	0.42%	0.42%	0.42%	0.42%
Total return ***	-0.50%	-2.20%	9.00%	2.51%	41.82%	16.38%	-2.37%

* This ratio represents investment income recognized by the Plan from the underlying investments, less expenses, divided by the average net position.

** This ratio represents the Plan's expenses divided by average net position.

*** Total return is calculated for account owners taken as a whole. An individual account owner's return may vary based on the timing of investment transactions.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2013

	Portfolio						
	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short- Term 529 Portfolio	PIMCO Total Return 529 Portfolio	T. Rowe Price Balanced 529 Portfolio
Class A							
Ratio of net investment income to average net position*	1.74%	4.47%	2.50%	2.19%	0.66%	5.42%	3.38%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%
Total return ***	18.44%	23.03%	26.60%	28.98%	0.29%	-1.41%	13.16%
Class B							
Ratio of net investment income to average net position*	0.99%	3.72%	1.76%	1.44%	0.16%	4.67%	2.63%
Ratio of expense to average net position**	1.42%	1.42%	1.42%	1.42%	1.17%	1.42%	1.42%
Total return ***	17.58%	22.02%	25.63%	28.12%	-0.20%	-2.15%	12.28%
Class C							
Ratio of net investment income to average net position*	1.49%	4.22%	2.25%	1.95%	0.42%	5.17%	3.13%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%
Total return ***	18.15%	22.65%	26.28%	28.67%	0.10%	-1.59%	12.81%
Class F							
Ratio of net investment income to average net position*	1.99%	4.72%	2.75%	2.44%	0.91%	5.67%	3.63%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.42%	0.42%	0.42%	0.42%
Total return ***	18.70%	23.28%	26.94%	29.31%	0.58%	-1.14%	13.41%

* This ratio represents investment income recognized by the Plan from the underlying investments, less expenses, divided by the average net position.

** This ratio represents the Plan's expenses divided by average net position.

*** Total return is calculated for account owners taken as a whole. An individual account owner's return may vary based on the timing of investment transactions.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2013

	Portfolio						
	T. Rowe Price Institutional Large-Cap Growth 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio	Templeton International Bond 529 Portfolio	Touchstone High Yield 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund
Class A							
Ratio of net investment income to average net position*	-0.34%	1.51%	3.12%	5.56%	0.46%	0.08%	1.54%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.67%	0.67%	0.09%	0.67%
Total return ***	26.71%	3.35%	0.70%	3.80%	31.39%	0.08%	-1.70%
Class B							
Ratio of net investment income to average net position*	-1.09%	0.76%	2.40%	4.81%	-0.29%	0.08%	0.79%
Ratio of expense to average net position**	1.42%	1.42%	1.39%	1.41%	1.42%	0.09%	1.42%
Total return ***	25.79%	2.63%	-0.10%	3.10%	30.44%	0.08%	-2.49%
Class C							
Ratio of net investment income to average net position*	-0.59%	1.26%	2.87%	5.31%	0.21%	0.08%	1.29%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.91%	0.92%	0.09%	0.92%
Total return ***	26.40%	3.13%	0.40%	3.50%	31.04%	0.08%	-1.99%
Class F							
Ratio of net investment income to average net position*	-0.09%	1.76%	3.37%	5.81%	0.71%	0.08%	1.80%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.42%	0.42%	0.09%	0.42%
Total return ***	27.01%	3.55%	0.90%	4.00%	31.71%	0.08%	-1.50%

* This ratio represents investment income recognized by the Plan from the underlying investments, less expenses, divided by the average net position.

** This ratio represents the Plan's expenses divided by average net position.

*** Total return is calculated for account owners taken as a whole. An individual account owner's return may vary based on the timing of investment transactions.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2013

	Portfolio				
	CollegeCounts Fund 20	CollegeCounts Fund 40	CollegeCounts Fund 60	CollegeCounts Fund 80	CollegeCounts Fund 100
Class A					
Ratio of net investment income to average net position*	2.98%	2.98%	2.63%	2.26%	1.97%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.67%	0.67%
Total return ***	1.92%	5.56%	10.02%	14.25%	18.80%
Class B					
Ratio of net investment income to average net position*	2.23%	2.23%	1.88%	1.50%	1.22%
Ratio of expense to average net position**	1.42%	1.42%	1.42%	1.42%	1.42%
Total return ***	1.15%	4.80%	9.17%	13.32%	17.88%
Class C					
Ratio of net investment income to average net position*	2.73%	2.73%	2.38%	2.01%	1.72%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.92%	0.92%
Total return ***	1.67%	5.25%	9.73%	13.91%	18.50%
Class F					
Ratio of net investment income to average net position*	3.23%	3.23%	2.88%	2.51%	2.22%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.42%	0.42%
Total return ***	2.16%	5.78%	10.29%	14.49%	19.10%

* This ratio represents investment income recognized by the Plan from the underlying investments, less expenses, divided by the average net position.

** This ratio represents the Plan's expenses divided by average net position.

*** Total return is calculated for account owners taken as a whole. An individual account owner's return may vary based on the timing of investment transactions.

CollegeCounts 529 Fund Advisor Plan
Schedule of Investments (Age-Based Target Portfolios)
September 30, 2013

Target Portfolios	Age of Beneficiary	Portfolio						
		CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund	CollegeCounts Fund 20	CollegeCounts Fund 40	CollegeCounts Fund 60	CollegeCounts Fund 80	CollegeCounts Fund 100
Age-Based Aggressive Portfolios				21 and over	17 - 20	13 - 16	9 - 12	newborn to 8
Age-Based Moderate Portfolios			21 and over	17 - 20	13 - 16	9 - 12	newborn to 8	
Age-Based Conservative Portfolios		21 and over	17 - 20	13 - 16	9 - 12	newborn to 8		
BlackRock Cash Funds		\$ 6,905,580	\$ 14,021,271	\$ 6,867,723	\$ -	\$ -	\$ -	\$ -
Money Market Total		6,905,580	14,021,271	6,867,723	-	-	-	-
Credit Suisse Commodity Return Strategy Fund		-	-	684,853	2,575,963	3,599,920	3,392,307	2,200,535
Commodities Total		-	-	684,853	2,575,963	3,599,920	3,392,307	2,200,535
American Century Short Duration Inflation Protection Bond Fund		-	3,309,127	7,403,405	11,417,342	12,385,591	8,484,474	-
Northern Funds Bond Index Fund		-	1,121,521	10,294,339	19,369,026	16,246,102	5,103,440	-
PIMCO Short-Term Fund		-	8,420,138	15,798,873	12,929,889	9,036,573	-	-
PIMCO Total Return Fund		-	1,122,667	10,303,467	25,851,506	23,488,194	11,918,862	-
Templeton International Bond Fund		-	-	1,367,642	3,858,375	5,393,279	5,081,536	-
Touchstone High Yield Fund		-	-	2,738,500	3,862,909	5,399,463	3,391,554	-
Fixed Income Total		-	13,973,453	47,906,226	77,289,047	71,949,202	33,979,866	-
ING Global Real Estate Fund		-	-	-	1,927,157	5,387,188	8,459,547	7,843,743
Real Estate Total		-	-	-	1,927,157	5,387,188	8,459,547	7,843,743
Cohen & Steers Dividend Value Fund		-	-	2,375,607	8,297,780	16,059,194	19,334,035	15,101,809
Lord Abbett Developing Growth Fund		-	-	345,424	1,948,675	3,633,280	5,133,490	5,177,317
Northern Funds Mid Cap Index Fund		-	-	688,526	1,942,350	3,620,501	3,410,753	3,447,144
Northern Funds Small Cap Value Fund		-	-	343,234	1,936,607	3,609,505	5,100,681	4,009,855
Northern Funds Stock Index Fund		-	-	4,764,020	11,520,182	17,891,737	23,600,500	18,018,136
T. Rowe Price Institutional Large-Cap Growth Fund		-	-	1,722,569	7,127,718	16,184,931	19,627,877	17,632,681
Domestic Equity Total		-	-	10,239,380	32,773,312	60,999,148	76,207,336	63,386,942
DFA International Small Company Portfolio		-	-	-	-	3,611,439	5,103,813	4,582,421
Lazard Emerging Markets Equity Fund		-	-	-	1,904,303	5,323,579	8,365,920	7,790,719
Neuberger Berman International Large Cap Fund		-	-	1,363,461	7,693,167	16,129,908	20,291,144	16,969,619
Northern Funds International Equity Index Fund		-	-	1,367,836	4,502,301	12,579,726	13,553,267	10,212,289
International Equity Total		-	-	2,731,297	14,099,771	37,644,652	47,314,144	39,555,048
Fair Value of Investments, End of Year		6,905,580	27,994,724	68,429,479	128,665,250	179,580,110	169,353,200	112,986,268
Fair Value of Investments, End of Year Plus Cash, Receivables and Accrued		6,905,580	27,994,724	68,429,479	128,665,250	179,580,110	169,353,200	112,986,268
Investment Income		10,603	109,709	337,392	629,573	673,283	217,366	72,025
Less Payables and Accrued Expenses		(421)	(114,518)	(343,042)	(559,606)	(523,357)	(619,156)	(276,905)
Fiduciary Net Position Held in Trust, End of Year		\$ 6,915,762	\$ 27,989,915	\$ 68,423,829	\$ 128,735,217	\$ 179,730,036	\$ 168,951,410	\$ 112,781,388

CollegeCounts 529 Fund Advisor Plan
Combining Schedule of Fiduciary Net Position
September 30, 2013

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Assets				
Investments, at fair value	\$ 172,042,100	\$ 890,020,805	\$ -	\$ 1,062,062,905
Cash	497,534	282,599	-	780,133
Receivables for contributions	499,431	1,498,008	-	1,997,439
Accrued investment income	81,606	518,788	-	600,394
	<u>173,120,671</u>	<u>892,320,200</u>	<u>-</u>	<u>1,065,440,871</u>
Total assets				
Liabilities				
Distributions payable to shareholders	16	133	-	149
Withdrawals payable	273,153	1,378,000	-	1,651,153
Accrued expenses	267,740	1,415,385	-	1,683,125
	<u>540,909</u>	<u>2,793,518</u>	<u>-</u>	<u>3,334,427</u>
Total liabilities				
Fiduciary Net Position Held in Trust	<u>\$ 172,579,762</u>	<u>\$ 889,526,682</u>	<u>\$ -</u>	<u>\$ 1,062,106,444</u>

CollegeCounts 529 Fund Advisor Plan
Combining Schedule of Changes in Fiduciary Net Position
For the Year Ended September 30, 2013

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Additions				
Contributions	\$ 44,202,503	\$ 121,364,601	\$ (14,504,665)	\$ 151,062,439
Investment income				
Dividends and interest	4,048,367	25,550,892	-	29,599,259
Total additions	<u>48,250,870</u>	<u>146,915,493</u>	<u>(14,504,665)</u>	<u>180,661,698</u>
Deductions				
Withdrawals	8,477,367	86,845,105	(14,504,665)	80,817,807
Management fees	364,255	6,673,449	-	7,037,704
Total deductions	<u>8,841,622</u>	<u>93,518,554</u>	<u>(14,504,665)</u>	<u>87,855,511</u>
Net Realized Gain and Net Appreciation in Fair Value of Investments	<u>12,570,199</u>	<u>65,466,844</u>	<u>-</u>	<u>78,037,043</u>
Net Increase	51,979,447	118,863,783	-	170,843,230
Fiduciary Net Position Held in Trust, Beginning of Year	<u>120,600,315</u>	<u>770,662,899</u>	<u>-</u>	<u>891,263,214</u>
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 172,579,762</u>	<u>\$ 889,526,682</u>	<u>\$ -</u>	<u>\$ 1,062,106,444</u>

Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with Government Auditing Standards

Members of the Board of Trustees of the CollegeCounts 529 Fund Advisor Plan
UBT 529 Fund Services, a Division of Union Bank & Trust Company (Program Manager)
Montgomery, Alabama

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the CollegeCounts 529 Fund Advisor Plan (the Plan), which comprise the statement of fiduciary net position as of September 30, 2013, and the related statements of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 20, 2013.

Internal Control Over Financial Reporting

Management of the Plan is responsible for establishing and maintaining effective internal control over financial reporting (internal control). In planning and performing our audit, we considered the Plan's internal control to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the Plan's financial statements will not be prevented or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses as defined above. However, material weaknesses may exist that have not been identified.

Compliance

As part of obtaining reasonable assurance about whether the Plan's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

The purpose of this communication is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or compliance. This communication is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BKD, LLP

Lincoln, Nebraska
December 20, 2013

Independent Accountant's Report

Members of the Board of Trustees of CollegeCounts 529 Fund Advisor Plan
UBT 529 Fund Services, a Division of Union Bank & Trust Company (Program Manager)
Montgomery, Alabama

We have examined CollegeCounts 529 Fund Advisor Plan's (the Plan) compliance with the Program Management Fee as defined in section 8(a) of the Program Management Agreement dated July 1, 2010, during the year ended September 30, 2013. Management is responsible for the Plan's compliance with the provisions of the agreement. Our responsibility is to express an opinion on the Plan's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the compliance of the Plan with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Plan's compliance with specified requirements.

In our opinion, the Plan complied, in all material respects, with the aforementioned provisions for the year ended September 30, 2013.

This report is intended solely for the information and use of the Board of Trustees of the Alabama College Education Savings Trust Fund and the Program Manager of the Plan and is not intended to be and should not be used by anyone other than these specified parties.

BKD, LLP

Lincoln, Nebraska
December 20, 2013