



CollegeCounts
ADVISOR-GUIDED 529 FUND

Auditor's Report and Financial Statements

September 30, 2016



Offered by the
State of Alabama

UBT 529 Fund Services a Division of

UBT
Union Bank & Trust

Program Manager

CollegeCounts 529 Fund Advisor Plan
September 30, 2016

Contents

Independent Auditor’s Report	1
Management’s Discussion and Analysis (Unaudited)	3
Financial Statements	
Statement of Fiduciary Net Position.....	6
Statement of Changes in Fiduciary Net Position.....	7
Notes to Financial Statements	8
Supplemental Schedules	
Schedule of Fiduciary Net Position by Portfolio.....	22
Schedule of Changes in Fiduciary Net Position by Portfolio	27
Financial Highlights by Portfolio	32
Schedule of Investments (Age-Based Target Portfolios)	37
Combining Schedule of Fiduciary Net Position	39
Combining Schedule of Changes in Fiduciary Net Position	40
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 <i>Government Auditing Standards</i>.....	41
Independent Accountant’s Report	43

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 basic financial statements of the CollegeCounts 529 Fund Advisor Plan, which are comprised of a statement of fiduciary net position as of September 30, 2016, and a statement of changes in fiduciary net position and the related notes to the basic financial statements for the year ended September 30, 2016.

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, 2016, 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.

Other Matters

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 basic financial statements. Such information, although not part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic 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 basic financial statements and other knowledge we obtained during our audit of the basic 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 basic 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 basic 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 basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic 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 basic 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 January 24, 2017, 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
January 24, 2017

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, 2016, 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 \$1,054.2 million in net position as of September 30, 2016. 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 Funds, MainStay, Cohen & Steers, Neuberger Berman, Lazard, Fidelity, American Century, Credit Suisse, DFA, State Street, Templeton, Touchstone, Voya and William Blair Funds.

Financial Highlights

The following financial highlights occurred during the years ending September 30, 2016 and 2015:

- The Plan had contributions of \$112.3 million and withdrawals of \$105.9 million during 2016 and contributions of \$122.3 million and withdrawals of \$105.2 million during 2015, with a decrease of 8.2% in contributions and an increase of 0.6% in withdrawals during 2016;
- At September 30, 2016, the Plan's net position totaled \$1,054.2 million, an increase of \$85.8 million, or 8.9% since September 30, 2015;
- The Plan earned \$31.5 million and \$48.2 million from investment income and recognized \$55.6 million and (\$68.0) million from net realized gain (loss) and net appreciation (depreciation) in fair value of investments during 2016 and 2015, respectively. The Plan incurred \$7.7 million and \$7.8 million, respectively, for operating expenses during 2016 and 2015.

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, 2016. 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, 2016, 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, 2016, 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:

	<u>2016</u>	<u>2015</u>
Total Assets	\$1,057,542,256	\$ 970,202,678
Less Total Liabilities	<u>3,329,277</u>	<u>1,828,091</u>
Net Position Held in Trust	<u>\$1,054,212,979</u>	<u>\$ 968,374,587</u>

Investments make up more than 100% of total net position, and consist of 36 Investment Portfolios in 2016 (31 Investment Portfolios in 2015), 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.

Total assets increased by \$87.3 million, or 9.0%, from September 30, 2015 to September 30, 2016 due primarily to net contributions (participant contributions less redemptions and withdrawals) of \$6.4 million and increases from operations (investment income and net realized gain and appreciation in fair value of investments) of \$87.1 million and expenses of \$7.7 million. Total liabilities increased \$1.5 million due primarily to the timing of withdrawals requested by participants and amounts payables for securities purchased, which is a reflection of investment decisions made by participants and the corresponding action taken by the program manager to process required transactions.

Changes in Fiduciary Net Position

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

	<u>2016</u>	<u>2015</u>
Total Additions	\$ 143,799,734	\$ 170,537,952
Total Deductions	113,572,065	113,028,953
Net Realized Gain (Loss) and Net Appreciation (Depreciation) in Fair Value of Investments	<u>55,610,723</u>	<u>(67,987,122)</u>
Net Increase (Decrease)	85,838,392	(10,478,123)
Net Position Held in Trust, Beginning of Year	<u>968,374,587</u>	<u>978,852,710</u>
Net Position Held in Trust, End of Year	<u>\$1,054,212,979</u>	<u>\$ 968,374,587</u>

Total additions decreased \$26.7 million or 15.7%, due to a decrease in investment income of \$16.7 million and a decrease in contributions of \$10.1 million. Total deductions increased \$0.5 million or 0.5%, due to an increase in withdrawals and redemptions of \$0.7 million offset by a decrease in fees of \$0.1 million. Net realized gains (losses) and appreciation (depreciation) in fair value of investments was \$55.6 million and (\$68.0) million for the years ended September 30, 2016 and 2015, respectively. Increases and decreases in net realized and unrealized gains and losses on investment transactions, as well as changes in investment income, reflect market conditions during each corresponding year. Fees are charged to participants as a percentage of daily net position and therefore, fluctuate based on changes in fiduciary net position.

CollegeCounts 529 Fund Advisor Plan
Statement of Fiduciary Net Position
September 30, 2016

Fiduciary Assets

Investments, at fair value	\$ 1,054,596,771
Cash	324,706
Receivables for contributions	1,838,435
Accrued investment income	<u>782,344</u>
Total fiduciary assets	<u>1,057,542,256</u>

Liabilities

Distributions payable to shareholders	246
Withdrawals payable	1,789,664
Accrued expenses	<u>1,539,367</u>
Total liabilities	<u>3,329,277</u>

Fiduciary Net Position Held in Trust	<u><u>\$ 1,054,212,979</u></u>
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CollegeCounts 529 Fund Advisor Plan
Statement of Changes in Fiduciary Net Position
For the Year Ended September 30, 2016

Additions	
Contributions	\$ 112,276,689
Investment income	
Dividends and interest	<u>31,523,045</u>
Total additions	<u>143,799,734</u>
Deductions	
Withdrawals	105,866,696
Management and administrative fees	<u>7,705,369</u>
Total deductions	<u>113,572,065</u>
Net Realized Gain and Net Appreciation in Fair Value of Investments	<u>55,610,723</u>
Net Increase	85,838,392
Fiduciary Net Position Held in Trust, Beginning of Year	<u>968,374,587</u>
Fiduciary Net Position Held in Trust, End of Year	<u><u>\$ 1,054,212,979</u></u>

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

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 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 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.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 2: Significant Accounting Policies - Continued

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 one money-market fund and mutual funds offered by PIMCO, BlackRock, T. Rowe Price, Northern Funds, Fidelity, American Century, William Blair Funds, Lazard, Neuberger Berman, MainStay, Cohen & Steers, Credit Suisse, DFA, Voya, State Street, 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, 2016.

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

Note 2: Significant Accounting Policies - Continued

Contributions - Continued

Effective September 28, 2016, the Plan liquidated the holdings in the Lord Abbett Developing Growth Fund and reinvested those proceeds into a new investment, the T. Rowe Price QM U.S. Small-Cap Growth Equity Fund, in the Age-Based, Target, and Individual Fund Portfolios. This change is based on a number of variables including changes to the investment team, performance, and other considerations.

Effective July 27, 2016, the Plan liquidated the holdings in the BlackRock Cash Fund and reinvested those proceeds into a new investment, the State Street Institutional U.S. Government Money Market Fund, in the Age-Based, Target, and Individual Fund Portfolios. This change was based on the BlackRock Cash Funds no longer accepting new investments after August 1, 2016.

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 the appropriate Portfolio based on the age of the beneficiary 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.

Effective September 28, 2016, the age-bands for the Conservative, Moderate, and Aggressive Age-Based Options increased from five to nine to further smooth the glide path the account beneficiary travels from the time the account is established through college. In addition, the underlying asset allocations of both the Age-Based and Target Portfolios were updated to enhance Portfolio diversification.

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, 2016

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 withdrawals, if any. Withdrawals are recorded as deductions from net position on the date the withdrawal request is 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 two times 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, 2016

Note 3: Investments

The Underlying Fund allocations at September 30, 2016, are as follows:

Portfolio	Investment	Balance
American Century Equity Growth 529 Portfolio	American Century Equity Growth Fund	\$ 4,560,867
American Century Short Duration Inflation Protection Bond 529 Portfolio	American Century Short Duration Inflation Protection Bond Fund	
		1,423,818
BlackRock Inflation Protected Bond 529 Portfolio	BlackRock Inflation Protected Bond Portfolio	2,082,945
Cohen & Steers Dividend Value 529 Portfolio	Cohen & Steers Dividend Value Fund	29,562,711
Credit Suisse Commodity Return Strategy 529 Portfolio	Credit Suisse Commodity Return Strategy Fund	676,224
DFA International Small Company 529 Portfolio	DFA International Small Company Portfolio	1,370,123
Fidelity Advisor Investment Grade Bond 529 Portfolio	Fidelity Advisor Investment Grade Bond Fund	1,266,710
Lazard Emerging Markets Equity 529 Portfolio	Lazard Emerging Markets Equity Portfolio	5,544,177
MainStay Total Return Bond 529 Portfolio	MainStay Total Return Bond Fund	811,968
Neuberger Berman International Large Cap 529 Portfolio	Neuberger Berman International Large Cap Fund	9,331,077
Northern Funds Bond Index 529 Portfolio	Northern Funds Bond Index Fund	16,926,123
Northern Funds Stock Index 529 Portfolio	Northern Funds Stock Index Fund	18,575,936
Northern Funds International Equity Index 529 Portfolio	Northern Funds International Equity Index Fund	7,274,448
Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Mid Cap Index Fund	20,734,685
Northern Funds Small Cap Index 529 Portfolio	Northern Funds Small Cap Index Fund	4,720,854
PIMCO Short-Term 529 Portfolio	PIMCO Short-Term Fund	10,006,733
State Street U.S. Government Money Market 529 Portfolio	State Street Institutional U.S. Government Money Market Fund	15,568,794
T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Balanced Fund	45,311,084
T. Rowe Price Large-Cap Growth 529 Portfolio	T. Rowe Price Institutional Large-Cap Growth Fund	18,295,722
T. Rowe Price Real Estate 529 Portfolio	T. Rowe Price Real Estate Fund	3,598,078
T. Rowe Price QM U.S. Small-Cap Growth Equity 529 Portfolio	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	4,062,669
Templeton International Bond 529 Portfolio	Templeton International Bond Fund	857,458
Touchstone High Yield 529 Portfolio	Touchstone High Yield Fund	2,014,603
Voya Global Real Estate 529 Portfolio	Voya Global Real Estate Fund	931,704
William Blair Small Cap Value 529 Portfolio	William Blair Small Cap Value Fund	11,222,848
CollegeCounts Fixed Income Fund	State Street Institutional U.S. Government Money Market Fund	6,435,845
CollegeCounts Fixed Income Fund	American Century Short Duration Inflation Protection Bond Fund	1,930,832
CollegeCounts Fixed Income Fund	Northern Funds Bond Index Fund	1,027,886
CollegeCounts Fixed Income Fund	PIMCO Short-Term Fund	2,577,083
CollegeCounts Fixed Income Fund	MainStay Total Return Bond Fund	898,550
Total CollegeCounts Fixed Income Fund		<u>12,870,196</u>
CollegeCounts Fund 10	State Street Institutional U.S. Government Money Market Fund	12,014,543
CollegeCounts Fund 10	American Century Short Duration Inflation Protection Bond Fund	7,304,814
CollegeCounts Fund 10	Mainstay Total Return Bond Fund	6,243,855
CollegeCounts Fund 10	Northern Funds Bond Index Fund	6,770,592
CollegeCounts Fund 10	PIMCO Short-Term Fund	11,490,767
CollegeCounts Fund 10	Templeton International Bond Fund	1,566,891
CollegeCounts Fund 10	Touchstone High Yield Fund	1,570,899
CollegeCounts Fund 10	Cohen & Steers Dividend Value Fund	1,036,634
CollegeCounts Fund 10	Northern Funds Mid Cap Index Fund	520,308
CollegeCounts Fund 10	Northern Funds Stock Index Fund	1,562,945
CollegeCounts Fund 10	T. Rowe Price Institutional Large-Cap Growth Fund	1,046,056
CollegeCounts Fund 10	Neuberger Berman International Large Cap Fund	519,406
CollegeCounts Fund 10	Northern Funds International Equity Index Fund	519,426
Total CollegeCounts Fund 10		<u>52,167,136</u>

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 20	State Street Institutional U.S. Government Money Market Fund	\$ 7,991,164
CollegeCounts Fund 20	Credit Suisse Commodity Return Strategy Fund	891,536
CollegeCounts Fund 20	American Century Short Duration Inflation Protection Bond Fund	9,766,979
CollegeCounts Fund 20	Mainstay Total Return Bond Fund	10,625,221
CollegeCounts Fund 20	Northern Funds Bond Index Fund	11,521,580
CollegeCounts Fund 20	PIMCO Short-Term Fund	22,220,446
CollegeCounts Fund 20	Templeton International Bond Fund	4,444,003
CollegeCounts Fund 20	Touchstone High Yield Fund	4,455,364
CollegeCounts Fund 20	Voya Global Real Estate Fund	875,650
CollegeCounts Fund 20	Cohen & Steers Dividend Value Fund	2,645,889
CollegeCounts Fund 20	Northern Funds Mid Cap Index Fund	1,770,774
CollegeCounts Fund 20	Northern Funds Stock Index Fund	5,319,120
CollegeCounts Fund 20	T. Rowe Price Institutional Large-Cap Growth Fund	2,670,111
CollegeCounts Fund 20	Neuberger Berman International Large Cap Fund	1,767,621
CollegeCounts Fund 20	Northern Funds International Equity Index Fund	1,767,717
Total CollegeCounts Fund 20		88,733,175
CollegeCounts Fund 30	Credit Suisse Commodity Return Strategy Fund	1,021,365
CollegeCounts Fund 30	American Century Short Duration Inflation Protection Bond Fund	13,224,051
CollegeCounts Fund 30	Mainstay Total Return Bond Fund	12,172,826
CollegeCounts Fund 30	Northern Funds Bond Index Fund	13,199,759
CollegeCounts Fund 30	PIMCO Short-Term Fund	22,402,116
CollegeCounts Fund 30	Templeton International Bond Fund	5,091,297
CollegeCounts Fund 30	Touchstone High Yield Fund	5,104,289
CollegeCounts Fund 30	Voya Global Real Estate Fund	1,003,195
CollegeCounts Fund 30	Cohen & Steers Dividend Value Fund	4,042,053
CollegeCounts Fund 30	Northern Funds Mid Cap Index Fund	2,028,797
CollegeCounts Fund 30	Northern Funds Small Cap Value Fund	1,016,326
CollegeCounts Fund 30	Northern Funds Stock Index Fund	7,109,964
CollegeCounts Fund 30	T. Rowe Price Institutional Large-Cap Growth Fund	4,078,774
CollegeCounts Fund 30	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	1,013,591
CollegeCounts Fund 30	Lazard Emerging Markets Equity Portfolio	1,005,727
CollegeCounts Fund 30	Neuberger Berman International Large Cap Fund	4,050,578
CollegeCounts Fund 30	Northern Funds International Equity Index Fund	4,050,709
Total CollegeCounts Fund 30		101,615,417
CollegeCounts Fund 40	Credit Suisse Commodity Return Strategy Fund	2,517,118
CollegeCounts Fund 40	American Century Short Duration Inflation Protection Bond Fund	11,280,832
CollegeCounts Fund 40	Mainstay Total Bond Fund	17,499,067
CollegeCounts Fund 40	Northern Bond Index Fund	13,762,321
CollegeCounts Fund 40	PIMCO Short-Term Fund	17,565,959
CollegeCounts Fund 40	Templeton International Bond Fund	7,528,126
CollegeCounts Fund 40	Touchstone High Yield Fund	7,547,344
CollegeCounts Fund 40	Voya Global Real Estate Fund	2,472,043
CollegeCounts Fund 40	Cohen & Steers Dividend Value Fund	7,470,090
CollegeCounts Fund 40	Northern Funds Mid Cap Index Fund	3,749,581
CollegeCounts Fund 40	Northern Funds Small Cap Value Fund	1,251,991
CollegeCounts Fund 40	Northern Funds Stock Index Fund	10,011,635
CollegeCounts Fund 40	T. Rowe Price Institutional Large-Cap Growth Fund	7,538,580
CollegeCounts Fund 40	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	1,248,951
CollegeCounts Fund 40	Lazard Emerging Markets Equity Portfolio	1,239,098

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 40	Neuberger Berman International Large Cap Fund	\$ 7,485,669
CollegeCounts Fund 40	Northern Funds International Equity Index Fund	4,990,805
Total CollegeCounts Fund 40		<u>125,159,210</u>
CollegeCounts Fund 50	Credit Suisse Commodity Return Strategy Fund	1,145,858
CollegeCounts Fund 50	American Century Short Duration Inflation Protection Bond Fund	4,564,915
CollegeCounts Fund 50	Mainstay Total Bond Fund	15,932,660
CollegeCounts Fund 50	Northern Bond Index Fund	10,252,174
CollegeCounts Fund 50	PIMCO Short-Term Fund	12,566,391
CollegeCounts Fund 50	Templeton International Bond Fund	6,854,282
CollegeCounts Fund 50	Touchstone High Yield Fund	6,871,732
CollegeCounts Fund 50	Voya Global Real Estate Fund	2,251,019
CollegeCounts Fund 50	Cohen & Steers Dividend Value Fund	7,935,939
CollegeCounts Fund 50	Northern Funds Mid Cap Index Fund	6,828,414
CollegeCounts Fund 50	Northern Funds Small Cap Value Fund	1,140,232
CollegeCounts Fund 50	Northern Funds Stock Index Fund	11,395,360
CollegeCounts Fund 50	T. Rowe Price Institutional Large-Cap Growth Fund	8,007,998
CollegeCounts Fund 50	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	1,137,166
CollegeCounts Fund 50	Lazard Emerging Markets Equity Portfolio	2,256,681
CollegeCounts Fund 50	Neuberger Berman International Large Cap Fund	9,088,841
CollegeCounts Fund 50	Northern Funds International Equity Index Fund	5,680,671
Total CollegeCounts Fund 50		<u>113,910,333</u>
CollegeCounts Fund 60	Credit Suisse Commodity Return Strategy Fund	2,092,271
CollegeCounts Fund 60	American Century Short Duration Inflation Protection Bond Fund	4,167,426
CollegeCounts Fund 60	Mainstay Total Bond Fund	10,389,502
CollegeCounts Fund 60	Northern Bond Index Fund	7,279,565
CollegeCounts Fund 60	PIMCO Short-Term Fund	9,386,327
CollegeCounts Fund 60	Templeton International Bond Fund	5,214,532
CollegeCounts Fund 60	Touchstone High Yield Fund	5,227,827
CollegeCounts Fund 60	Voya Global Real Estate Fund	3,081,988
CollegeCounts Fund 60	Cohen & Steers Dividend Value Fund	8,278,625
CollegeCounts Fund 60	Northern Funds Mid Cap Index Fund	6,233,501
CollegeCounts Fund 60	Northern Funds Small Cap Value Fund	2,081,401
CollegeCounts Fund 60	Northern Funds Stock Index Fund	10,402,138
CollegeCounts Fund 60	T. Rowe Price Institutional Large-Cap Growth Fund	8,354,764
CollegeCounts Fund 60	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	2,076,321
CollegeCounts Fund 60	DFA International Small Company Fund	2,072,056
CollegeCounts Fund 60	Lazard Emerging Markets Equity Portfolio	3,089,925
CollegeCounts Fund 60	Neuberger Berman International Large Cap Fund	8,295,714
CollegeCounts Fund 60	Northern Funds International Equity Index Fund	6,222,169
Total CollegeCounts Fund 60		<u>103,946,052</u>
CollegeCounts Fund 70	Credit Suisse Commodity Return Strategy Fund	2,110,810
CollegeCounts Fund 70	American Century Short Duration Inflation Protection Bond Fund	2,803,050
CollegeCounts Fund 70	Mainstay Total Bond Fund	4,891,648
CollegeCounts Fund 70	Northern Bond Index Fund	3,497,365
CollegeCounts Fund 70	PIMCO Short-Term Fund	4,208,887
CollegeCounts Fund 70	Templeton International Bond Fund	2,805,883
CollegeCounts Fund 70	Touchstone High Yield Fund	2,813,012
CollegeCounts Fund 70	Voya Global Real Estate Fund	2,764,505
CollegeCounts Fund 70	Cohen & Steers Dividend Value Fund	6,265,369

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 70	Northern Funds Mid Cap Index Fund	\$ 4,891,835
CollegeCounts Fund 70	Northern Funds Small Cap Value Fund	1,400,326
CollegeCounts Fund 70	Northern Funds Stock Index Fund	7,697,060
CollegeCounts Fund 70	T. Rowe Price Institutional Large-Cap Growth Fund	6,322,235
CollegeCounts Fund 70	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	1,396,561
CollegeCounts Fund 70	DFA International Small Company Fund	2,090,939
CollegeCounts Fund 70	Lazard Emerging Markets Equity Portfolio	2,078,580
CollegeCounts Fund 70	Neuberger Berman International Large Cap Fund	6,976,298
CollegeCounts Fund 70	Northern Funds International Equity Index Fund	4,883,507
Total CollegeCounts Fund 70		<u>69,897,870</u>
CollegeCounts Fund 80	Credit Suisse Commodity Return Strategy Fund	1,416,371
CollegeCounts Fund 80	American Century Short Duration Inflation Protection Bond Fund	2,115,852
CollegeCounts Fund 80	Mainstay Total Bond Fund	2,813,263
CollegeCounts Fund 80	Northern Bond Index Fund	2,111,954
CollegeCounts Fund 80	PIMCO Short-Term Fund	2,824,029
CollegeCounts Fund 80	Templeton International Bond Fund	2,117,979
CollegeCounts Fund 80	Touchstone High Yield Fund	2,123,384
CollegeCounts Fund 80	Voya Global Real Estate Fund	2,086,002
CollegeCounts Fund 80	Cohen & Steers Dividend Value Fund	7,705,709
CollegeCounts Fund 80	Northern Funds Mid Cap Index Fund	5,626,420
CollegeCounts Fund 80	Northern Funds Small Cap Value Fund	2,113,429
CollegeCounts Fund 80	Northern Funds Stock Index Fund	9,154,027
CollegeCounts Fund 80	T. Rowe Price Institutional Large-Cap Growth Fund	7,776,646
CollegeCounts Fund 80	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	2,108,356
CollegeCounts Fund 80	DFA International Small Company Fund	2,103,957
CollegeCounts Fund 80	Lazard Emerging Markets Equity Portfolio	2,788,821
CollegeCounts Fund 80	Neuberger Berman International Large Cap Fund	7,721,510
CollegeCounts Fund 80	Northern Funds International Equity Index Fund	5,616,145
Total CollegeCounts Fund 80		<u>70,323,854</u>
CollegeCounts Fund 90	Credit Suisse Commodity Return Strategy Fund	476,460
CollegeCounts Fund 90	American Century Short Duration Inflation Protection Bond Fund	474,537
CollegeCounts Fund 90	Mainstay Total Bond Fund	473,212
CollegeCounts Fund 90	Northern Bond Index Fund	473,664
CollegeCounts Fund 90	PIMCO Short-Term Fund	475,024
CollegeCounts Fund 90	Templeton International Bond Fund	237,508
CollegeCounts Fund 90	Touchstone High Yield Fund	238,111
CollegeCounts Fund 90	Voya Global Real Estate Fund	936,033
CollegeCounts Fund 90	Cohen & Steers Dividend Value Fund	2,828,507
CollegeCounts Fund 90	Northern Funds Mid Cap Index Fund	1,892,938
CollegeCounts Fund 90	Northern Funds Small Cap Value Fund	711,203
CollegeCounts Fund 90	Northern Funds Stock Index Fund	3,790,742
CollegeCounts Fund 90	T. Rowe Price Institutional Large-Cap Growth Fund	2,854,174
CollegeCounts Fund 90	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	709,291
CollegeCounts Fund 90	DFA International Small Company Fund	943,956
CollegeCounts Fund 90	Lazard Emerging Markets Equity Portfolio	938,378
CollegeCounts Fund 90	Neuberger Berman International Large Cap Fund	3,070,729
CollegeCounts Fund 90	Northern Funds International Equity Index Fund	2,125,926
Total CollegeCounts Fund 90		<u>23,650,393</u>

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 100	Credit Suisse Commodity Return Strategy Fund	\$ 1,120,652
CollegeCounts Fund 100	Voya Global Real Estate Fund	2,751,222
CollegeCounts Fund 100	Cohen & Steers Dividend Value Fund	6,651,492
CollegeCounts Fund 100	Northern Funds Mid Cap Index Fund	5,564,820
CollegeCounts Fund 100	Northern Funds Small Cap Value Fund	1,672,267
CollegeCounts Fund 100	Northern Funds Stock Index Fund	8,914,775
CollegeCounts Fund 100	T. Rowe Price Institutional Large-Cap Growth Fund	7,271,929
CollegeCounts Fund 100	T. Rowe Price QM U.S. Small-Cap Growth Equity Fund	1,668,217
CollegeCounts Fund 100	DFA International Small Company Fund	2,774,774
CollegeCounts Fund 100	Lazard Emerging Markets Equity Portfolio	2,758,336
CollegeCounts Fund 100	Neuberger Berman International Large Cap Fund	8,331,816
CollegeCounts Fund 100	Northern Funds International Equity Index Fund	<u>6,110,476</u>
Total CollegeCounts Fund 100		<u>55,590,776</u>
		<u>\$ 1,054,596,771</u>

The following table reconciles the fair value of investments to the net position held in trust at September 30, 2016:

Fair value of investments, end of year	\$ 1,054,596,771
Plus cash and accrued investment income	2,945,485
Less payables and accrued expenses	<u>(3,329,277)</u>
Net position held in trust, end of year	<u>\$ 1,054,212,979</u>

The following table calculates the net realized gain (loss) and net appreciation (depreciation) in the value of investments for the year ended September 30, 2016:

Fair value of investments, end of year	\$ 1,054,596,771
Less cost of investments purchased and investment income reinvested during the year	(140,854,249)
Plus proceeds from investments sold during the year and management and administrative fees	110,242,788
Less net position held in trust, beginning of year	<u>(968,374,587)</u>
Net realized gain and net appreciation in fair value of investments	<u>\$ 55,610,723</u>

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

Note 3: Investments - Continued

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.

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, 2016, approximately 13% of the investments in the plan have an AAA risk rating, 80% have a Baa>AA risk rating and 3% have a B>Ba. Approximately 4% 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, State Street Institutional U.S. Government Money Market Fund, BlackRock Inflation Protected Bond Portfolio, 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, 2016, 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	2.5 years	3.0 years
State Street Institutional U.S. Government Money Market Fund	0.3 years	0.1 years
BlackRock Inflation Protected Bond Portfolio	8.0 years	10.6 years
Fidelity Advisor Investment Grade Bond Fund	5.6 years	7.9 years
Northern Funds Bond Index Fund	5.4 years	7.6 years
PIMCO Short-Term Fund	0.0 years	0.9 years
T. Rowe Price Balanced Fund	5.4 years	7.6 years
Templeton International Bond Fund	0.8 years	3.4 years
Touchtone High Yield Fund	4.0 years	6.8 years
MainStay Total Return Bond Fund	5.2 years	8.3 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.

CollegeCounts 529 Fund Advisor Plan

Notes to the Financial Statements

September 30, 2016

Note 3: Investments - Continued

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, 2016.

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 \$377,000 for the year ended September 30, 2016.

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 State Street U.S. Government Money Market 529 Portfolio, 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 State Street U.S. Government Money Market 529 Portfolio, are assessed an annual account servicing fee of 0.25% and 0.50%, respectively, based on the average daily net position. 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, including no initial sales charge for State Street U.S. Government Money Market 529 Portfolio and the PIMCO Short-Term 529 Portfolio, account owners investing in Class A units are required to pay an initial sales charge of 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, 2016, initial sales charges and contingent deferred sales charges totaled approximately \$1,406,000.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 4: Fees and Expenses - Continued

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. For the year ended September 30, 2016, 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 position, vary over time and ranged from 0.26% to 0.54% for Age-Based Portfolios, 0.26% to 0.54% for Target Portfolios, and 0.10% to 1.24% for the Individual Fund Portfolios.

Management and administrative fees related to the year ended September 30, 2016, are comprised of the following amounts attributable to the Program Manager, the State and the financial advisors:

Program management fees	\$ 3,205,548
State administration fees	990,500
Financial advisor and servicing fees	<u>3,509,321</u>
 Total management and administrative fees	 <u><u>\$ 7,705,369</u></u>

Note 5: Disclosures About Fair Value of Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 5: Disclosures About Fair Value of Assets - Continued

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying financial statements measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2016:

	Fair Value	Fair Value Measurements Using		
		Quoted prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments by fair value level				
Equity securities				
Money market mutual funds	\$ 42,010,347	\$ 42,010,347	\$ -	\$ -
Mutual funds	<u>1,012,586,424</u>	1,012,586,424	-	-
Total investments measured at fair value	<u>\$ 1,054,596,771</u>			

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There are no securities classified within Level 3 at September 30, 2016.

Note 6: 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.

CollegeCounts 529 Fund Advisor Plan
Notes to the Financial Statements
September 30, 2016

Note 7: 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, 2016

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	\$ 4,560,867	\$ 1,423,818	\$ -	\$ 2,082,945	\$ 29,562,711	\$ 676,224	\$ 1,370,123
Cash	423	483	-	18	-	1	12,262
Receivables for contributions	1,157	149	-	634	5,559	1,188	50
Accrued investment income	-	-	-	349	149,884	-	2,564
	<u>4,562,447</u>	<u>1,424,450</u>	<u>-</u>	<u>2,083,946</u>	<u>29,718,154</u>	<u>677,413</u>	<u>1,384,999</u>
Total fiduciary assets							
	<u>4,562,447</u>	<u>1,424,450</u>	<u>-</u>	<u>2,083,946</u>	<u>29,718,154</u>	<u>677,413</u>	<u>1,384,999</u>
Liabilities							
Distributions payable to shareholders	-	-	-	-	-	-	-
Withdrawals payable	94,369	15,762	-	31,635	68,980	-	38,562
Accrued expenses	5,589	1,095	-	2,448	46,377	737	1,417
	<u>99,958</u>	<u>16,857</u>	<u>-</u>	<u>34,083</u>	<u>115,357</u>	<u>737</u>	<u>39,979</u>
Total liabilities							
	<u>99,958</u>	<u>16,857</u>	<u>-</u>	<u>34,083</u>	<u>115,357</u>	<u>737</u>	<u>39,979</u>
Fiduciary Net Position Held in Trust	<u>\$ 4,462,489</u>	<u>\$ 1,407,593</u>	<u>\$ -</u>	<u>\$ 2,049,863</u>	<u>\$ 29,602,797</u>	<u>\$ 676,676</u>	<u>\$ 1,345,020</u>
Unit Information							
Class A							
Total net position - fee structure A	\$ 2,392,496	\$ 558,937	\$ -	\$ 871,252	\$ 20,382,822	\$ 283,981	\$ 789,231
Units outstanding	117,558	56,139	-	75,548	1,270,500	50,275	55,577
Net position value per unit, ending	\$ 20.35	\$ 9.96	\$ -	\$ 11.53	\$ 16.04	\$ 5.65	\$ 14.20
Net position value per unit, beginning	\$ 18.25	\$ 9.72	\$ 1.00	\$ 10.95	\$ 14.22	\$ 5.78	\$ 12.57
Class B							
Total net position - fee structure B	\$ 67,476	\$ 13,773	\$ -	\$ 20,967	\$ 1,239,224	\$ 9,086	\$ 1,258
Units outstanding	3,472	1,415	-	1,904	79,761	1,657	91
Net position value per unit, ending	\$ 19.44	\$ 9.74	\$ -	\$ 11.01	\$ 15.54	\$ 5.48	\$ 13.82
Net position value per unit, beginning	\$ 17.56	\$ 9.58	\$ 1.00	\$ 10.54	\$ 13.87	\$ 5.65	\$ 12.31
Class C							
Total net position - fee structure C	\$ 1,857,695	\$ 219,489	\$ -	\$ 1,028,997	\$ 7,304,644	\$ 348,066	\$ 374,398
Units outstanding	92,743	22,215	-	90,565	460,211	62,151	26,625
Net position value per unit, ending	\$ 20.03	\$ 9.88	\$ -	\$ 11.36	\$ 15.87	\$ 5.60	\$ 14.06
Net position value per unit, beginning	\$ 18.01	\$ 9.67	\$ 1.00	\$ 10.82	\$ 14.10	\$ 5.74	\$ 12.48
Class F							
Total net position - fee structure F	\$ 144,822	\$ 615,394	\$ -	\$ 128,647	\$ 676,107	\$ 35,543	\$ 180,133
Units outstanding	7,005	61,364	-	10,985	41,694	6,235	12,569
Net position value per unit, ending	\$ 20.67	\$ 10.03	\$ -	\$ 11.71	\$ 16.22	\$ 5.70	\$ 14.33
Net position value per unit, beginning	\$ 18.50	\$ 9.77	\$ 1.00	\$ 11.10	\$ 14.33	\$ 5.82	\$ 12.66

CollegeCounts 529 Fund Advisor Plan
Schedule of Fiduciary Net Position by Portfolio
September 30, 2016

	Portfolio							
	Fidelity Advisor Investment Grade Bond 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	MainStay Total Return Bond 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Funds Bond Index 529 Portfolio	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio
Fiduciary Assets								
Investments, at fair value	\$ 1,266,710	\$ 5,544,177	\$ -	\$ 811,968	\$ 9,331,077	\$ 16,926,123	\$ 18,575,936	\$ 7,274,448
Cash	1	1,043	-	483	11,595	117	19,870	-
Receivables for contributions	65	1,231	-	76	2,134	1,360	4,365	663
Accrued investment income	2,243	-	-	1,917	-	4,437	-	-
Total fiduciary assets	1,269,019	5,546,451	-	814,444	9,344,806	16,932,037	18,600,171	7,275,111
Liabilities								
Distributions payable to shareholders	-	-	-	-	-	-	-	-
Withdrawals payable	-	200	-	-	43,114	1,464	100	32,012
Accrued expenses	1,316	5,531	-	642	11,048	18,930	21,693	16,415
Total liabilities	1,316	5,731	-	642	54,162	20,394	21,793	48,427
Fiduciary Net Position Held in Trust	\$ 1,267,703	\$ 5,540,720	\$ -	\$ 813,802	\$ 9,290,644	\$ 16,911,643	\$ 18,578,378	\$ 7,226,684
Unit Information								
Class A								
Total net position - fee structure A	\$ 815,072	\$ 2,543,409	\$ -	\$ 384,223	\$ 5,895,485	\$ 8,941,858	\$ 11,092,458	\$ 4,450,485
Units outstanding	75,829	245,718	-	36,617	452,894	756,033	529,296	350,913
Net position value per unit, ending	\$ 10.75	\$ 10.35	\$ -	\$ 10.49	\$ 13.02	\$ 11.83	\$ 20.96	\$ 12.68
Net position value per unit, beginning	\$ 10.14	\$ 8.42	\$ 20.36	\$ 9.92	\$ 12.15	\$ 11.34	\$ 18.30	\$ 12.02
Class B								
Total net position - fee structure B	\$ 12,763	\$ 61,103	\$ -	\$ 1,036	\$ 437,607	\$ 414,397	\$ 725,693	\$ 305,262
Units outstanding	1,224	6,179	-	100	35,210	36,714	36,269	25,209
Net position value per unit, ending	\$ 10.43	\$ 9.89	\$ -	\$ 10.36	\$ 12.43	\$ 11.29	\$ 20.01	\$ 12.11
Net position value per unit, beginning	\$ 9.91	\$ 8.11	\$ 19.58	\$ 9.86	\$ 11.69	\$ 10.91	\$ 17.61	\$ 11.56
Class C								
Total net position - fee structure C	\$ 343,155	\$ 1,646,007	\$ -	\$ 113,798	\$ 2,467,298	\$ 5,306,862	\$ 5,822,414	\$ 2,078,637
Units outstanding	32,262	161,428	-	10,889	192,462	455,810	282,136	166,426
Net position value per unit, ending	\$ 10.64	\$ 10.20	\$ -	\$ 10.45	\$ 12.82	\$ 11.64	\$ 20.64	\$ 12.49
Net position value per unit, beginning	\$ 10.06	\$ 8.32	\$ 20.10	\$ 9.91	\$ 12.00	\$ 11.19	\$ 18.07	\$ 11.87
Class F								
Total net position - fee structure F	\$ 96,713	\$ 1,290,201	\$ -	\$ 314,745	\$ 490,254	\$ 2,248,526	\$ 937,813	\$ 392,300
Units outstanding	8,889	122,639	-	29,858	37,061	188,967	44,053	30,471
Net position value per unit, ending	\$ 10.88	\$ 10.52	\$ -	\$ 10.54	\$ 13.23	\$ 11.90	\$ 21.29	\$ 12.87
Net position value per unit, beginning	\$ 10.24	\$ 8.54	\$ 20.62	\$ 9.94	\$ 12.32	\$ 11.38	\$ 18.55	\$ 12.17

CollegeCounts 529 Fund Advisor Plan
Schedule of Fiduciary Net Position by Portfolio
September 30, 2016

	Portfolio							
	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short- Term 529 Portfolio	State Street U.S. Government Money Market 529 Portfolio	T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Large-Cap Growth 529 Portfolio	T. Rowe Price QM U.S. Small- Cap Growth Equity 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio
Fiduciary Assets								
Investments, at fair value	\$ 20,734,685	\$ 4,720,854	\$ 10,006,733	\$ 15,568,794	\$ 45,311,084	\$ 18,295,722	\$ 4,062,669	\$ 3,598,078
Cash	1,836	775	4,161	-	-	441	4,203	4,792
Receivables for contributions	3,235	1,514	832	273,962	6,098	3,424	381	288
Accrued investment income	-	-	13,748	3,447	-	-	-	-
Total fiduciary assets	20,739,756	4,723,143	10,025,474	\$ 15,846,203	45,317,182	18,299,587	4,067,253	3,603,158
Liabilities								
Distributions payable to shareholders	-	-	-	246	-	-	-	-
Withdrawals payable	32,599	-	3,237	35,027	-	103,496	15,956	31,380
Accrued expenses	24,891	5,766	9,168	2,531	64,431	21,084	4,625	4,411
Total liabilities	57,490	5,766	12,405	37,804	64,431	124,580	20,581	35,791
Fiduciary Net Position Held in Trust	\$ 20,682,266	\$ 4,717,377	\$ 10,013,069	\$ 15,808,399	\$ 45,252,751	\$ 18,175,007	\$ 4,046,672	\$ 3,567,367
Unit Information								
Class A								
Total net position - fee structure A	\$ 13,220,071	\$ 2,534,591	\$ 3,085,175	\$ 7,905,347	\$ 30,580,217	\$ 11,435,056	\$ 2,170,269	\$ 1,878,054
Units outstanding	631,459	128,568	293,264	7,905,886	1,884,399	501,278	217,803	95,367
Net position value per unit, ending	\$ 20.94	\$ 19.71	\$ 10.52	\$ 1.00	\$ 16.23	\$ 22.81	\$ 9.96	\$ 19.69
Net position value per unit, beginning	\$ 18.30	\$ 17.19	\$ 10.32	\$ -	\$ 14.86	\$ 20.87	\$ -	\$ 17.10
Class B								
Total net position - fee structure B	\$ 947,598	\$ 247,880	\$ 129,232	\$ 908,300	\$ 1,937,292	\$ 535,755	\$ 109,814	\$ 101,753
Units outstanding	47,405	13,169	12,669	908,368	125,028	24,600	11,021	5,410
Net position value per unit, ending	\$ 19.99	\$ 18.82	\$ 10.20	\$ 1.00	\$ 15.49	\$ 21.78	\$ 9.96	\$ 18.81
Net position value per unit, beginning	\$ 17.60	\$ 16.54	\$ 10.06	\$ -	\$ 14.29	\$ 20.08	\$ -	\$ 16.46
Class C								
Total net position - fee structure C	\$ 5,761,653	\$ 1,664,830	\$ 3,065,779	\$ 6,020,338	\$ 11,838,872	\$ 5,376,463	\$ 1,334,868	\$ 1,371,237
Units outstanding	279,486	85,760	295,938	6,020,808	740,838	239,348	133,965	70,703
Net position value per unit, ending	\$ 20.62	\$ 19.41	\$ 10.36	\$ 1.00	\$ 15.98	\$ 22.46	\$ 9.96	\$ 19.39
Net position value per unit, beginning	\$ 18.06	\$ 16.97	\$ 10.19	\$ -	\$ 14.67	\$ 20.61	\$ -	\$ 16.88
Class F								
Total net position - fee structure F	\$ 752,944	\$ 270,076	\$ 3,732,883	\$ 974,414	\$ 896,370	\$ 827,733	\$ 431,721	\$ 216,323
Units outstanding	35,440	13,501	349,542	974,478	54,398	35,734	43,326	10,813
Net position value per unit, ending	\$ 21.25	\$ 20.00	\$ 10.68	\$ 1.00	\$ 16.48	\$ 23.16	\$ 9.96	\$ 20.01
Net position value per unit, beginning	\$ 18.52	\$ 17.40	\$ 10.45	\$ -	\$ 15.05	\$ 21.14	\$ -	\$ 17.33

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2016

	Portfolio							
	Templeton International Bond 529 Portfolio	Touchstone High Yield 529 Portfolio	Voya Global Real Estate 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund	CollegeCounts Fund 10	CollegeCounts Fund 20
Fiduciary Assets								
Investments, at fair value	\$ 857,458	\$ 2,014,603	\$ 931,704	\$ 11,222,848	\$ -	\$ 12,870,196	\$ 52,167,136	\$ 88,733,175
Cash	8	5,006	-	9,690	-	-	75,121	66,990
Receivables for contributions	117	1,441	668	2,299	-	1,164	26,547	112,577
Accrued investment income	-	-	-	-	-	21,065	21,057	74,731
Total fiduciary assets	857,583	2,021,050	932,372	11,234,837	-	12,892,425	52,289,861	88,987,473
Liabilities								
Distributions payable to shareholders	-	-	-	-	-	-	-	-
Withdrawals payable	43,659	-	-	15,760	-	9,202	37,252	212,935
Accrued expenses	793	1,906	1,042	10,899	-	45,317	1,138	119,245
Total liabilities	44,452	1,906	1,042	26,659	-	54,519	38,390	332,180
Fiduciary Net Position Held in Trust	\$ 813,131	\$ 2,019,144	\$ 931,330	\$ 11,208,178	\$ -	\$ 12,837,906	\$ 52,251,471	\$ 88,655,293
Unit Information								
Class A								
Total net position - fee structure A	\$ 263,420	\$ 808,993	\$ 451,295	\$ 5,352,992	\$ -	\$ 6,755,084	\$ 28,772,267	\$ 50,305,959
Units outstanding	28,516	71,045	34,962	290,099	-	643,215	2,877,437	3,999,472
Net position value per unit, ending	\$ 9.24	\$ 11.39	\$ 12.91	\$ 18.45	\$ -	\$ 10.50	\$ 10.00	\$ 12.58
Net position value per unit, beginning	\$ 9.06	\$ 10.50	\$ 11.69	\$ 16.15	\$ 1.00	\$ 10.39	\$ -	\$ 12.00
Class B								
Total net position - fee structure B	\$ 6,233	\$ 1,478	\$ 20,577	\$ 462,600	\$ -	\$ 777,646	\$ 2,491,981	\$ 4,423,023
Units outstanding	695	134	1,642	26,257	-	77,553	249,222	368,294
Net position value per unit, ending	\$ 8.97	\$ 11.05	\$ 12.53	\$ 17.62	\$ -	\$ 10.03	\$ 10.00	\$ 12.01
Net position value per unit, beginning	\$ 8.86	\$ 10.28	\$ 11.43	\$ 15.53	\$ 1.00	\$ 10.00	\$ -	\$ 11.54
Class C								
Total net position - fee structure C	\$ 228,255	\$ 625,215	\$ 253,476	\$ 2,008,892	\$ -	\$ 5,263,602	\$ 20,208,336	\$ 32,906,637
Units outstanding	24,948	55,502	19,838	110,556	-	509,033	2,021,000	2,656,845
Net position value per unit, ending	\$ 9.15	\$ 11.26	\$ 12.78	\$ 18.17	\$ -	\$ 10.34	\$ 10.00	\$ 12.39
Net position value per unit, beginning	\$ 8.99	\$ 10.41	\$ 11.60	\$ 15.94	\$ 1.00	\$ 10.26	\$ -	\$ 11.84
Class F								
Total net position - fee structure F	\$ 315,223	\$ 583,458	\$ 205,982	\$ 3,383,694	\$ -	\$ 41,574	\$ 778,887	\$ 1,019,674
Units outstanding	33,783	50,751	15,801	180,466	-	3,904	77,894	79,327
Net position value per unit, ending	\$ 9.33	\$ 11.50	\$ 13.04	\$ 18.75	\$ -	\$ 10.65	\$ 10.00	\$ 12.85
Net position value per unit, beginning	\$ 9.12	\$ 10.57	\$ 11.77	\$ 16.37	\$ 1.00	\$ 10.53	\$ -	\$ 12.23

CollegeCounts 529 Fund Advisor Plan

Schedule of Fiduciary Net Position by Portfolio

September 30, 2016

Portfolio

	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50	CollegeCounts Fund 60	CollegeCounts Fund 70	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100	Plan Total
Fiduciary Assets									
Investments, at fair value	\$ 101,615,417	\$ 125,159,210	\$ 113,910,333	\$ 103,946,052	\$ 69,897,870	\$ 70,323,854	\$ 23,650,393	\$ 55,590,776	\$ 1,054,596,771
Cash	-	-	47,458	35,359	-	22,570	-	-	324,706
Receivables for contributions	123,419	109,090	287,397	542,697	51,423	230,387	35,752	5,092	1,838,435
Accrued investment income	50,955	111,898	79,006	90,226	47,597	50,992	17,263	38,965	782,344
Total fiduciary assets	101,789,791	125,380,198	114,324,194	104,614,334	69,996,890	70,627,803	23,703,408	55,634,833	1,057,542,256
Liabilities									
Distributions payable to shareholders	-	-	-	-	-	-	-	-	246
Withdrawals payable	110,413	118,309	106,131	316,607	200,578	28,927	19,297	22,701	1,789,664
Accrued expenses	69,126	331,464	2,400	261,934	87,265	203,924	2,572	130,197	1,539,367
Total liabilities	179,539	449,773	108,531	578,541	287,843	232,851	21,869	152,898	3,329,277
Fiduciary Net Position Held in Trust	\$ 101,610,252	\$ 124,930,425	\$ 114,215,663	\$ 104,035,793	\$ 69,709,047	\$ 70,394,952	\$ 23,681,539	\$ 55,481,935	\$ 1,054,212,979
Unit Information									
Class A									
Total net position - fee structure A	\$ 59,682,539	\$ 77,499,261	\$ 74,060,195	\$ 66,183,083	\$ 47,894,685	\$ 45,642,164	\$ 16,736,282	\$ 34,707,626	
Units outstanding	5,971,711	5,588,112	7,414,836	4,435,210	4,798,484	2,841,435	1,677,844	2,006,358	
Net position value per unit, ending	\$ 9.99	\$ 13.87	\$ 9.99	\$ 14.92	\$ 9.98	\$ 16.06	\$ 9.97	\$ 17.30	
Net position value per unit, beginning	\$ -	\$ 12.98	\$ -	\$ 13.80	\$ -	\$ 14.65	\$ -	\$ 15.59	
Class B									
Total net position - fee structure B	\$ 5,602,989	\$ 6,311,870	\$ 6,154,357	\$ 4,997,390	\$ 2,985,533	\$ 1,463,065	\$ -	\$ 1,936,314	
Units outstanding	560,635	476,647	616,181	350,651	299,121	95,389	-	117,196	
Net position value per unit, ending	\$ 9.99	\$ 13.24	\$ 9.99	\$ 14.25	\$ 9.98	\$ 15.34	\$ -	\$ 16.52	
Net position value per unit, beginning	\$ -	\$ 12.48	\$ -	\$ 13.28	\$ -	\$ 14.09	\$ -	\$ 15.00	
Class C									
Total net position - fee structure C	\$ 34,666,379	\$ 38,334,783	\$ 31,305,768	\$ 30,264,310	\$ 17,568,622	\$ 21,673,830	\$ 6,199,863	\$ 17,818,379	
Units outstanding	3,468,667	2,807,464	3,134,325	2,059,405	1,760,183	1,369,647	621,553	1,045,700	
Net position value per unit, ending	\$ 9.99	\$ 13.65	\$ 9.99	\$ 14.70	\$ 9.98	\$ 15.82	\$ 9.97	\$ 17.04	
Net position value per unit, beginning	\$ -	\$ 12.81	\$ -	\$ 13.62	\$ -	\$ 14.46	\$ -	\$ 15.39	
Class F									
Total net position - fee structure F	\$ 1,658,345	\$ 2,784,511	\$ 2,695,343	\$ 2,591,010	\$ 1,260,207	\$ 1,615,893	\$ 745,394	\$ 1,019,616	
Units outstanding	165,929	197,661	269,854	170,918	126,257	99,040	74,727	58,035	
Net position value per unit, ending	\$ 9.99	\$ 14.09	\$ 9.99	\$ 15.16	\$ 9.98	\$ 16.32	\$ 9.97	\$ 17.57	
Net position value per unit, beginning	\$ -	\$ 13.15	\$ -	\$ 13.98	\$ -	\$ 14.84	\$ -	\$ 15.79	

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2016

	Portfolio						
	American Century Equity Growth 529 Portfolio	American Century Short Duration Inflation Bond 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	\$ 666,360	\$ 81,872	\$ 2,693,005	\$ 199,386	\$ 2,479,256	\$ 285,511	\$ 301,767
Exchanges in	268,100	474,654	4,181,275	353,977	931,824	41,466	197,470
Investment income							
Dividends and interest	334,194	112	50,119	53,406	980,353	-	62,518
	<u>1,268,654</u>	<u>556,638</u>	<u>6,924,399</u>	<u>606,769</u>	<u>4,391,433</u>	<u>326,977</u>	<u>561,755</u>
Deductions							
Withdrawals	307,365	129,597	4,007,492	262,340	3,581,616	63,509	86,039
Exchanges out	823,576	176,020	17,470,654	268,945	1,628,389	36,877	248,805
Management and administrative fees	33,861	6,884	19,471	14,742	223,215	3,576	8,744
	<u>1,164,802</u>	<u>312,501</u>	<u>21,497,617</u>	<u>546,027</u>	<u>5,433,220</u>	<u>103,962</u>	<u>343,588</u>
Net Realized Gain (Loss) and Net Appreciation (Depreciation) in Fair Value	192,197	33,619	1,140	55,634	2,771,731	(2,211)	109,060
Net Increase (Decrease)	296,049	277,756	(14,572,078)	116,376	1,729,944	220,804	327,227
Fiduciary Net Position Held in Trust, Beginning of Year	4,166,440	1,129,837	14,572,078	1,933,487	27,872,853	455,872	1,017,793
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 4,462,489</u>	<u>\$ 1,407,593</u>	<u>\$ -</u>	<u>\$ 2,049,863</u>	<u>\$ 29,602,797</u>	<u>\$ 676,676</u>	<u>\$ 1,345,020</u>

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2016

	Portfolio							
	Fidelity Advisor Investment Grade Bond 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	MainStay Total Return Bond 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Fund Bond Index 529 Portfolio	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio
Additions								
Contributions	\$ 244,603	\$ 621,628	\$ 594,811	\$ 180,221	\$ 906,762	\$ 1,564,471	\$ 2,025,713	\$ 938,969
Exchanges in	309,675	297,565	341,814	274,524	426,136	1,810,111	2,033,944	513,134
Investment income								
Dividends and interest	25,690	103,570	331,588	17,821	118,925	466,571	573,325	183,995
Total additions	579,968	1,022,763	1,268,213	472,566	1,451,823	3,841,153	4,632,982	1,636,098
Deductions								
Withdrawals	61,393	254,343	311,572	88,602	928,868	2,521,416	1,426,280	618,324
Exchanges out	41,886	364,478	4,928,120	10,471	922,474	1,324,136	701,307	652,317
Management and administrative fees	7,282	33,251	29,686	3,441	71,891	123,101	127,339	53,371
Total deductions	110,561	652,072	5,269,378	102,514	1,923,233	3,968,653	2,254,926	1,324,012
Net Realized Gain and Net Appreciation in Fair Value	45,135	969,348	(257,371)	22,079	604,639	339,296	1,810,122	266,857
Net Increase (Decrease)	514,542	1,340,039	(4,258,536)	392,131	133,229	211,796	4,188,178	578,943
Fiduciary Net Position Held in Trust, Beginning of Year	753,161	4,200,681	4,258,536	421,671	9,157,415	16,699,847	14,390,200	6,647,741
Fiduciary Net Position Held in Trust, End of Year	\$ 1,267,703	\$ 5,540,720	\$ -	\$ 813,802	\$ 9,290,644	\$ 16,911,643	\$ 18,578,378	\$ 7,226,684

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2016

	Portfolio							
	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short-Term 529 Portfolio	State Street U.S. Government Money Market 529 Portfolio	T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Large-Cap Growth 529 Portfolio	T. Rowe Price QM U.S. Small- Cap Growth 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio
Additions								
Contributions	\$ 1,919,177	\$ 662,692	\$ 807,921	\$ 560,334	\$ 4,080,472	\$ 2,585,383	\$ 111,031	\$ 574,395
Exchanges in	991,275	292,447	2,462,896	17,041,311	1,863,683	1,528,967	4,076,343	271,235
Investment income								
Dividends and interest	1,420,912	250,293	206,529	7,485	3,058,650	786,689	-	76,381
Total additions	4,331,364	1,205,432	3,477,346	17,609,130	9,002,805	4,901,039	4,187,374	922,011
Deductions								
Withdrawals	1,612,519	294,557	1,903,007	1,723,137	5,330,807	1,677,613	110,309	272,270
Exchanges out	1,686,590	267,667	1,329,944	70,901	2,174,748	1,605,473	15,856	266,547
Management and administrative fees	149,750	32,720	63,960	5,553	338,194	130,662	82	24,832
Total deductions	3,448,859	594,944	3,296,911	1,799,591	7,843,749	3,413,748	126,247	563,649
Net Realized Gain and Net Appreciation in Fair Value	1,383,402	393,419	29,824	(1,140)	1,136,905	873,578	(14,455)	387,580
Net Increase (Decrease)	2,265,907	1,003,907	210,259	15,808,399	2,295,961	2,360,869	4,046,672	745,942
Fiduciary Net Position Held in Trust, Beginning of Year	18,416,359	3,713,470	9,802,810	-	42,956,790	15,814,138	-	2,821,425
Fiduciary Net Position Held in Trust, End of Year	\$ 20,682,266	\$ 4,717,377	\$ 10,013,069	\$ 15,808,399	\$ 45,252,751	\$ 18,175,007	\$ 4,046,672	\$ 3,567,367

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2016

	Portfolio							
	Templeton International Bond 529 Portfolio	Touchtone High Yield 529 Portfolio	Voya Global Real Estate 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund	CollegeCounts Fund 10	CollegeCounts Fund 20
Additions								
Contributions	\$ 128,102	\$ 324,427	\$ 135,565	\$ 857,118	\$ 500,809	\$ 3,625,807	\$ 15,361	\$ 7,654,956
Exchanges in	70,993	267,568	230,367	281,742	2,333,232	26,832,507	52,320,856	122,489,411
Investment income								
Dividends and interest	11,435	91,695	24,117	57,229	25,029	332,778	21,057	2,058,425
Total additions	210,530	683,690	390,049	1,196,089	2,859,070	30,791,092	52,357,274	132,202,792
Deductions								
Withdrawals	81,537	133,978	88,712	1,005,283	1,733,667	10,997,074	80,198	22,386,077
Exchanges out	151,249	141,504	127,066	574,644	7,161,737	36,432,679	584	107,866,138
Management and administrative fees	5,610	11,441	6,042	71,418	10,881	252,741	1,138	718,244
Total deductions	238,396	286,923	221,820	1,651,345	8,906,285	47,682,494	81,920	130,970,459
Net Realized Gain and Net Appreciation in Fair Value	12,167	72,574	76,276	1,438,982	595	234,356	(23,883)	2,833,872
Net Increase (Decrease)	(15,699)	469,341	244,505	983,726	(6,046,620)	(16,657,046)	52,251,471	4,066,205
Fiduciary Net Position Held in Trust, Beginning of Year	828,830	1,549,803	686,825	10,224,452	6,046,620	29,494,952	-	84,589,088
Fiduciary Net Position Held in Trust, End of Year	\$ 813,131	\$ 2,019,144	\$ 931,330	\$ 11,208,178	\$ -	\$ 12,837,906	\$ 52,251,471	\$ 88,655,293

CollegeCounts 529 Fund Advisor Plan
Schedule of Changes in Fiduciary Net Position by Portfolio
For the Year Ended September 30, 2016

	Portfolio									
	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50	CollegeCounts Fund 60	CollegeCounts Fund 70	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100	Eliminations	Plan Total
Additions										
Contributions	\$ 9,566	\$ 14,651,930	\$ 22,067	\$ 19,218,381	\$ 35,791	\$ 21,888,091	\$ 65,633	\$ 18,057,345	\$ -	\$ 112,276,689
Exchanges in	102,011,317	178,479,416	114,592,099	141,012,970	70,151,810	69,925,911	23,727,234	9,364,581	(955,075,840)	-
Investment income										
Dividends and interest	50,955	4,603,144	79,006	6,007,212	47,597	5,327,484	17,263	3,659,493	-	31,523,045
Total additions	102,071,838	197,734,490	114,693,172	166,238,563	70,235,198	97,141,486	23,810,130	31,081,419	(955,075,840)	143,799,734
Deductions										
Withdrawals	12,114	18,908,860	4,327	9,107,464	9,460	6,390,298	14,898	7,339,774	-	105,866,696
Exchanges out	339,225	220,284,012	258,249	262,459,230	336,869	201,842,897	36,771	80,046,805	(955,075,840)	-
Management and administrative fees	2,197	1,368,682	2,400	1,619,781	1,447	1,317,148	468	810,123	-	7,705,369
Total deductions	353,536	240,561,554	264,976	273,186,475	347,776	209,550,343	52,137	88,196,702	(955,075,840)	113,572,065
Net Realized Gain and Net Appreciation in Fair Value	(108,050)	8,287,906	(212,533)	11,906,291	(178,375)	11,892,509	(76,454)	8,304,102	-	55,610,723
Net Increase (Decrease)	101,610,252	(34,539,158)	114,215,663	(95,041,621)	69,709,047	(100,516,348)	23,681,539	(48,811,181)	-	85,838,392
Fiduciary Net Position Held in Trust, Beginning of Year	-	159,469,583	-	199,077,414	-	170,911,300	-	104,293,116	-	968,374,587
Fiduciary Net Position Held in Trust, End of Year	\$ 101,610,252	\$ 124,930,425	\$ 114,215,663	\$ 104,035,793	\$ 69,709,047	\$ 70,394,952	\$ 23,681,539	\$ 55,481,935	\$ -	\$ 1,054,212,979

CollegeCounts 529 Fund Advisor Plan
Financial Highlights by Portfolio
For the Year Ended September 30, 2016

	Portfolio						
	American Century Growth 529 Portfolio	American Century Short Duration Inflation 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*	7.00%	-0.66%	0.20%	2.15%	2.67%	-0.67%	4.29%
Ratio of expense to average net position**	0.67%	0.67%	0.13%	0.67%	0.67%	0.67%	0.67%
Total return ***	11.51%	2.47%	A	5.30%	12.80%	-2.25%	12.97%
Class B							
Ratio of net investment income to average net position*	6.25%	-1.41%	0.20%	1.39%	1.92%	-1.42%	3.66%
Ratio of expense to average net position**	1.42%	1.42%	0.13%	1.42%	1.42%	1.42%	1.30%
Total return ***	10.71%	1.67%	A	4.46%	12.04%	-3.01%	12.27%
Class C							
Ratio of net investment income to average net position*	6.75%	-0.91%	0.20%	1.90%	2.42%	-0.92%	4.04%
Ratio of expense to average net position**	0.92%	0.92%	0.13%	0.92%	0.92%	0.92%	0.92%
Total return ***	11.22%	2.17%	A	4.99%	12.55%	-2.44%	12.66%
Class F							
Ratio of net investment income to average net position*	7.25%	-0.41%	0.20%	2.40%	2.92%	-0.42%	4.54%
Ratio of expense to average net position**	0.42%	0.42%	0.13%	0.42%	0.42%	0.42%	0.42%
Total return ***	11.73%	2.66%	A	5.50%	13.19%	-2.06%	13.19%

* 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.

A: Portfolio was liquidated during the year. See Note 2.

CollegeCounts 529 Fund Advisor Plan
Financial Highlights by Portfolio
For the Year Ended September 30, 2016

	Portfolio							
	Fidelity Advisor Investment Grade Bond 529 Portfolio	Lazard Emerging Markets Equity 529 Portfolio	Lord Abbett Developing Growth 529 Portfolio	Mainstay Total Return Bond 529 Portfolio	Neuberger Berman International Large Cap 529 Portfolio	Northern Fund Bond Index 529 Portfolio	Northern Funds Stock Index 529 Portfolio	Northern Funds International Equity Index 529 Portfolio
Class A								
Ratio of net investment income to average net position*	1.89%	1.49%	7.70%	2.37%	0.59%	2.14%	2.78%	1.95%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%	0.67%
Total return ***	6.02%	22.92%	A	5.75%	7.16%	4.32%	14.54%	5.49%
Class B								
Ratio of net investment income to average net position*	1.14%	0.74%	6.95%	1.62%	-0.16%	1.39%	2.02%	1.20%
Ratio of expense to average net position**	1.41%	1.42%	1.42%	1.41%	1.42%	1.42%	1.42%	1.42%
Total return ***	5.25%	21.95%	A	5.07%	6.33%	3.48%	13.63%	4.76%
Class C								
Ratio of net investment income to average net position*	1.64%	1.24%	7.45%	2.12%	0.34%	1.89%	2.53%	1.70%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%	0.92%
Total return ***	5.77%	22.60%	A	5.45%	6.83%	4.02%	14.22%	5.22%
Class F								
Ratio of net investment income to average net position*	2.14%	1.74%	7.95%	2.61%	0.84%	2.39%	3.03%	2.20%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.42%	0.42%	0.42%	0.42%	0.42%
Total return ***	6.25%	23.19%	A	6.04%	7.39%	4.57%	14.77%	5.75%

* 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.

A: Portfolio was liquidated during the year. See Note 2.

CollegeCounts 529 Fund Advisor Plan
Financial Highlights by Portfolio
For the Year Ended September 30, 2016

	Portfolio							
	Northern Funds Mid Cap Index 529 Portfolio	Northern Funds Small Cap Index 529 Portfolio	PIMCO Short-Term 529 Portfolio	State Street U.S. Government Money Market 529 Portfolio	T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Large-Cap Growth 529 Portfolio	T. Rowe Price QM U.S. Small- Cap Growth 529 Portfolio	T. Rowe Price Real Estate 529 Portfolio
Class A								
Ratio of net investment income to average net position*	6.65%	5.33%	1.48%	0.01%B	6.26%	3.88%	0.00%B	1.69%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.19%B	0.67%	0.67%	0.67%B	0.67%
Total return ***	14.43%	14.66%	1.94%	0.01%	9.22%	9.30%	-0.40%	15.15%
Class B								
Ratio of net investment income to average net position*	5.90%	4.58%	0.98%	0.01%B	5.51%	3.13%	0.00%B	0.94%
Ratio of expense to average net position**	1.42%	1.42%	1.17%	0.19%B	1.42%	1.42%	1.42%B	1.42%
Total return ***	13.58%	13.78%	1.39%	0.01%	8.40%	8.47%	-0.40%	14.28%
Class C								
Ratio of net investment income to average net position*	6.40%	5.08%	1.23%	0.01%B	6.01%	3.63%	0.00%B	1.44%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.19%B	0.92%	0.92%	0.92%B	0.92%
Total return ***	14.17%	14.38%	1.67%	0.01%	8.93%	8.98%	-0.40%	14.87%
Class F								
Ratio of net investment income to average net position*	6.90%	5.58%	1.73%	0.01%B	6.51%	4.13%	0.00%B	1.94%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.19%B	0.42%	0.42%	0.42%B	0.42%
Total return ***	14.74%	14.94%	2.20%	0.01%	9.50%	9.56%	-0.40%	15.46%

* 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.

B: Portfolio was opened during the year. Ratios are annualized. See Note 2.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2016

	Portfolio							
	Templeton International Bond 529 Portfolio	Touchtone High Yield 529 Portfolio	Voya Global Real Estate 529 Portfolio	William Blair Small Cap Value 529 Portfolio	CollegeCounts Conservative Money Market Fund	CollegeCounts Fixed Income Fund	CollegeCounts Fund 10	CollegeCounts Fund 20
Class A								
Ratio of net investment income to average net position*	0.69%	4.73%	2.04%	-0.13%	0.21%	0.38%	0.04%B	1.63%
Ratio of expense to average net position**	0.67%	0.67%	0.67%	0.67%	0.16%	0.67%	0.67%B	0.67%
Total return ***	1.99%	8.48%	10.44%	14.24%		1.06%	0.00%	4.83%
Class B								
Ratio of net investment income to average net position*	-0.07%	4.02%	1.28%	-0.88%	0.21%	-0.37%	0.04%B	0.88%
Ratio of expense to average net position**	1.42%	1.38%	1.42%	1.42%	0.16%	1.42%	1.42%B	1.42%
Total return ***	1.24%	7.49%	9.62%	13.46%		0.30%	0.00%	4.07%
Class C								
Ratio of net investment income to average net position*	0.44%	4.48%	1.79%	-0.38%	0.21%	0.13%	0.04%B	1.38%
Ratio of expense to average net position**	0.92%	0.92%	0.92%	0.92%	0.16%	0.92%	0.92%B	0.92%
Total return ***	1.78%	8.17%	10.17%	13.99%		0.78%	0.00%	4.65%
Class F								
Ratio of net investment income to average net position*	0.94%	4.98%	2.28%	0.12%	0.21%	0.63%	0.04%B	1.88%
Ratio of expense to average net position**	0.42%	0.42%	0.42%	0.42%	0.16%	0.42%	0.42%B	0.42%
Total return ***	2.30%	8.80%	10.79%	14.54%		1.14%	0.00%	5.07%

* 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.

B: Portfolio was opened during the year. Ratios are annualized. See Note 2.

CollegeCounts 529 Fund Advisor Plan

Financial Highlights by Portfolio

For the Year Ended September 30, 2016

Portfolio

	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50	CollegeCounts Fund 60	CollegeCounts Fund 70	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100
Class A								
Ratio of net investment income to average net position*	0.05%B	2.01%	0.07%B	2.22%	0.07%B	2.44%	0.07%B	2.77%
Ratio of expense to average net position**	0.67%B	0.67%	0.67%B	0.67%	0.67%B	0.67%	0.67%B	0.67%
Total return ***	-0.10%	6.86%	-0.10%	8.12%	-0.20%	9.62%	-0.30%	10.97%
Class B								
Ratio of net investment income to average net position*	0.05%B	1.25%	0.07%B	1.47%	0.06%B	1.69%	C	2.02%
Ratio of expense to average net position**	1.42%B	1.42%	1.42%B	1.42%	1.42%B	1.42%	C	1.42%
Total return ***	-0.10%	6.09%	-0.10%	7.30%	-0.20%	8.87%	C	10.13%
Class C								
Ratio of net investment income to average net position*	0.05%B	1.76%	0.07%B	1.97%	0.07%B	2.19%	0.07%B	2.52%
Ratio of expense to average net position**	0.92%B	0.92%	0.92%B	0.92%	0.92%B	0.92%	0.92%B	0.92%
Total return ***	-0.10%	6.56%	-0.10%	7.93%	-0.20%	9.41%	-0.30%	10.72%
Class F								
Ratio of net investment income to average net position*	0.05%B	2.26%	0.07%B	2.47%	0.07%B	2.69%	0.07%B	3.02%
Ratio of expense to average net position**	0.42%B	0.42%	0.42%B	0.42%	0.42%B	0.42%	0.42%B	0.42%
Total return ***	-0.10%	7.15%	-0.10%	8.44%	-0.20%	9.97%	-0.30%	11.27%

* 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.

B: Portfolio was opened during the year. Ratios are annualized. See Note 2.

C: There were no Class B shares open at the end of the year.

CollegeCounts 529 Fund Advisor Plan

Schedule of Investments (Age-Based Target Portfolios)

September 30, 2016

Target Portfolios		Portfolios				
		CollegeCounts Fixed Income Fund		CollegeCounts Fund 20		CollegeCounts Fund 40
	Age of Beneficiary					
Age-Based Aggressive Portfolios				19 and over	17 - 18	15 - 16
Age-Based Moderate Portfolios			19 and over	17 - 18	15 - 16	13 - 14
Age-Based Conservative Portfolios		19 and over	17 - 18	15 - 16	13 - 14	11 - 12
State Street Institutional U.S. Government Money Market Fund		\$ 6,435,845	\$ 12,014,543	\$ 7,991,164	\$ -	\$ -
Money Market Total		6,435,845	12,014,543	7,991,164	-	-
Credit Suisse Commodity Return Strategy Fund		-	-	891,536	1,021,365	2,517,118
Commodities Total		-	-	891,536	1,021,365	2,517,118
American Century Short Duration Inflation Protection Bond Fund		1,930,832	7,304,814	9,766,979	13,224,051	11,280,832
Mainstay Total Return Bond Fund		898,550	6,243,855	10,625,221	12,172,826	17,499,067
Northern Funds Bond Index Fund		1,027,886	6,770,592	11,521,580	13,199,759	13,762,321
PIMCO Short-Term Fund		2,577,083	11,490,767	22,220,446	22,402,116	17,565,959
Templeton International Bond Fund		-	1,566,891	4,444,003	5,091,297	7,528,126
Touchstone High Yield Fund		-	1,570,899	4,455,364	5,104,289	7,547,344
Fixed Income Total		6,434,351	34,947,818	63,033,593	71,194,338	75,183,649
Voya Global Real Estate Fund		-	-	875,650	1,003,195	2,472,043
Real Estate Total		-	-	875,650	1,003,195	2,472,043
Cohen & Steers Dividend Value Fund		-	1,036,634	2,645,889	4,042,053	7,470,090
Northern Funds Mid Cap Index Fund		-	520,308	1,770,774	2,028,797	3,749,581
Northern Funds Small Cap Value Fund		-	-	-	1,016,326	1,251,991
Northern Funds Stock Index Fund		-	1,562,945	5,319,120	7,109,964	10,011,635
T. Rowe Price Institutional Large-Cap Growth Fund		-	1,046,056	2,670,111	4,078,774	7,538,580
T. Rowe Price QM U.S. Small-Cap Growth Equity Fund		-	-	-	1,013,591	1,248,951
Domestic Equity Total		-	4,165,943	12,405,894	19,289,505	31,270,828
DFA International Small Company Fund		-	-	-	-	-
Lazard Emerging Markets Equity Portfolio		-	-	-	1,005,727	1,239,098
Neuberger Berman International Large Cap Fund		-	519,406	1,767,621	4,050,578	7,485,669
Northern Funds International Equity Index Fund		-	519,426	1,767,717	4,050,709	4,990,805
International Equity Total		-	1,038,832	3,535,338	9,107,014	13,715,572
Fair Value of Investments, End of Period		\$ 12,870,196	\$ 52,167,136	\$ 88,733,175	\$ 101,615,417	\$ 125,159,210
Fair Value of Investments, End of Period		\$ 12,870,196	\$ 52,167,136	\$ 88,733,175	\$ 101,615,417	\$ 125,159,210
Plus Amounts to be Invested and Accrued						
Investment Income		22,229	122,725	254,298	174,374	220,988
Less Amounts to be Distributed and Accrued						
Expenses		(54,519)	(38,390)	(332,180)	(179,539)	(449,773)
Net Assets Held in Trust, End of Period		\$ 12,837,906	\$ 52,251,471	\$ 88,655,293	\$ 101,610,252	\$ 124,930,425

CollegeCounts 529 Fund Advisor Plan

Schedule of Investments (Age-Based Target Portfolios)

September 30, 2016

Target Portfolios		Portfolios					
		CollegeCounts Fund 60		CollegeCounts Fund 80		CollegeCounts Fund 100	
	Age of Beneficiary	13 - 14	11 - 12	9 - 10	6 - 8	3 - 5	newborn to 2
Age-Based Aggressive Portfolios		13 - 14	11 - 12	9 - 10	6 - 8	3 - 5	newborn to 2
Age-Based Moderate Portfolios		11 - 12	9 - 10	6 - 8	3 - 5	newborn to 2	
Age-Based Conservative Portfolios		9 - 10	6 - 8	3 - 5	newborn to 2		
State Street Institutional U.S. Government Money Market Fund		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Money Market Total		-	-	-	-	-	-
Credit Suisse Commodity Return Strategy Fund		1,145,858	2,092,271	2,110,810	1,416,371	476,460	1,120,652
Commodities Total		1,145,858	2,092,271	2,110,810	1,416,371	476,460	1,120,652
American Century Short Duration Inflation Protection Bond Fund		4,564,915	4,167,426	2,803,050	2,115,852	474,537	-
Mainstay Total Return Bond Fund		15,932,660	10,389,502	4,891,648	2,813,263	473,212	-
Northern Funds Bond Index Fund		10,252,174	7,279,565	3,497,365	2,111,954	473,664	-
PIMCO Short-Term Fund		12,566,391	9,386,327	4,208,887	2,824,029	475,024	-
Templeton International Bond Fund		6,854,282	5,214,532	2,805,883	2,117,979	237,508	-
Touchstone High Yield Fund		6,871,732	5,227,827	2,813,012	2,123,384	238,111	-
Fixed Income Total		57,042,154	41,665,179	21,019,845	14,106,461	2,372,056	-
Voya Global Real Estate Fund		2,251,019	3,081,988	2,764,505	2,086,002	936,033	2,751,222
Real Estate Total		2,251,019	3,081,988	2,764,505	2,086,002	936,033	2,751,222
Cohen & Steers Dividend Value Fund		7,935,939	8,278,625	6,265,369	7,705,709	2,828,507	6,651,492
Northern Funds Mid Cap Index Fund		6,828,414	6,233,501	4,891,835	5,626,420	1,892,938	5,564,820
Northern Funds Small Cap Value Fund		1,140,232	2,081,401	1,400,326	2,113,429	711,203	1,672,267
Northern Funds Stock Index Fund		11,395,360	10,402,138	7,697,060	9,154,027	3,790,742	8,914,775
T. Rowe Price Institutional Large-Cap Growth Fund		8,007,998	8,354,764	6,322,235	7,776,646	2,854,174	7,271,929
T. Rowe Price QM U.S. Small-Cap Growth Equity Fund		1,137,166	2,076,321	1,396,561	2,108,356	709,291	1,668,217
Domestic Equity Total		36,445,109	37,426,750	27,973,386	34,484,587	12,786,855	31,743,500
DFA International Small Company Fund		-	2,072,056	2,090,939	2,103,957	943,956	2,774,774
Lazard Emerging Markets Equity Portfolio		2,256,681	3,089,925	2,078,580	2,788,821	938,378	2,758,336
Neuberger Berman International Large Cap Fund		9,088,841	8,295,714	6,976,298	7,721,510	3,070,729	8,331,816
Northern Funds International Equity Index Fund		5,680,671	6,222,169	4,883,507	5,616,145	2,125,926	6,110,476
International Equity Total		17,026,193	19,679,864	16,029,324	18,230,433	7,078,989	19,975,402
Fair Value of Investments, End of Period		\$ 113,910,333	\$ 103,946,052	\$ 69,897,870	\$ 70,323,854	\$ 23,650,393	\$ 55,590,776
Fair Value of Investments, End of Period Plus Amounts to be Invested and Accrued		\$ 113,910,333	\$ 103,946,052	\$ 69,897,870	\$ 70,323,854	\$ 23,650,393	\$ 55,590,776
Investment Income		413,861	668,282	99,020	303,949	53,015	44,057
Less Amounts to be Distributed and Accrued Expenses		(108,531)	(578,541)	(287,843)	(232,851)	(21,869)	(152,898)
Net Assets Held in Trust, End of Period		\$ 114,215,663	\$ 104,035,793	\$ 69,709,047	\$ 70,394,952	\$ 23,681,539	\$ 55,481,935

CollegeCounts 529 Fund Advisor Plan
Combining Schedule of Fiduciary Net Position
September 30, 2016

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Assets				
Investments, at fair value	\$ 326,228,088	\$ 1,054,596,771	\$ -	\$ 1,380,824,859
Cash	590,884	324,706	-	915,590
Receivables for contributions	326,141	1,838,435	-	2,164,576
Accrued investment income	142,906	782,344	-	925,250
	<u>327,288,019</u>	<u>1,057,542,256</u>	<u>-</u>	<u>1,384,830,275</u>
Total assets				
Liabilities				
Distributions payable to shareholders	775	246	-	1,021
Withdrawals payable	234,486	1,789,664	-	2,024,150
Accrued expenses	104,348	1,539,367	-	1,643,715
	<u>339,609</u>	<u>3,329,277</u>	<u>-</u>	<u>3,668,886</u>
Total liabilities				
Fiduciary Net Position Held in Trust	<u>\$ 326,948,410</u>	<u>\$ 1,054,212,979</u>	<u>\$ -</u>	<u>\$ 1,381,161,389</u>

CollegeCounts 529 Fund Advisor Plan
Combining Schedule of Changes in Fiduciary Net Position
For the Year Ended September 30, 2016

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Additions				
Contributions	\$ 60,307,013	\$ 112,276,689	\$ (21,327,558)	\$ 151,256,144
Investment income				
Dividends and interest	<u>6,567,117</u>	<u>31,523,045</u>	<u>-</u>	<u>38,090,162</u>
Total additions	<u>66,874,130</u>	<u>143,799,734</u>	<u>(21,327,558)</u>	<u>189,346,306</u>
Deductions				
Withdrawals	21,939,663	105,866,696	(21,327,558)	106,478,801
Management fees	<u>730,351</u>	<u>7,705,369</u>	<u>-</u>	<u>8,435,720</u>
Total deductions	<u>22,670,014</u>	<u>113,572,065</u>	<u>(21,327,558)</u>	<u>114,914,521</u>
Net Realized Gain and Net Appreciation in Fair Value of Investments				
	<u>22,867,794</u>	<u>55,610,723</u>	<u>-</u>	<u>78,478,517</u>
Net Increase	67,071,910	85,838,392	-	152,910,302
Fiduciary Net Position Held in Trust, Beginning of Year				
	<u>259,876,500</u>	<u>968,374,587</u>	<u>-</u>	<u>1,228,251,087</u>
Fiduciary Net Position Held in Trust, End of Year				
	<u>\$ 326,948,410</u>	<u>\$ 1,054,212,979</u>	<u>\$ -</u>	<u>\$ 1,381,161,389</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, 2016, 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 January 24, 2017.

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 and Other Matters

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*.

Purpose of this Report

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 on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the University's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BKD, LLP

Lincoln, Nebraska
January 24, 2017

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, 2016. 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, 2016.

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
January 24, 2017