

CollegeCountsSM

Alabama's 529 Fund

Independent Auditor's Reports and Financial Statements

September 30, 2022



Offered by the
State of Alabama

UBT 529 Fund Services a Division of

UBT
Union Bank & Trust

Program Manager

CollegeCounts 529 Fund
September 30, 2022

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Independent Auditor's Report

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

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of the CollegeCounts 529 Fund, as of and for the year ended September 30, 2022, and the related notes to the financial statements, which collectively comprise the CollegeCounts 529 Fund's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the financial position of the CollegeCounts 529 Fund as of September 30, 2022, and the changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are required to be independent of the CollegeCounts 529 Fund, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the CollegeCounts 529 Fund's ability to continue as a going concern for 12 months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 CollegeCounts 529 Fund's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the CollegeCounts 529 Fund's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a 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 financial statements that collectively comprise the CollegeCounts 529 Fund's basic financial statements. The supplemental schedules as listed in the table of contents are presented for purposes of additional analysis and are 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 supplemental schedules are 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 December 9, 2022, on our consideration of the CollegeCounts 529 Fund's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is solely 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 effectiveness of the CollegeCounts 529 Fund's 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 the CollegeCounts 529 Fund's internal control over financial reporting and compliance.

FORVIS,LLP

Lincoln, Nebraska
December 9, 2022

CollegeCounts 529 Fund 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 Direct Plan (the "Plan" or the "Direct Plan") as of September 30, 2022 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 education expenses. 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 Direct 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 Fund Direct Plan contains accounts that are opened directly with the Plan. The Direct Plan had \$786 million in net position as of September 30, 2022. The CollegeCounts 529 Board oversees the Direct Plan. Union Bank & Trust Company serves as the Program Manager.

The Direct Plan offers investors 3 Age-Based Options, 6 Target Portfolios, 1 Bank Deposit Fund and 25 Individual Fund Portfolios that are invested in underlying mutual funds from DFA, Dodge & Cox, Vanguard, T. Rowe Price, Fidelity, PGIM and PIMCO.

Financial Highlights

The following financial highlights occurred during the years ended September 30, 2022 and 2021:

- The Plan had contributions of \$137.2 million and withdrawals of \$69.3 million during 2022 and contributions of \$128.3 million and withdrawals of \$60.3 million during 2021, an increase of 7.0% in contributions and 15.0% in withdrawals during 2022;
- At September 30, 2022, the Plan's net position totaled \$786 million, an increase of \$87 million, or 10.0% since September 30, 2021;
- The Plan earned \$22.5 million and \$15.6 million from investment income and recognized \$(175.6) million and \$113.1 million from net realized gain (loss) and net appreciation (depreciation) in fair value of investments during 2022 and 2021, respectively. The Plan incurred \$1.8 million and \$1.4 million for operating expenses during 2022 and 2021, respectively.

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, 2022. This statement is prepared using the accrual basis of accounting. Contributions and withdrawals are recognized on the 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 ended September 30, 2022, 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 ended September 30, 2022, 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>2022</u>	<u>2021</u>
Total Assets	\$ 786,758,300	\$ 874,250,830
Less Total Liabilities	<u>1,071,906</u>	<u>1,545,461</u>
Net Position Held in Trust	<u>\$ 785,686,394</u>	<u>\$ 872,705,369</u>

Investments make up more than 98% of total net position and consist of 37 Investment Portfolios in 2022 and 2021, each of which is invested in one or more underlying mutual funds or deposit accounts. Net position represents cumulative contributions from participants plus net investment earnings (loss) less withdrawals, management fees and other expenses. Liabilities consist of distributions payable to shareholders, payables for withdrawals, and payables for accrued expenses.

Total assets decreased by \$87.5 million, or 10.0%, from September 30, 2021 to September 30, 2022 due primarily to net contributions (participant contributions less redemptions and withdrawals) of \$68 million and the investment loss described below. The Plan had a decrease from operations (investment income and net realized loss and depreciation in fair value of investments) of \$153.1 million and expenses of \$1.8 million. Total liabilities decreased \$0.5 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 year ended September 30:

	<u>2022</u>	<u>2021</u>
Total Additions	\$ (15,901,356)	\$ 256,906,018
Total Deductions	<u>71,117,619</u>	<u>61,614,576</u>
Net Increase (Decrease)	(87,018,975)	195,291,442
Net Position Held in Trust, Beginning of Year	<u>872,705,369</u>	<u>677,413,927</u>
Net Position Held in Trust, End of Year	<u>\$ 785,686,394</u>	<u>\$ 872,705,369</u>

Total additions decreased \$272.8 million or 106.2%, due to a decrease in investment income of \$281.8 million and an increase in contributions from participants of \$9 million. Total deductions increased \$9.5 million or 15.4%, due to an increase in withdrawals and redemptions of \$9 million and increases in management fees and other expenses of \$137 thousand and \$318 thousand, respectively. Net realized (loss) and gain and (depreciation) and appreciation in fair value of investments was \$(175.6) million and \$113.1 million for the years ended September 30, 2022 and 2021, 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
Statement of Fiduciary Net Position
September 30, 2022

Fiduciary Assets

Investments, at fair value	\$ 775,954,264
Cash in Bank Savings Portfolio	8,019,186
Cash	272,804
Receivables for contributions	1,056,413
Accrued investment income	1,455,633
	786,758,300
Total fiduciary assets	786,758,300

Liabilities

Distributions payable to shareholders	12,855
Withdrawals payable	704,672
Accrued expenses	354,379
	1,071,906
Total liabilities	1,071,906

Fiduciary Net Position Held In Trust	\$ 785,686,394
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CollegeCounts 529 Fund
Statement of Changes in Fiduciary Net Position
For the Year Ended September 30, 2022

Additions

Contributions	\$ 137,247,308
Investment income (loss)	
Net realized loss and net depreciation in fair value of investments	(175,647,925)
Dividends and interest	22,499,261
	(153,148,664)
Total additions	(15,901,356)

Deductions

Withdrawals	69,308,133
Management fees	1,482,952
Other expenses	326,534
	71,117,619
Total deductions	71,117,619

Net Decrease

(87,018,975)

Fiduciary Net Position Held in Trust, Beginning of Year

872,705,369

Fiduciary Net Position Held in Trust, End of Year

\$ 785,686,394

CollegeCounts 529 Fund

Notes to the Financial Statements

September 30, 2022

Note 1: Description of the Plan

The following provides a brief description of the CollegeCounts 529 Fund (the “Plan”). For more information about the Plan, call 866.529.2228 or visit CollegeCounts529.com to obtain a Disclosure Statement.

General

The Plan is one of two college savings plans offered by the Alabama Comprehensive Education Savings (ACES) Program (the Program) to help individuals and families save for education costs. This Plan and the CollegeCounts 529 Fund Advisor Plan, which were established as authorized under the Wallace Folsom Savings Investment Plan Act, 16-33C-1 to 16-33C-25 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 thereunder (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, thereby ensuring the assets of the Plan can only be used for the benefit of account owners and their beneficiaries and cannot be used by the State of Alabama to finance its operations.

These financial statements present only the activities and balances attributable to the CollegeCounts 529 Fund and do not include any balances or activities attributable to the CollegeCounts 529 Fund Advisor Plan. 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 Advisor Plan 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 to advise with respect to the structures, underlying investments, and asset allocations of the Plan.

CollegeCounts 529 Fund

Notes to the Financial Statements

September 30, 2022

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 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, additions to net position are recorded when earned and deductions from net position are recorded when a liability is incurred, regardless of the timing of related cash flows.

Investments

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

Investments in the Underlying Funds are valued at the closing net position 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 units 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 units 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.

Cash in the Bank Savings 529 Portfolio includes amounts directed by participants to be deposited in an interest-bearing bank account.

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.

CollegeCounts 529 Fund

Notes to the Financial Statements

September 30, 2022

Note 2: Significant Accounting Policies - Continued

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.

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 underlying investment options are composed of one bank deposit account and mutual funds offered by PIMCO, Vanguard, T. Rowe Price, DFA, Dodge & Cox, PGIM and Fidelity ("Investment Managers").

The Individual Fund Portfolios consist of 1 bank deposit fund, 1 money-market fund and 24 single mutual funds. The 6 Target Portfolios are allocated among equity, real estate, fixed income, and money market securities. The Target Portfolio allocations are maintained over the life of the account.

The account owner may also choose from 3 Age-Based options (Conservative, Moderate, and Aggressive). These have been designed by the Program, the Program Manager, and Wilshire to allow account owners to select a Portfolio based upon their risk tolerance and the beneficiary's age. 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 relative to earlier year portfolios as the beneficiary's year of enrollment in college draws nearer.

Contributions by a participant are evidenced through the issuance of units in a particular Portfolio. Although money contributed to the Plan is invested in portfolio options that hold mutual funds, the Plan units themselves are not direct investments in the mutual funds. The units issued by the Plan are not insured by the FDIC (except the underlying investment of the Bank Savings 529 Portfolio), the Program Manager, 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.

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 fees and expenses as more fully discussed in Note 4.

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 2: Significant Accounting Policies - Continued

Unit Valuation

Each account owner's full and/or fractional interest in a portfolio option is evidenced by a unit. The net position 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 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 portfolio that is more conservative relative to the allocation in earlier years. 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 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

Notes to the Financial Statements

September 30, 2022

Note 3: Investments

The Underlying Fund allocations at September 30, 2022, are as follows:

Portfolio	Investment	Balance
DFA U.S. Large Cap Value 529 Portfolio	DFA U.S. Large Cap Value Portfolio	\$ 2,936,982
DFA U.S. Small Cap Value 529 Portfolio	DFA U.S. Small Cap Value Portfolio	2,873,133
Dodge & Cox International Stock 529 Portfolio	Dodge & Cox International Stock Fund	2,795,272
Fidelity Advisor Investment Grade Bond 529 Portfolio	Fidelity Advisor Investment Grade Bond Fund	749,710
PGIM Total Return Bond 529 Portfolio	PGIM Total Return Bond Fund	425,813
PIMCO Short-Term 529 Portfolio	PIMCO Short-Term Fund	1,381,944
T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Balanced Fund	6,653,521
T. Rowe Price Large-Cap Growth 529 Portfolio	T. Rowe Price Institutional Large-Cap Growth Fund	11,571,155
Vanguard Explorer 529 Portfolio	Vanguard Explorer Fund	2,961,298
Vanguard 500 Index 529 Portfolio	Vanguard Institutional Index Fund	46,348,400
Vanguard Extended Market Index 529 Portfolio	Vanguard Extended Market Index Fund	2,711,313
Vanguard Growth Index 529 Portfolio	Vanguard Growth Index Fund	23,925,389
Vanguard Inflation-Protected Securities 529 Portfolio	Vanguard Inflation-Protected Securities Fund	2,821,028
Vanguard Mid-Cap Index 529 Portfolio	Vanguard Mid-Cap Index Fund	11,524,182
Vanguard Cash Reserves Federal Money Market 529 Portfolio	Vanguard Cash Reserves Federal Money Market Fund	18,539,380
Vanguard Real Estate Index 529 Portfolio	Vanguard Real Estate Index Fund	5,058,517
Vanguard Small-Cap Growth Index 529 Portfolio	Vanguard Small-Cap Growth Index Fund	8,251,784
Vanguard Small-Cap Index 529 Portfolio	Vanguard Small-Cap Index Fund	5,267,229
Vanguard Small-Cap Value Index 529 Portfolio	Vanguard Small-Cap Value Index Fund	4,220,455
Vanguard Total Bond Market Index 529 Portfolio	Vanguard Total Bond Market Index Fund	11,741,576
Vanguard Total International Stock Index 529 Portfolio	Vanguard Total International Stock Index Fund	10,943,927
Vanguard Total Stock Market Index 529 Portfolio	Vanguard Total Stock Market Index Fund	29,894,498
Vanguard Value Index 529 Portfolio	Vanguard Value Index Fund	7,671,091
Vanguard Short-Term Inflation-Protected 529 Portfolio	Vanguard Short-Term Inflation-Protected Securities Index Fund	2,781,924
Vanguard Short-Term Bond Index 529 Portfolio	Vanguard Short-Term Bond Index Fund	2,498,825
		<u>226,548,346</u>
CollegeCounts Fixed Income Fund	Vanguard Cash Reserves Federal Money Market Fund	5,680,219
CollegeCounts Fixed Income Fund	Vanguard Short-Term Bond Index Fund	2,281,311
	Vanguard Short-Term Inflation-Protected Securities Index Fund	1,670,130
CollegeCounts Fixed Income Fund	Vanguard Total Bond Market Index Fund	1,715,773
		<u>11,347,433</u>
Total CollegeCounts Fixed Income Fund		
CollegeCounts Fund 10	Vanguard Cash Reserves Federal Money Market Fund	8,139,878
	Vanguard Emerging Markets Government Bond Index Fund	1,039,762
CollegeCounts Fund 10	Vanguard High-Yield Corporate Fund	1,047,768
CollegeCounts Fund 10	Vanguard Short-Term Bond Index Fund	7,793,045
	Vanguard Short-Term Inflation-Protected Securities Index Fund	4,825,560
CollegeCounts Fund 10	Vanguard Total Bond Market Index Fund	8,796,847
CollegeCounts Fund 10	Vanguard Real Estate Index Fund	335,264
CollegeCounts Fund 10	Vanguard Total Stock Market Index Fund	2,409,311
CollegeCounts Fund 10	Vanguard Total International Stock Index Fund	685,027
		<u>35,072,462</u>
Total CollegeCounts Fund 10		

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 20	Vanguard Cash Reserves Federal Money Market Fund	\$ 4,775,287
CollegeCounts Fund 20	Vanguard Emerging Markets Government Bond Index Fund	2,841,476
CollegeCounts Fund 20	Vanguard High-Yield Corporate Fund	2,901,974
CollegeCounts Fund 20	Vanguard Short-Term Bond Index Fund	14,693,277
CollegeCounts Fund 20	Vanguard Short-Term Inflation-Protected Securities Index Fund	6,953,904
CollegeCounts Fund 20	Vanguard Total Bond Market Index Fund	14,644,927
CollegeCounts Fund 20	Vanguard Real Estate Index Fund	1,078,916
CollegeCounts Fund 20	Vanguard Total Stock Market Index Fund	7,264,956
CollegeCounts Fund 20	Vanguard Total International Stock Index Fund	<u>2,786,547</u>
Total CollegeCounts Fund 20		<u>57,941,264</u>
CollegeCounts Fund 30	Vanguard Emerging Markets Government Bond Index Fund	2,777,630
CollegeCounts Fund 30	Vanguard High-Yield Corporate Fund	2,799,393
CollegeCounts Fund 30	Vanguard Short-Term Bond Index Fund	12,318,724
CollegeCounts Fund 30	Vanguard Short-Term Inflation-Protected Securities Index Fund	5,999,376
CollegeCounts Fund 30	Vanguard Total Bond Market Index Fund	15,037,708
CollegeCounts Fund 30	Vanguard Real Estate Index Fund	1,101,005
CollegeCounts Fund 30	Vanguard Total Stock Market Index Fund	10,839,106
CollegeCounts Fund 30	Vanguard Total International Stock Index Fund	<u>4,413,725</u>
Total CollegeCounts Fund 30		<u>55,286,667</u>
CollegeCounts Fund 40	Vanguard Emerging Markets Government Bond Index Fund	3,650,320
CollegeCounts Fund 40	Vanguard High-Yield Corporate Fund	4,339,516
CollegeCounts Fund 40	Vanguard Short-Term Bond Index Fund	8,648,895
CollegeCounts Fund 40	Vanguard Short-Term Inflation-Protected Securities Index Fund	5,434,563
CollegeCounts Fund 40	Vanguard Total Bond Market Index Fund	14,707,058
CollegeCounts Fund 40	Vanguard Real Estate Index Fund	1,736,586
CollegeCounts Fund 40	Vanguard Total Stock Market Index Fund	14,843,739
CollegeCounts Fund 40	Vanguard Total International Stock Index Fund	<u>7,133,350</u>
Total CollegeCounts Fund 40		<u>60,494,027</u>
CollegeCounts Fund 50	Vanguard Emerging Markets Government Bond Index Fund	2,735,250
CollegeCounts Fund 50	Vanguard High-Yield Corporate Fund	3,899,123
CollegeCounts Fund 50	Vanguard Short-Term Bond Index Fund	6,261,603
CollegeCounts Fund 50	Vanguard Short-Term Inflation-Protected Securities Index Fund	2,226,426
CollegeCounts Fund 50	Vanguard Total Bond Market Index Fund	12,886,416
CollegeCounts Fund 50	Vanguard Real Estate Index Fund	2,069,228
CollegeCounts Fund 50	Vanguard Total Stock Market Index Fund	16,049,203
CollegeCounts Fund 50	Vanguard Total International Stock Index Fund	<u>8,613,315</u>
Total CollegeCounts Fund 50		<u>54,740,564</u>

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 60	Vanguard Emerging Markets Government Bond Index Fund	\$ 2,823,795
CollegeCounts Fund 60	Vanguard High-Yield Corporate Fund	4,329,804
CollegeCounts Fund 60	Vanguard Short-Term Bond Index Fund	4,436,888
CollegeCounts Fund 60	Vanguard Short-Term Inflation-Protected Securities Index Fund	2,890,791
CollegeCounts Fund 60	Vanguard Total Bond Market Index Fund	14,384,017
CollegeCounts Fund 60	Vanguard Real Estate Index Fund	2,563,281
CollegeCounts Fund 60	Vanguard Total Stock Market Index Fund	24,611,899
CollegeCounts Fund 60	Vanguard Total International Stock Index Fund	13,714,677
Total CollegeCounts Fund 60		<u>69,755,152</u>
CollegeCounts Fund 70	Vanguard Emerging Markets Government Bond Index Fund	1,699,772
CollegeCounts Fund 70	Vanguard High-Yield Corporate Fund	2,882,366
CollegeCounts Fund 70	Vanguard Short-Term Bond Index Fund	1,457
CollegeCounts Fund 70	Vanguard Short-Term Inflation-Protected Securities Index Fund	2,315,112
CollegeCounts Fund 70	Vanguard Total Bond Market Index Fund	10,271,521
CollegeCounts Fund 70	Vanguard Real Estate Index Fund	2,685,101
CollegeCounts Fund 70	Vanguard Total Stock Market Index Fund	23,047,307
CollegeCounts Fund 70	Vanguard Total International Stock Index Fund	12,714,296
Total CollegeCounts Fund 70		<u>55,616,932</u>
CollegeCounts Fund 80	Vanguard Emerging Markets Government Bond Index Fund	1,524,355
CollegeCounts Fund 80	Vanguard High-Yield Corporate Fund	2,355,523
CollegeCounts Fund 80	Vanguard Short-Term Bond Index Fund	1,344
CollegeCounts Fund 80	Vanguard Short-Term Inflation-Protected Securities Index Fund	2,354,360
CollegeCounts Fund 80	Vanguard Total Bond Market Index Fund	9,281,316
CollegeCounts Fund 80	Vanguard Real Estate Index Fund	3,582,271
CollegeCounts Fund 80	Vanguard Total Stock Market Index Fund	35,434,589
CollegeCounts Fund 80	Vanguard Total International Stock Index Fund	19,974,126
Total CollegeCounts Fund 80		<u>74,507,884</u>
CollegeCounts Fund 90	Vanguard Emerging Markets Government Bond Index Fund	316,826
CollegeCounts Fund 90	Vanguard High-Yield Corporate Fund	325,039
CollegeCounts Fund 90	Vanguard Short-Term Bond Index Fund	277
CollegeCounts Fund 90	Vanguard Short-Term Inflation-Protected Securities Index Fund	948,876
CollegeCounts Fund 90	Vanguard Total Bond Market Index Fund	1,585,598
CollegeCounts Fund 90	Vanguard Real Estate Index Fund	1,791,338
CollegeCounts Fund 90	Vanguard Total Stock Market Index Fund	15,834,059
CollegeCounts Fund 90	Vanguard Total International Stock Index Fund	9,805,033
Total CollegeCounts Fund 90		<u>30,607,046</u>

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 3: Investments - Continued

Portfolio	Investment	Balance
CollegeCounts Fund 100	Vanguard Real Estate Index Fund	\$ 3,020,917
CollegeCounts Fund 100	Vanguard Total Stock Market Index Fund	25,100,716
CollegeCounts Fund 100	Vanguard Total International Stock Index Fund	<u>15,914,854</u>
Total CollegeCounts Fund 100		<u>44,036,487</u>
		<u>\$ 775,954,264</u>

The following table reconciles the fair value of investments to the net position held in trust at September 30, 2022:

Fair value of investments, end of year	\$ 775,954,264
Plus Bank Savings 529 Portfolio	8,019,186
Plus cash, receivables and accrued investment income	2,784,850
Less payables and accrued expenses	<u>(1,071,906)</u>
Net position held in trust, end of year	<u>\$ 785,686,394</u>

The following table calculates the net realized loss and net depreciation in the value of investments for the year ended September 30, 2022:

Fair value of investments, end of year	\$ 775,954,264
Less cost of investments purchased and investment income reinvested during the year	(148,942,533)
Plus proceeds from investments sold during the year and management fees and other expenses	70,045,713
Less net position held in trust, beginning of year	<u>(872,705,369)</u>
Net realized loss and net depreciation in fair value of investments	<u>\$ (175,647,925)</u>

The mutual and money market funds in which the Plan invests are comprised of various investment securities, which include corporate debt and equity securities, obligations of the United States government and government agencies, and international equity securities. These securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with these investment securities, it is at least reasonably possible that changes in their fair values may occur in the near term and that such changes could materially affect account owner balances and the amounts reported in the Plan's financial statements.

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, custodial credit risk, concentration of credit risk, and foreign currency risk, which are included in the paragraphs that follow.

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 3: Investments - Continued

Credit Risk – Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The Plan’s investment policy does not specifically address credit risk, as permitted investments are generally mutual funds. At September 30, 2022, approximately 10% of the investments in the plan have an AAA risk rating, 26% have a Baa>AA risk rating, and 3% have a B>Ba risk rating. Approximately 61% of the investments in the plan are not rated.

Interest Rate Risk – Although the investment funds listed below 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, 2022, the average duration and effective maturity of holdings in each of these mutual funds was as follows:

	<u>Average Duration</u>	<u>Average Maturity</u>
PIMCO Short-Term Fund	0.00 years	0.00 years
Vanguard Total Bond Market Index Fund	6.50 years	8.90 years
Vanguard Cash Reserves Federal Money Market Fund	44 days	14 days
Vanguard Inflation-Protected Securities Fund	6.80 years	7.30 years
Vanguard Short-Term Bond Index Fund	2.60 years	2.90 years
Vanguard Short-Term Inflation-Protected Securities Index Fund	2.50 years	2.50 years
Vanguard Emerging Markets Government Bond Index Fund	7.20 years	12.50 years
Vanguard High-Yield Corporate Fund	4.20 years	5.90 years
Fidelity Advisor Investment Grade Bond Fund	6.10 years	8.90 years
T.Rowe Price Balanced Fund	6.10 years	7.80 years
PGIM Total Return Bond Fund	6.30 years	9.20 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 units 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 95% of the investments are with mutual funds and approximately 5% are invested in money market funds.

Foreign Currency Risk – This risk relates to adverse effects on the fair value of an investment from changes in exchange rates. The Plan’s exposure to foreign currency risk derives from its investment in Underlying Funds with international holdings. The Plan had no investments denominated in foreign currency at September 30, 2022.

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 4: Fees and Expenses

Asset-Based Fees

The Portfolios are assessed a program management fee of 0.17%, which is accrued daily and paid to the Program Manager for providing administrative, management, and other services. In its sole discretion, the Program Manager may waive a portion of the program management fees. Asset-based fees related to the year ended September 30, 2022, or the program management fee, totaled \$1,482,952.

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 Portfolios. These expenses are not reflected in the Plan's financial statements. The expense ratio 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 0.04% to 0.07% for the Age-Based and Target Portfolios and 0.00% to 0.62% for the Individual Fund Portfolios for the year ended September 30, 2022.

Note 5: Related Party Investments

A related entity of the State of Alabama has investment accounts in the Plan totaling approximately 2% of fiduciary net position held in trust at September 30, 2022.

Note 6: 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

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 6: Disclosures About Fair Value of Assets - Continued

- 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

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, 2022:

	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	\$ 37,134,764	\$ 37,134,764	\$ -	\$ -
Mutual funds	<u>738,819,500</u>	<u>738,819,500</u>	-	-
Total investments measured at fair value	<u>\$ 775,954,264</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 were no securities classified within Level 2 or Level 3 at September 30, 2022.

CollegeCounts 529 Fund
Notes to the Financial Statements
September 30, 2022

Note 7: 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 statement of fiduciary net position.

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

Note 8: Investment Changes

Effective August 10, 2022, CollegeCounts 529 Fund Direct Plan implemented several investment modifications to certain Age-Based and Target Portfolios, including:

- New allocations to the Vanguard High-Yield Corporate Fund and Vanguard Emerging Markets Government Bond Index Fund;
- Reallocation of a portion of the Vanguard Total Bond Market Index allocations to the Vanguard High-Yield Corporate Fund and Vanguard Emerging Markets Government Bond Index Fund;
- Reduction of the short-term bond allocation in the more equity-heavy Portfolios; and,
- Modest asset allocation modifications to the Portfolios as reflected in the Program Disclosure Statement Supplement.

These changes were communicated to participants along with a Program Disclosure Statement Supplement dated July 15, 2022.

Supplemental Schedules

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio						
	Bank Savings 529 Portfolio	DFA U.S. Large Cap Value 529 Portfolio	DFA U.S. Small Cap Value 529 Portfolio	Dodge & Cox International Stock 529 Portfolio	Fidelity Advisor Investment Grade Bond 529 Portfolio	PGIM Total Return Bond 529 Portfolio	PIMCO Short- Term 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ -	\$ 2,936,982	\$ 2,873,133	\$ 2,795,272	\$ 749,710	\$ 425,813	\$ 1,381,944
Cash in Bank Savings Portfolio	8,019,186	-	-	-	-	-	-
Cash	-	1,584	741	323	8	-	-
Receivables for contributions	2,780	3,631	320	2,533	105	32	646
Accrued investment income	16,399	18,551	12,788	-	1,839	1,433	2,373
	<u>8,038,365</u>	<u>2,960,748</u>	<u>2,886,982</u>	<u>2,798,128</u>	<u>751,662</u>	<u>427,278</u>	<u>1,384,963</u>
Total fiduciary assets							
Liabilities							
Distributions payable to shareholders	3,591	-	-	-	-	-	-
Withdrawals payable	-	-	-	-	-	-	251
Accrued expenses	1,102	439	433	417	108	60	194
	<u>4,693</u>	<u>439</u>	<u>433</u>	<u>417</u>	<u>108</u>	<u>60</u>	<u>445</u>
Total liabilities							
Fiduciary Net Position Held in Trust	<u>\$ 8,033,672</u>	<u>\$ 2,960,309</u>	<u>\$ 2,886,549</u>	<u>\$ 2,797,711</u>	<u>\$ 751,554</u>	<u>\$ 427,218</u>	<u>\$ 1,384,518</u>
Unit Information							
Units outstanding	8,030,793	185,227	185,406	282,596	67,131	48,222	118,430
Net position value per unit, ending	\$ 1.00	\$ 15.96	\$ 15.57	\$ 9.89	\$ 11.19	\$ 8.86	\$ 11.69
Net position value per unit, beginning	\$ 1.00	\$ 17.98	\$ 17.12	\$ 12.04	\$ 13.14	\$ 10.64	\$ 11.87

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio						
	T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Large-Cap Growth 529 Portfolio	Vanguard Explorer 529 Portfolio	Vanguard 500 Index 529 Portfolio	Vanguard Extended Market Index 529 Portfolio	Vanguard Growth Index 529 Portfolio	Vanguard Inflation- Protected Securities 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ 6,653,521	\$ 11,571,155	\$ 2,961,298	\$ 46,348,400	\$ 2,711,313	\$ 23,925,389	\$ 2,821,028
Cash in Bank Savings Portfolio	-	-	-	-	-	-	-
Cash	243	1,345	1,590	8,044	67	-	26
Receivables for contributions	1,300	7,507	1,684	30,634	1,037	10,546	774
Accrued investment income	-	-	-	-	-	-	51,620
Total fiduciary assets	<u>6,655,064</u>	<u>11,580,007</u>	<u>2,964,572</u>	<u>46,387,078</u>	<u>2,712,417</u>	<u>23,935,935</u>	<u>2,873,448</u>
Liabilities							
Distributions payable to shareholders	-	-	-	-	-	-	-
Withdrawals payable	-	98	8,500	98	98	9,160	-
Accrued expenses	988	1,747	444	6,995	410	9,074	435
Total liabilities	<u>988</u>	<u>1,845</u>	<u>8,944</u>	<u>7,093</u>	<u>508</u>	<u>18,234</u>	<u>435</u>
Fiduciary Net Position Held in Trust	<u>\$ 6,654,076</u>	<u>\$ 11,578,162</u>	<u>\$ 2,955,628</u>	<u>\$ 46,379,985</u>	<u>\$ 2,711,909</u>	<u>\$ 23,917,701</u>	<u>\$ 2,873,013</u>
Unit Information							
Units outstanding	295,256	478,718	153,779	1,182,729	86,714	535,566	219,952
Net position value per unit, ending	\$ 22.53	\$ 24.17	\$ 19.26	\$ 39.19	\$ 31.26	\$ 44.66	\$ 13.06
Net position value per unit, beginning	\$ 27.86	\$ 35.13	\$ 25.85	\$ 46.44	\$ 44.46	\$ 60.33	\$ 14.78

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio						
	Vanguard Mid-Cap Index 529 Portfolio	Vanguard Cash Reserves Federal Money Market 529 Portfolio	Vanguard Real Estate Index 529 Portfolio	Vanguard Small-Cap Growth Index 529 Portfolio	Vanguard Small-Cap Index 529 Portfolio	Vanguard Small-Cap Value Index 529 Portfolio	Vanguard Total Bond Market Index 529 Portfolio
Fiduciary Assets							
Investments, at fair value	\$ 11,524,182	\$ 18,539,380	\$ 5,058,517	\$ 8,251,784	\$ 5,267,229	\$ 4,220,455	\$ 11,741,576
Cash in Bank Savings Portfolio	-	-	-	-	-	-	-
Cash	559	-	151	406	623	513	-
Receivables for contributions	8,348	7,886	1,188	2,646	6,589	1,915	2,508
Accrued investment income	-	35,729	-	-	-	-	25,914
Total fiduciary assets	<u>11,533,089</u>	<u>18,582,995</u>	<u>5,059,856</u>	<u>8,254,836</u>	<u>5,274,441</u>	<u>4,222,883</u>	<u>11,769,998</u>
Liabilities							
Distributions payable to shareholders	-	9,264	-	-	-	-	-
Withdrawals payable	98	251	-	1,036	98	98	-
Accrued expenses	1,743	2,561	786	1,234	792	637	11,967
Total liabilities	<u>1,841</u>	<u>12,076</u>	<u>786</u>	<u>2,270</u>	<u>890</u>	<u>735</u>	<u>11,967</u>
Fiduciary Net Position Held in Trust	<u>\$ 11,531,248</u>	<u>\$ 18,570,919</u>	<u>\$ 5,059,070</u>	<u>\$ 8,252,566</u>	<u>\$ 5,273,551</u>	<u>\$ 4,222,148</u>	<u>\$ 11,758,031</u>
Unit Information							
Units outstanding	341,642	18,565,229	213,218	256,139	165,059	139,942	986,984
Net position value per unit, ending	\$ 33.73	\$ 1.00	\$ 23.72	\$ 32.21	\$ 31.91	\$ 30.16	\$ 11.91
Net position value per unit, beginning	\$ 41.96	\$ 1.00	\$ 29.21	\$ 46.14	\$ 40.33	\$ 34.96	\$ 13.98

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio					
	Vanguard Total International Stock Index 529 Portfolio	Vanguard Total Stock Market Index 529 Portfolio	Vanguard Value Index 529 Portfolio	Vanguard Short-Term Inflation- Protected 529 Portfolio	Vanguard Short-Term Bond Index 529 Portfolio	CollegeCounts Fixed Income Fund
Fiduciary Assets						
Investments, at fair value	\$ 10,943,927	\$ 29,894,498	\$ 7,671,091	\$ 2,781,924	\$ 2,498,825	\$ 11,347,433
Cash in Bank Savings Portfolio	-	-	-	-	-	-
Cash	1,269	-	1,129	-	12	-
Receivables for contributions	4,721	13,658	2,777	793	784	15,093
Accrued investment income	-	-	-	53,291	3,353	49,615
Total fiduciary assets	<u>10,949,917</u>	<u>29,908,156</u>	<u>7,674,997</u>	<u>2,836,008</u>	<u>2,502,974</u>	<u>11,412,141</u>
Liabilities						
Distributions payable to shareholders	-	-	-	-	-	-
Withdrawals payable	-	1,130	98	251	251	13,065
Accrued expenses	1,633	5,329	1,145	31,567	351	1,715
Total liabilities	<u>1,633</u>	<u>6,459</u>	<u>1,243</u>	<u>31,818</u>	<u>602</u>	<u>14,780</u>
Fiduciary Net Position Held in Trust	<u>\$ 10,948,284</u>	<u>\$ 29,901,697</u>	<u>\$ 7,673,754</u>	<u>\$ 2,804,190</u>	<u>\$ 2,502,372</u>	<u>\$ 11,397,361</u>
Unit Information						
Units outstanding	772,816	784,472	227,772	250,622	235,810	1,016,708
Net position value per unit, ending	\$ 14.16	\$ 38.10	\$ 33.68	\$ 11.19	\$ 10.61	\$ 11.21
Net position value per unit, beginning	\$ 18.97	\$ 46.54	\$ 36.14	\$ 11.54	\$ 11.46	\$ 11.68

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio					
	CollegeCounts Fund 10	CollegeCounts Fund 20	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50	CollegeCounts Fund 60
Fiduciary Assets						
Investments, at fair value	\$ 35,072,462	\$ 57,941,264	\$ 55,286,667	\$ 60,494,027	\$ 54,740,564	\$ 69,755,152
Cash in Bank Savings Portfolio	-	-	-	-	-	-
Cash	-	57,215	-	41,161	116,926	-
Receivables for contributions	36,112	72,003	137,073	65,917	194,779	125,203
Accrued investment income	147,721	221,940	190,498	187,038	110,689	127,128
Total fiduciary assets	<u>35,256,295</u>	<u>58,292,422</u>	<u>55,614,238</u>	<u>60,788,143</u>	<u>55,162,958</u>	<u>70,007,483</u>
Liabilities						
Distributions payable to shareholders	-	-	-	-	-	-
Withdrawals payable	11,785	74,317	40,667	121,908	50,369	166,541
Accrued expenses	7,598	8,388	54,138	8,960	8,006	124,841
Total liabilities	<u>19,383</u>	<u>82,705</u>	<u>94,805</u>	<u>130,868</u>	<u>58,375</u>	<u>291,382</u>
Fiduciary Net Position Held in Trust	<u>\$ 35,236,912</u>	<u>\$ 58,209,717</u>	<u>\$ 55,519,433</u>	<u>\$ 60,657,275</u>	<u>\$ 55,104,583</u>	<u>\$ 69,716,101</u>
Unit Information						
Units outstanding	3,268,659	4,018,012	4,775,845	3,460,374	4,401,235	3,430,925
Net position value per unit, ending	\$ 10.77	\$ 14.49	\$ 11.60	\$ 17.55	\$ 12.49	\$ 20.33
Net position value per unit, beginning	\$ 11.80	\$ 16.35	\$ 13.40	\$ 20.66	\$ 14.93	\$ 24.53

CollegeCounts 529 Fund
Schedule of Fiduciary Net Position by Portfolio
September 30, 2022

	Portfolio				
	CollegeCounts Fund 70	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100	Plan Total
Fiduciary Assets					
Investments, at fair value	\$ 55,616,932	\$ 74,507,884	\$ 30,607,046	\$ 44,036,487	\$ 775,954,264
Cash in Bank Savings Portfolio	-	-	-	-	8,019,186
Cash	5,842	-	26,692	6,335	272,804
Receivables for contributions	78,185	74,335	87,703	52,668	1,056,413
Accrued investment income	88,881	84,067	24,766	-	1,455,633
Total fiduciary assets	55,789,840	74,666,286	30,746,207	44,095,490	786,758,300
Liabilities					
Distributions payable to shareholders	-	-	-	-	12,855
Withdrawals payable	99,688	51,703	8,257	44,856	704,672
Accrued expenses	8,261	38,662	4,565	6,654	354,379
Total liabilities	107,949	90,365	12,822	51,510	1,071,906
Fiduciary Net Position Held in Trust	\$ 55,681,891	\$ 74,575,921	\$ 30,733,385	\$ 44,043,980	\$ 785,686,394
Unit Information					
Units outstanding	4,185,963	3,142,675	2,127,867	1,644,269	
Net position value per unit, ending	\$ 13.31	\$ 23.72	\$ 14.41	\$ 26.78	
Net position value per unit, beginning	\$ 16.23	\$ 29.23	\$ 17.91	\$ 33.75	

CollegeCounts 529 Fund

Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio For the Year Ended September 30, 2022

	Portfolio					
	Bank Savings 529 Portfolio	DFA U.S. Large Cap Value 529 Portfolio	DFA U.S. Small Cap Value 529 Portfolio	Dodge & Cox International Stock 529 Portfolio	Fidelity Advisor Investment Grade Bond 529 Portfolio	PGIM Total Return Bond 529 Portfolio
Additions						
Contributions	\$ 1,518,787	\$ 599,191	\$ 532,968	\$ 474,898	\$ 127,029	\$ 99,731
Exchanges in	6,327,674	468,553	537,779	214,966	79,082	87,261
Investment Income						
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	-	(515,995)	(640,195)	(682,740)	(145,556)	(99,367)
Dividends and interest	62,405	157,187	382,154	76,415	18,322	16,395
Net investment earnings (loss)	<u>62,405</u>	<u>(358,808)</u>	<u>(258,041)</u>	<u>(606,325)</u>	<u>(127,234)</u>	<u>(82,972)</u>
Total additions	<u>7,908,866</u>	<u>708,936</u>	<u>812,706</u>	<u>83,539</u>	<u>78,877</u>	<u>104,020</u>
Deductions						
Withdrawals	1,359,237	369,633	287,870	117,795	109,872	39,953
Exchanges out	1,120,163	764,514	1,144,966	165,713	50,114	73,677
Management fees	8,919	5,715	5,792	5,442	1,389	782
Other expenses	53,476	-	-	-	-	-
Total deductions	<u>2,541,795</u>	<u>1,139,862</u>	<u>1,438,628</u>	<u>288,950</u>	<u>161,375</u>	<u>114,412</u>
Net Increase (Decrease)	5,367,071	(430,926)	(625,922)	(205,411)	(82,498)	(10,392)
Fiduciary Net Position, Beginning of Year	<u>2,666,601</u>	<u>3,391,235</u>	<u>3,512,471</u>	<u>3,003,122</u>	<u>834,052</u>	<u>437,610</u>
Fiduciary Net Position, End of Year	<u>\$ 8,033,672</u>	<u>\$ 2,960,309</u>	<u>\$ 2,886,549</u>	<u>\$ 2,797,711</u>	<u>\$ 751,554</u>	<u>\$ 427,218</u>
Financial Highlights For the Year						
Ratio of net investment income to average net position*	1.19%	-10.68%	-7.58%	-18.94%	-15.58%	-18.04%
Ratio of expense to average net position **	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%
Total return ***	0.00%	-11.23%	-9.05%	-17.86%	-14.84%	-16.73%

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund

Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio

For the Year Ended September 30, 2022

	Portfolio						
	PIMCO Short-Term 529 Portfolio	T. Rowe Price Balanced 529 Portfolio	T. Rowe Price Large-Cap Growth 529 Portfolio	Vanguard Explorer 529 Portfolio	Vanguard 500 Index 529 Portfolio	Vanguard Extended Market Index 529 Portfolio	Vanguard Growth Index 529 Portfolio
Additions							
Contributions	\$ 191,888	\$ 926,298	\$ 2,250,329	\$ 560,192	\$ 7,266,285	\$ 437,716	\$ 4,085,654
Exchanges in	114,773	355,939	1,516,452	115,806	3,128,126	108,807	1,007,429
Investment Income							
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	(36,268)	(2,368,738)	(5,651,171)	(1,530,633)	(11,119,851)	(1,167,927)	(8,509,741)
Dividends and interest	16,077	772,097	417,601	539,961	2,572,210	33,729	167,585
Net investment earnings (loss)	(20,191)	(1,596,641)	(5,233,570)	(990,672)	(8,547,641)	(1,134,198)	(8,342,156)
Total additions	286,470	(314,404)	(1,466,789)	(314,674)	1,846,770	(587,675)	(3,249,073)
Deductions							
Withdrawals	223,338	492,134	864,477	207,387	2,266,084	161,253	1,859,376
Exchanges out	318,781	630,877	1,561,418	277,743	4,511,293	247,372	1,825,825
Management fees	2,489	13,528	24,368	5,985	90,811	5,708	50,615
Other expenses	-	-	-	-	-	-	-
Total deductions	544,608	1,136,539	2,450,263	491,115	6,868,188	414,333	3,735,816
Net Increase (Decrease)	(258,138)	(1,450,943)	(3,917,052)	(805,789)	(5,021,418)	(1,002,008)	(6,984,889)
Fiduciary Net Position, Beginning of Year	1,642,656	8,105,019	15,495,214	3,761,417	51,401,403	3,713,917	30,902,590
Fiduciary Net Position, End of Year	\$ 1,384,518	\$ 6,654,076	\$ 11,578,162	\$ 2,955,628	\$ 46,379,985	\$ 2,711,909	\$ 23,917,701
Financial Highlights For the Year							
Ratio of net investment income to average net position*	-1.38%	-20.07%	-36.54%	-28.16%	-16.01%	-33.81%	-28.04%
Ratio of expense to average net position **	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%
Total return ***	-1.52%	-19.13%	-31.20%	-25.49%	-15.61%	-29.69%	-25.97%

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund
Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio
For the Year Ended September 30, 2022

	Portfolio						
	Vanguard Inflation- Protected Securities 529 Portfolio	Vanguard Mid- Cap Index 529 Portfolio	Vanguard Cash Reserves Federal Money Market 529 Portfolio	Vanguard Real Estate Index 529 Portfolio	Vanguard Small-Cap Growth Index 529 Portfolio	Vanguard Small-Cap Index 529 Portfolio	Vanguard Small-Cap Value Index 529 Portfolio
Additions							
Contributions	\$ 289,421	\$ 1,668,820	\$ 4,765,435	\$ 765,775	\$ 1,022,999	\$ 965,740	\$ 574,942
Exchanges in	969,580	455,576	6,227,101	515,170	264,333	178,303	313,263
Investment Income							
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	(646,866)	(2,979,609)	-	(1,409,989)	(3,699,983)	(1,448,516)	(766,694)
Dividends and interest	244,489	185,261	122,336	193,250	44,090	87,389	96,827
Net investment earnings (loss)	(402,377)	(2,794,348)	122,336	(1,216,739)	(3,655,893)	(1,361,127)	(669,867)
Total additions	856,624	(669,952)	11,114,872	64,206	(2,368,561)	(217,084)	218,338
Deductions							
Withdrawals	490,105	1,012,789	6,452,555	371,935	708,122	472,337	265,360
Exchanges out	863,343	682,749	2,054,163	549,120	919,652	294,787	574,586
Management fees	5,942	23,379	12,867	10,720	17,755	10,388	8,373
Other expenses	-	-	109,624	-	-	-	-
Total deductions	1,359,390	1,718,917	8,629,209	931,775	1,645,529	777,512	848,319
Net Increase (Decrease)	(502,766)	(2,388,869)	2,485,663	(867,569)	(4,014,090)	(994,596)	(629,981)
Fiduciary Net Position, Beginning of Year	3,375,779	13,920,117	16,085,256	5,926,639	12,266,656	6,268,147	4,852,129
Fiduciary Net Position, End of Year	\$ 2,873,013	\$ 11,531,248	\$ 18,570,919	\$ 5,059,070	\$ 8,252,566	\$ 5,273,551	\$ 4,222,148
Financial Highlights For the Year							
Ratio of net investment income to average net position*	-11.52%	-20.33%	0.72%	-19.30%	-35.04%	-22.28%	-13.61%
Ratio of expense to average net position **	0.17%	0.17%	0.08%	0.17%	0.17%	0.17%	0.17%
Total return ***	-11.64%	-19.61%	0.00%	-18.79%	-30.19%	-20.88%	-13.73%

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund
Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio
For the Year Ended September 30, 2022

	Portfolio						
	Vanguard Total Bond Market Index 529 Portfolio	Vanguard Total International Stock Index 529 Portfolio	Vanguard Total Stock Market Index 529 Portfolio	Vanguard Value Index 529 Portfolio	Vanguard Short-Term Inflation- Protected 529 Portfolio	Vanguard Short-Term Bond Index 529 Portfolio	CollegeCounts Fixed Income Fund
Additions							
Contributions	\$ 1,127,145	\$ 1,833,015	\$ 5,571,222	\$ 992,108	\$ 352,798	\$ 247,146	\$ 2,689,614
Exchanges in	636,239	664,390	2,153,335	926,576	1,758,928	308,102	4,881,209
Investment Income							
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	(2,369,974)	(4,083,358)	(6,928,401)	(814,232)	(229,437)	(250,845)	(686,031)
Dividends and interest	316,768	433,486	491,925	202,829	140,566	43,409	225,615
Net investment earnings (loss)	<u>(2,053,206)</u>	<u>(3,649,872)</u>	<u>(6,436,476)</u>	<u>(611,403)</u>	<u>(88,871)</u>	<u>(207,436)</u>	<u>(460,416)</u>
Total additions	<u>(289,822)</u>	<u>(1,152,467)</u>	<u>1,288,081</u>	<u>1,307,281</u>	<u>2,022,855</u>	<u>347,812</u>	<u>7,110,407</u>
Deductions							
Withdrawals	1,005,712	522,273	1,733,613	462,355	385,767	616,134	5,046,209
Exchanges out	944,768	795,645	2,144,256	701,767	359,993	315,104	1,699,147
Management fees	22,394	22,472	57,199	14,276	3,719	4,786	20,041
Other expenses	-	-	-	-	-	-	-
Total deductions	<u>1,972,874</u>	<u>1,340,390</u>	<u>3,935,068</u>	<u>1,178,398</u>	<u>749,479</u>	<u>936,024</u>	<u>6,765,397</u>
Net Increase (Decrease)	<u>(2,262,696)</u>	<u>(2,492,857)</u>	<u>(2,646,987)</u>	<u>128,883</u>	<u>1,273,376</u>	<u>(588,212)</u>	<u>345,010</u>
Fiduciary Net Position, Beginning of Year	<u>14,020,727</u>	<u>13,441,141</u>	<u>32,548,684</u>	<u>7,544,871</u>	<u>1,530,814</u>	<u>3,090,584</u>	<u>11,052,351</u>
Fiduciary Net Position, End of Year	<u>\$ 11,758,031</u>	<u>\$ 10,948,284</u>	<u>\$ 29,901,697</u>	<u>\$ 7,673,754</u>	<u>\$ 2,804,190</u>	<u>\$ 2,502,372</u>	<u>\$ 11,397,361</u>
Financial Highlights For the Year							
Ratio of net investment income to average net position*	-15.59%	-27.63%	-19.13%	-7.28%	-4.06%	-7.37%	-3.91%
Ratio of expense to average net position **	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%
Total return ***	-14.77%	-25.35%	-18.13%	-6.81%	-3.06%	-7.42%	-4.04%

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund
Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio
For the Year Ended September 30, 2022

	Portfolio						
	CollegeCounts Fund 10	CollegeCounts Fund 20	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50	CollegeCounts Fund 60	CollegeCounts Fund 70
Additions							
Contributions	\$ 5,059,044	\$ 8,379,773	\$ 7,070,412	\$ 8,823,915	\$ 7,365,432	\$ 9,820,416	\$ 9,526,708
Exchanges in	15,463,958	30,709,708	32,120,593	31,449,761	31,879,764	31,368,674	25,126,963
Investment Income							
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	(3,998,393)	(8,697,316)	(9,821,209)	(12,342,052)	(11,756,428)	(16,128,599)	(13,600,342)
Dividends and interest	832,927	1,472,640	1,546,751	1,727,698	1,406,224	1,886,920	1,526,443
Net investment earnings (loss)	(3,165,466)	(7,224,676)	(8,274,458)	(10,614,354)	(10,350,204)	(14,241,679)	(12,073,899)
Total additions	17,357,536	31,864,805	30,916,547	29,659,322	28,894,992	26,947,411	22,579,772
Deductions							
Withdrawals	10,405,884	13,958,201	4,334,947	2,369,986	1,002,907	2,921,787	1,075,516
Exchanges out	6,242,436	17,465,938	30,371,461	32,912,939	31,117,708	33,807,663	29,687,828
Management fees	61,256	103,162	101,553	114,700	100,867	135,363	108,054
Other expenses	8,715	23,634	23,596	30,744	23,053	23,806	14,360
Total deductions	16,718,291	31,550,935	34,831,557	35,428,369	32,244,535	36,888,619	30,885,758
Net Increase (Decrease)	639,245	313,870	(3,915,010)	(5,769,047)	(3,349,543)	(9,941,208)	(8,305,986)
Fiduciary Net Position, Beginning of Year	34,597,667	57,895,847	59,434,443	66,426,322	58,454,126	79,657,309	63,987,877
Fiduciary Net Position, End of Year	\$ 35,236,912	\$ 58,209,717	\$ 55,519,433	\$ 60,657,275	\$ 55,104,583	\$ 69,716,101	\$ 55,681,891
Financial Highlights For the Year							
Ratio of net investment income to average net position*	-8.78%	-11.91%	-13.85%	-15.74%	-17.45%	-17.89%	-19.00%
Ratio of expense to average net position **	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%
Total return ***	-8.71%	-11.39%	-13.40%	-15.08%	-16.36%	-17.11%	-18.01%

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund
Schedule of Changes in Fiduciary Net Position and Financial Highlights by Portfolio
For the Year Ended September 30, 2022

	Portfolio				
	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100	Eliminations	Plan Total
Additions					
Contributions	\$ 14,763,285	\$ 11,313,978	\$ 13,187,199	\$ -	\$ 137,247,308
Exchanges in	20,497,287	8,198,865	1,160,957	(262,291,282)	-
Investment Income					
Net realized gain (loss) and net appreciation (depreciation) in fair value of investments	(19,308,475)	(8,420,650)	(12,792,344)	-	(175,647,925)
Dividends and interest	2,010,202	848,693	1,180,385	-	22,499,261
Net investment earnings (loss)	(17,298,273)	(7,571,957)	(11,611,959)	-	(153,148,664)
Total additions	<u>17,962,299</u>	<u>11,940,886</u>	<u>2,736,197</u>	<u>(262,291,282)</u>	<u>(15,901,356)</u>
Deductions					
Withdrawals	2,991,869	732,020	1,611,341	-	69,308,133
Exchanges out	27,577,820	18,770,546	8,745,407	(262,291,282)	-
Management fees	148,776	63,625	89,742	-	1,482,952
Other expenses	12,854	2,672	-	-	326,534
Total deductions	<u>30,731,319</u>	<u>19,568,863</u>	<u>10,446,490</u>	<u>(262,291,282)</u>	<u>71,117,619</u>
Net Increase (Decrease)	(12,769,020)	(7,627,977)	(7,710,293)	-	(87,018,975)
Fiduciary Net Position, Beginning of Year	<u>87,344,941</u>	<u>38,361,362</u>	<u>51,754,273</u>	-	<u>872,705,369</u>
Fiduciary Net Position, End of Year	<u>\$ 74,575,921</u>	<u>\$ 30,733,385</u>	<u>\$ 44,043,980</u>	<u>\$ -</u>	<u>\$ 785,686,394</u>
Financial Highlights For the Year					
Ratio of net investment income to average net position*	-19.77%	-20.24%	-22.01%		
Ratio of expense to average net position **	0.17%	0.17%	0.17%		
Total return ***	-18.84%	-19.56%	-20.65%		

* This ratio represents net investment earnings recognized by the Plan, divided by the average net position.

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

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

CollegeCounts 529 Fund
Schedule of Investments (Age-Based and Target Portfolios)
September 30, 2022

		Portfolios					
Target Portfolios		CollegeCounts Fixed Income Fund	CollegeCounts Fund 10	CollegeCounts Fund 20	CollegeCounts Fund 30	CollegeCounts Fund 40	CollegeCounts Fund 50
Age-Based Aggressive Portfolios	Age of Beneficiary			<i>19 and over</i>	<i>17 - 18</i>	<i>15 - 16</i>	<i>13 - 14</i>
Age-Based Moderate Portfolios			<i>19 and over</i>	<i>17 - 18</i>	<i>15 - 16</i>	<i>13 - 14</i>	<i>11 - 12</i>
Age-Based Conservative Portfolios		<i>19 and over</i>	<i>17 - 18</i>	<i>15 - 16</i>	<i>13 - 14</i>	<i>11 - 12</i>	<i>9 - 10</i>
Vanguard Cash Reserves Federal Money Market Fund		\$ 5,680,219	\$ 8,139,878	\$ 4,775,287	\$ -	\$ -	\$ -
Money Market Total		<u>5,680,219</u>	<u>8,139,878</u>	<u>4,775,287</u>	<u>-</u>	<u>-</u>	<u>-</u>
Vanguard Emerging Markets Government Bond Index Fund		-	1,039,762	2,841,476	2,777,630	3,650,320	2,735,250
Vanguard High-Yield Corporate Fund		-	1,047,768	2,901,974	2,799,393	4,339,516	3,899,123
Vanguard Short-Term Bond Index		2,281,311	7,793,045	14,693,277	12,318,724	8,648,895	6,261,603
Vanguard Short-Term Inflation-Protected Securities Fund		1,670,130	4,825,560	6,953,904	5,999,376	5,434,563	2,226,426
Vanguard Total Bond Market Index Fund		1,715,773	8,796,847	14,644,927	15,037,708	14,707,058	12,886,416
Fixed Income Total		<u>5,667,214</u>	<u>23,502,982</u>	<u>42,035,558</u>	<u>38,932,831</u>	<u>36,780,352</u>	<u>28,008,818</u>
Vanguard Real Estate Index Fund		-	335,264	1,078,916	1,101,005	1,736,586	2,069,228
Real Estate Total		<u>-</u>	<u>335,264</u>	<u>1,078,916</u>	<u>1,101,005</u>	<u>1,736,586</u>	<u>2,069,228</u>
Vanguard Total Stock Market Index Fund		-	2,409,311	7,264,956	10,839,106	14,843,739	16,049,203
Domestic Equity Total		<u>-</u>	<u>2,409,311</u>	<u>7,264,956</u>	<u>10,839,106</u>	<u>14,843,739</u>	<u>16,049,203</u>
Vanguard Total International Stock Index Fund		-	685,027	2,786,547	4,413,725	7,133,350	8,613,315
International Equity Total		<u>-</u>	<u>685,027</u>	<u>2,786,547</u>	<u>4,413,725</u>	<u>7,133,350</u>	<u>8,613,315</u>
Fair Value of Investments, End of Year		<u>\$ 11,347,433</u>	<u>\$ 35,072,462</u>	<u>\$ 57,941,264</u>	<u>\$ 55,286,667</u>	<u>\$ 60,494,027</u>	<u>\$ 54,740,564</u>
Fair Value of Investments, End of Year		\$ 11,347,433	\$ 35,072,462	\$ 57,941,264	\$ 55,286,667	\$ 60,494,027	\$ 54,740,564
Plus Cash and Accrued Investment Income		64,708	183,833	351,158	327,571	294,116	422,394
Less Payables and Accrued Expenses		(14,780)	(19,383)	(82,705)	(94,805)	(130,868)	(58,375)
Fiduciary Net Position Held in Trust, End of Year		<u>\$ 11,397,361</u>	<u>\$ 35,236,912</u>	<u>\$ 58,209,717</u>	<u>\$ 55,519,433</u>	<u>\$ 60,657,275</u>	<u>\$ 55,104,583</u>

CollegeCounts 529 Fund
Schedule of Investments (Age-Based and Target Portfolios)
September 30, 2022

		Portfolios				
Target Portfolios		CollegeCounts Fund 60	CollegeCounts Fund 70	CollegeCounts Fund 80	CollegeCounts Fund 90	CollegeCounts Fund 100
Age-Based Aggressive Portfolios	Age of Beneficiary	11 - 12	9 - 10	6 - 8	3 - 5	newborn to 2
Age-Based Moderate Portfolios		9 - 10	6 - 8	3 - 5	newborn to 2	
Age-Based Conservative Portfolios		6 - 8	3 - 5	newborn to 2		
Vanguard Cash Reserves Federal Money Market Fund		\$ -	\$ -	\$ -	\$ -	\$ -
Money Market Total		-	-	-	-	-
Vanguard Emerging Markets Government Bond Index Fund		2,823,795	1,699,772	1,524,355	316,826	-
Vanguard High-Yield Corporate Fund		4,329,804	2,882,366	2,355,523	325,039	-
Vanguard Short-Term Bond Index		4,436,888	1,457	1,344	277	-
Vanguard Short-Term Inflation-Protected Securities Fund		2,890,791	2,315,112	2,354,360	948,876	-
Vanguard Total Bond Market Index Fund		14,384,017	10,271,521	9,281,316	1,585,598	-
Fixed Income Total		28,865,295	17,170,228	15,516,898	3,176,616	-
Vanguard Real Estate Index Fund		2,563,281	2,685,101	3,582,271	1,791,338	3,020,917
Real Estate Total		2,563,281	2,685,101	3,582,271	1,791,338	3,020,917
Vanguard Total Stock Market Index Fund		24,611,899	23,047,307	35,434,589	15,834,059	25,100,716
Domestic Equity Total		24,611,899	23,047,307	35,434,589	15,834,059	25,100,716
Vanguard Total International Stock Index Fund		13,714,677	12,714,296	19,974,126	9,805,033	15,914,854
International Equity Total		13,714,677	12,714,296	19,974,126	9,805,033	15,914,854
Fair Value of Investments, End of Year		\$ 69,755,152	\$ 55,616,932	\$ 74,507,884	\$ 30,607,046	\$ 44,036,487
Fair Value of Investments, End of Year		\$ 69,755,152	\$ 55,616,932	\$ 74,507,884	\$ 30,607,046	\$ 44,036,487
Plus Cash and Accrued Investment Income		252,331	172,908	158,402	139,161	59,003
Less Payables and Accrued Expenses		(291,382)	(107,949)	(90,365)	(12,822)	(51,510)
Fiduciary Net Position Held in Trust, End of Year		\$ 69,716,101	\$ 55,681,891	\$ 74,575,921	\$ 30,733,385	\$ 44,043,980

CollegeCounts 529 Fund
Combining Schedule of Fiduciary Net Position
September 30, 2022

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Fiduciary Assets				
Investments, at fair value	\$ 775,954,264	\$ 1,245,421,129	\$ -	\$ 2,021,375,393
Cash in Bank Savings Portfolio	8,019,186	5,620,936	-	13,640,122
Cash	272,804	299,964	-	572,768
Receivables for contributions	1,056,413	1,920,800	-	2,977,213
Accrued investment income	1,455,633	2,054,686	-	3,510,319
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Total fiduciary assets	786,758,300	1,255,317,515	-	2,042,075,815
Liabilities				
Distributions payable to shareholders	12,855	15,925	-	28,780
Withdrawals payable	704,672	1,882,292	-	2,586,964
Accrued expenses	354,379	1,720,246	-	2,074,625
	<hr/>	<hr/>	<hr/>	<hr/>
Total liabilities	1,071,906	3,618,463	-	4,690,369
	<hr/>	<hr/>	<hr/>	<hr/>
Fiduciary Net Position Held in Trust	\$ 785,686,394	\$ 1,251,699,052	\$ -	\$ 2,037,385,446

The combining schedule above does not purport to and does not represent the complete net position of the ACES Trust Fund, of which the plans are a part.

CollegeCounts 529 Fund
Combining Schedule of Changes in Fiduciary Net Position
For the Year Ended September 30, 2022

	CollegeCounts 529 Fund	CollegeCounts 529 Fund Advisor Plan	Eliminations	Combined Totals
Additions				
Contributions	\$ 137,247,308	\$ 153,281,696	\$ (54,719,374)	\$ 235,809,630
Investment income				
Net realized loss and net depreciation in fair value of investments	(175,647,925)	(298,486,423)	-	(474,134,348)
Dividends and interest	22,499,261	73,875,074	-	96,374,335
Total investment earnings (loss)	<u>(153,148,664)</u>	<u>(224,611,349)</u>	<u>-</u>	<u>(377,760,013)</u>
Total additions	<u>(15,901,356)</u>	<u>(71,329,653)</u>	<u>(54,719,374)</u>	<u>(141,950,383)</u>
Deductions				
Withdrawals	69,308,133	188,302,417	(54,719,374)	202,891,176
Management fees	1,482,952	8,353,945	-	9,836,897
Other expenses	326,534	-	-	326,534
Total deductions	<u>71,117,619</u>	<u>196,656,362</u>	<u>(54,719,374)</u>	<u>213,054,607</u>
Net Decrease	(87,018,975)	(267,986,015)	-	(355,004,990)
Fiduciary Net Position Held in Trust, Beginning of Year	<u>872,705,369</u>	<u>1,519,685,067</u>	<u>-</u>	<u>2,392,390,436</u>
Fiduciary Net Position Held in Trust, End of Year	<u>\$ 785,686,394</u>	<u>\$ 1,251,699,052</u>	<u>\$ -</u>	<u>\$ 2,037,385,446</u>

The combining schedule above does not purport to and does not represent the complete changes in net position of the ACES Trust Fund, of which the plans are a part.



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Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Independent Auditor's Report

Members of the Board of Trustees of CollegeCounts 529 Fund
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 (the "Plan"), which comprise the Plan's statement of fiduciary net position as of September 30, 2022, and the related statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 9, 2022.

Report on Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Plan's internal control over financial reporting (internal control) as a basis for designing 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 entity'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 or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free from 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 financial statements. 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 report 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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

FORVIS, LLP

Lincoln, Nebraska
December 9, 2022



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Independent Accountant's Report

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

We have examined CollegeCounts 529 Fund's (the "Plan") compliance with the Program Management Fee during the year ended September 30, 2022, to determine whether it has been calculated in accordance with section 8(a) of the Program Management Agreement dated July 1, 2020, between Alabama College Education Savings Trust Fund and the Program Manager. Management is responsible for calculating the Program Management Fee in accordance with the provisions of the agreement. Our responsibility is to express an opinion on the Plan's compliance with the Program Management Fee during the year ended September 30, 2022, based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the examination to obtain reasonable assurance about whether the Plan's compliance with the Program Management Fee is in accordance with the criteria, in all material respects. An examination involves performing procedures to obtain evidence about the Plan's compliance. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material misstatement of the Plan's compliance, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.

In our opinion, the Plan's Program Management Fee during the year ended September 30, 2022, has been calculated in accordance with section 8(a) of the Program Management Agreement dated July 1, 2020, between Alabama College Education Savings Trust Fund and the Program Manager, in all material respects.

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 the specified parties.

FORVIS, LLP

Lincoln, Nebraska
December 9, 2022