

CollegeInvest College Savings Program Funds
Financial Statements and Independent Auditor's Reports
Financial Audit
Years Ended June 30, 2017 and 2016
Compliance Audit
Year Ended June 30, 2017

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Members of the Legislative Audit Committee:

We have completed the financial statement audits of CollegeInvest College Savings Program Funds as of and for the years ended June 30, 2017 and 2016. Our audits were conducted 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.

We were engaged to conduct our audits pursuant to Section 2-3-103, C.R.S., which authorizes the State Auditor to conduct or cause to be conducted audits of all departments, institutions and agencies of state government. The reports which we have issued as a result of this engagement are set forth in the table of contents which follows.

BKD, LLP

November 20, 2017

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CollegInvest
College Savings Program Funds
June 30, 2017 and 2016

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CollegInvest
College Savings Program Funds
Years Ended June 30, 2017 and 2016

REPORT SUMMARY

Purposes and Scope

The Office of the State Auditor, State of Colorado, engaged BKD, LLP to conduct the financial and compliance audit of CollegInvest (a division of the Department of Higher Education, State of Colorado) College Savings Program Funds as of and for the year ended June 30, 2017. BKD, LLP performed the 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.

The purposes and scope of our audits were to (i) express opinions on each fiduciary fund of CollegInvest College Savings Program Funds as of and for the fiscal years ended June 30, 2017 and 2016 and (ii) issue a report on CollegInvest College Savings Program Funds' internal control over financial reporting and on compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters based on our audits of the financial statements performed in accordance with *Government Auditing Standards* for the year ended June 30, 2017.

Audit Opinions and Reports

We expressed unmodified opinions on each fiduciary fund of CollegInvest College Savings Program Funds as of and for the years ended June 30, 2017 and 2016.

Summary of Key Findings and Recommendations

There were no findings for the year ended June 30, 2017.

**Summary of Progress in Implementing
Prior Year Audit Recommendations**

There were no findings for the year ended June 30, 2016.

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CollegInvest
College Savings Program Funds
Years Ended June 30, 2017 and 2016

**DESCRIPTION OF
COLLEGEINVEST
COLLEGE SAVINGS PROGRAM FUNDS**

Organization

The Colorado General Assembly pursuant to Colorado Revised Statutes 23-3.1-201, et seq. and 23-3.1-301, et seq. established a student obligation bond program (Student Loan Program Funds, which consist of the Borrower Benefit Fund and Bond Funds), an Internal Revenue Code Section 529 college savings program (Scholars Choice Fund, Direct Portfolio Fund, Smart Choice College Savings Funds, and Stable Value Plus Fund, collectively referred to as the College Savings Program Funds), an Internal Revenue Code Section 529A Achieving a Better Life Experience (ABLE) savings program, a scholarship trust program (CollegInvest Early Achievers Scholarship Fund), and a nursing teacher loan forgiveness program (Nursing Teacher Loan Forgiveness Fund) (Closed 2016), which are administered by CollegInvest. The programs assist students in meeting the expenses incurred in availing themselves of higher education opportunities. The Executive Director of the Colorado Department of Higher Education has responsibility for oversight and management of CollegInvest and appoints the Director of CollegInvest. In addition, CollegInvest has a nine person Advisory Board of Directors (Board) designated by the Governor with the consent of the State Senate to serve four year terms.

The College Savings Program Funds were established to provide families with an opportunity to save for future college education expenses. The Funds provide an opportunity to invest on a tax-favored basis toward the “qualified higher education expenses” of a designated beneficiary (the Student) associated with attending an institution of higher education. These institutions include most community colleges, public and private four-year colleges, universities, graduate and post-graduate programs, and certain proprietary and vocational schools throughout the United States. “Qualified higher education expenses” include tuition, fees, books, supplies, and equipment required for the enrollment or attendance of a student at an eligible institution of higher education plus, subject to certain limitations, room and board expenses for a student attending such an institution on at least a half-time basis.

The College Savings Program Funds consist of four funds with various options to meet the savings needs of participants. The individual funds and available options are described throughout these financial statements and in greater detail in the notes to the financial statements.

CollegInvest
College Savings Program Funds
Years Ended June 30, 2017 and 2016

**DESCRIPTION OF
COLLEGEINVEST
COLLEGE SAVINGS PROGRAM FUNDS (continued)**

The Colorado Constitution and other State laws prohibit the State from providing its full faith and credit to obligations of other entities, such as the College Savings Program Funds. As a result, payments from the College Savings Program Funds are not guaranteed in any way by the State, and are not considered to have created a debt or obligation of the State. Such payments are limited obligations, payable from each College Savings Program Fund, but not from the other assets of CollegInvest.

Independent Auditor's Report

Members of the Legislative Audit Committee:

Report on the Financial Statements

We have audited the accompanying financial statements of each fiduciary fund of CollegeInvest (a division of the Department of Higher Education, State of Colorado) College Savings Program Funds (the Funds) as of and for the years ended June 30, 2017, and 2016, and the related notes to the financial statements, which collectively comprise CollegeInvest College Savings Program Funds' basic financial statements listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audits. We conducted our audits 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 opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of each fiduciary fund of CollegeInvest College Savings Program Funds as of June 30, 2017 and 2016, and the changes in net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1 – Organization and Summary of Significant Accounting Policies, the financial statements of the CollegeInvest College Savings Program Funds are intended to present the net position, and the changes in net position for only that portion of the financial reporting entity, State of Colorado, that is attributable to the transactions of the CollegeInvest College Savings Program Funds. They do not purport to, and do not, present fairly the financial position of the State of Colorado as of June 30, 2017 and 2016, and the changes in its financial position, or where applicable, its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Our opinions are not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis as listed in the table of contents be presented to supplement the basic financial statements. Such information, 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 audits 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 opinions on the financial statements that collectively comprise the CollegeInvest College Savings Program Funds' basic financial statements. The combining schedules for the Scholars Choice Fund, Direct Portfolio Fund and Smart Choice Fund supplementary information 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 supplementary 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 November 20, 2017 on our consideration of CollegeInvest College Savings Program Funds' 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 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 CollegeInvest College Savings Program Funds' internal control over financial reporting and compliance.

BKD, LLP

Denver, Colorado
November 20, 2017

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CollegeInvest
College Savings Program Funds
Management’s Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

This section of the College Savings Program Funds’ (Funds) financial statements is a discussion and analysis of the financial performance of the Funds for the years ended June 30, 2017 and 2016, prepared by management. The Funds are Internal Revenue Code (IRC) Section 529 college savings plans administered by CollegeInvest. CollegeInvest, a division of the Department of Higher Education of the State of Colorado, administers the Funds. The Scholars Choice, Direct Portfolio, Stable Value Plus, and Smart Choice Funds are plans within the Section 529 college savings program of CollegeInvest (Program). The Funds are presented as fiduciary funds (specifically, private-purpose trust funds) in the State of Colorado’s Comprehensive Annual Financial Report. Management is responsible for the financial statements, footnotes, and this discussion. The management’s discussion and analysis should be read in conjunction with the Funds’ financial statements.

Overview of the Financial Statements:

This annual report contains two sections – management’s discussion and analysis (this section) and the basic financial statements. The basic financial statements include the Statements of Fiduciary Net Position, the Statements of Changes in Fiduciary Net Position, and the Notes to Financial Statements. The Notes to Financial Statements present additional information to support the financial statements and are commonly referred to as “Notes.” Their purpose is to clarify and expand on the information in the financial statements.

The Statements of Fiduciary Net Position presents information on all of the Funds’ assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in the net position may serve as a useful indicator of whether the financial results of the Funds are improving or deteriorating.

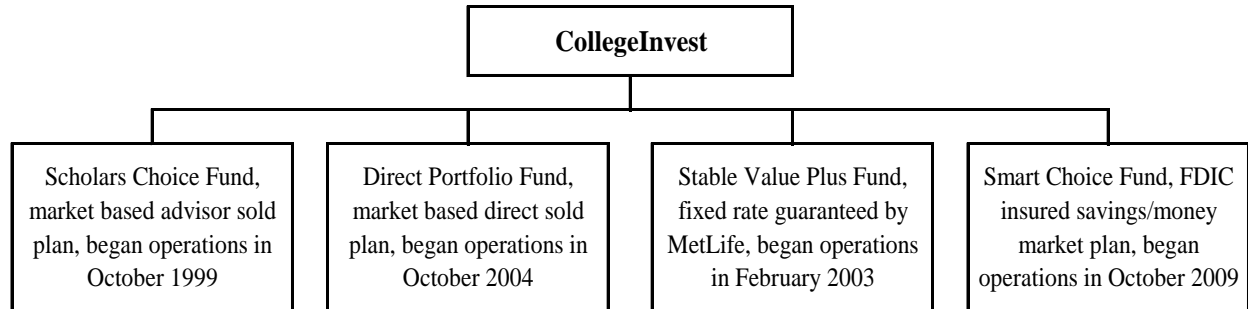
The Statements of Changes in Fiduciary Net Position presents information that reflects how the Funds’ net position changed during the past year. All changes in the net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, additions to and deductions from net position are reported in the statements for some items that will only result in cash flows in future fiscal periods.

Analysis of Financial Activities:

The Executive Director of the Department of Higher Education of the State of Colorado (Executive Director) and CollegeInvest’s Board of Directors (BOD) approve the annual budget. The BOD approves the investment policies of the Funds. Inception of the Funds is as follows:

CollegeInvest
College Savings Program Funds
Management’s Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Analysis of Financial Activities (continued):



Scholars Choice Fund:

CollegeInvest has an agreement with QS Legg Mason Global Asset Allocation, LLC (QSLMGAA) and Legg Mason Investor Services, LLC (LMIS) to manage the advisor sold accounts of the Scholars Choice Fund (SCF). Effective April 1, 2016, QSLMGAA merged into QS Investors, LLC (QS). Both QS and LMIS are wholly owned subsidiaries of Legg Mason, Inc. LMIS is responsible for performing or arranging for the performance of administrative duties and record-keeping functions, and QS performs investment advisory functions for the SCF. The agreement with QS is for management of the advisor sold accounts only and expires on December 31, 2022, subject to possible extension.

CollegeInvest acts as trustee to the SCF, and QS holds the assets of the SCF in a segregated custody account. Assets of the SCF are held “in trust” for the exclusive benefit of account owners and beneficiaries. The SCF offers 13 investment options in which participants may invest. Each investment option is comprised of one or more of the 15 portfolios within the SCF. The investment return for the SCF is based on the market performance of underlying investments. These investment options are designed to help meet diverse investment goals of investors.

CollegInvest
College Savings Program Funds
Management’s Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Analysis of Financial Activities (continued):

Direct Portfolio Fund:

In 2004, CollegInvest entered into an agreement with Ascensus College Savings Recordkeeping Services, LLC (Ascensus) and The Vanguard Group, Inc. (Managers) to provide administrative and record-keeping duties to the Direct Portfolio Fund (DPF). The contract expires on December 31, 2024, subject to possible extension.

CollegInvest acts as trustee to the DPF, and the Managers hold the assets of the DPF in a segregated custody account. Assets of the DPF are held “in trust” for the exclusive benefit of account owners and beneficiaries. The investment return for DPF is based on the market performance of investments. DPF offers 11 investment options, including three age-based options and eight blended and individual portfolios, in which participants may invest. Each investment option is comprised of one or more of the eight portfolios within DPF. These investment options are designed to help meet diverse investment goals of investors.

Stable Value Plus Fund:

CollegInvest administers the Stable Value Plus Fund. CollegInvest entered into a funding agreement in January 2003 (MetLife Agreement) with MetLife Insurance Company of Connecticut (MetLife), a wholly owned subsidiary of MetLife, Inc., to provide a guarantee on the principal and earnings of the Stable Value Plus Fund (SVP). The SVP offers an investment return based on an interest rate that is reset annually by MetLife each January 1. The agreement expires on December 31, 2017, with the option to extend two additional one-year periods.

Under the MetLife Agreement, MetLife has agreed that the annual interest rate calculated each year will not be less than the greater of (i) the Colorado minimum nonforfeiture interest rate for annuity contracts (currently 3.00%), or (ii) 2.00%. The current minimum investment return on accounts in the SVP could be as low as 2.01%, which is the current minimum annual rate of 3.00% less the maximum CollegInvest administrative fee of 0.99%. The rate, net of CollegInvest’s administrative fee, has been as follows:

| Date | Rate |
|-------------------------------------|-------------|
| July 1, 2014 – December 31, 2014 | 2.64% |
| January 1, 2015 – December 31, 2015 | 3.09% |
| January 1, 2016 – December 31, 2016 | 2.54% |
| January 1, 2017 – June 30, 2017 | 2.59% |

CollegelInvest
College Savings Program Funds
Management's Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Analysis of Financial Activities (continued):

Smart Choice Fund:

In October 2009, CollegelInvest entered into an agreement with FirstBank Holding Company (FirstBank), a Colorado banking company, to begin offering a college savings option called the Smart Choice College Savings Plan (SCCS). CollegelInvest acts as trustee for the Plan and FirstBank provides administrative and record-keeping duties. The Plan is being offered to provide an additional tax-advantaged savings vehicle for participants to utilize in saving for post-secondary education by providing the benefits of a 529 plan along with the stability and security of an FDIC insured bank. The product offerings through the SCCS are a One-Year Time Savings Account and a Money Market Savings Account. The agreement expires September 30, 2019, with an option to extend for up to two additional two-year periods.

The interest rate paid on amounts deposited into the money market savings account and the one-year time savings account will be established by FirstBank. However, the rates for each type of account must not be less than 0.10% of the interest rate publicly offered directly by FirstBank on similar money market and savings accounts. The rates are variable and are published daily by FirstBank on their website. The interest rate will be calculated, and may be adjusted if needed, every Wednesday and on the first day of each month, and is net of all administrative and other charges of FirstBank. The average interest rate paid during fiscal years 2017 and 2016 was 0.08% and 0.13%, respectively.

Comparison of Current Year Results to Prior Year:

Condensed Statements of Fiduciary Net Position as of June 30:

| | <u>2017</u> | <u>2016</u> | <u>2015</u> |
|---|---|---------------------|---------------------|
| | (dollar amounts expressed in thousands) | | |
| Cash and investments | \$ 7,450,586 | \$ 6,561,253 | \$ 6,319,019 |
| Receivables and other | <u>17,450</u> | <u>17,496</u> | <u>15,886</u> |
| Total fiduciary assets | <u>7,468,036</u> | <u>6,578,749</u> | <u>6,334,905</u> |
| Total liabilities | <u>16,581</u> | <u>17,741</u> | <u>16,670</u> |
| Total fiduciary net position, held in trust | <u>\$ 7,451,455</u> | <u>\$ 6,561,008</u> | <u>\$ 6,318,235</u> |

CollegInvest
College Savings Program Funds
Management's Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Comparison of Current Year Results to Prior Year (continued):

Combined cash and investments of the Program increased by \$889.3 million, or 13.6%, from June 30, 2016 to June 30, 2017, due primarily to net contributions (participant contributions less benefits paid to participants and withdrawals) of \$244.4 million and investment earnings and fees of \$676.4 million, which were offset by administrative expenses of \$30.9 million.

Combined cash and investments of the Program increased by \$242.2 million, or 3.8%, from June 30, 2015 to June 30, 2016, due primarily to net contributions (participant contributions less benefits paid to participants and withdrawals) of \$242.5 million and investment earnings and fees of \$28.8 million, which were offset by administrative expenses of \$29.1 million.

Receivables consist primarily of receivables for fund shares sold, receivables for investments sold, dividends and interest receivable, and due from Student Loan Program Funds. Receivables decreased by \$46 thousand in 2017 and increased by \$1.6 million in 2016. The fluctuation in both years is primarily due to the timing and amount of fund shares sold, receivables for investments sold, and dividends and interest receivable. The year-to-year changes are a reflection of investment decisions made by the participants and the corresponding action taken by the plan manager to process the required transactions.

Liabilities consist of amounts payable for investments purchased, amounts payable for fund shares repurchased, service and investment fees payable, unearned revenue, and due to participants. Total liabilities decreased by \$1.2 million in fiscal year 2017 and increased by \$1.1 million in fiscal year 2016. The fluctuation in both years is primarily due to the timing and amount of the payables for investments purchased and the amounts payable for fund shares repurchased in the SCF. The year-to-year changes are a reflection of investment decisions made by the participants and the corresponding action taken by the plan manager to process the required transactions.

Collegelvest
College Savings Program Funds
Management's Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Comparison of Current Year Results to Prior Year (continued):

Condensed Statements of Changes in Fiduciary Net Position for the Years Ended June 30:

| | <u>2017</u> | <u>2016</u> | <u>2015</u> |
|---|---|---------------------|---------------------|
| | (dollar amounts expressed in thousands) | | |
| Net investment earnings | \$ 676,378 | \$ 28,762 | \$ 201,203 |
| Participant contributions | 913,760 | 834,145 | 791,119 |
| Fees | 1,232 | 959 | 1,143 |
| Total additions | <u>1,591,370</u> | <u>863,866</u> | <u>993,465</u> |
| Benefits paid to participants and withdrawals | 669,358 | 591,614 | 548,259 |
| Administrative, marketing and service fee expense | 30,935 | 29,064 | 28,784 |
| Total deductions | <u>700,293</u> | <u>620,678</u> | <u>577,043</u> |
| Change in fiduciary net position before transfers | 891,077 | 243,188 | 416,422 |
| Transfers and change in due to participants | (630) | (415) | (337) |
| Change in net position | 890,447 | 242,773 | 416,085 |
| Fiduciary net position, beginning of year | 6,561,008 | 6,318,235 | 5,902,150 |
| Fiduciary net position, end of year | <u>\$ 7,451,455</u> | <u>\$ 6,561,008</u> | <u>\$ 6,318,235</u> |

Net investment earnings are comprised of dividends, interest earnings, net realized and unrealized gains and losses from security transactions less investment fees. Net realized and unrealized gains and losses on security transactions were \$471.8 million, (\$184.2) million and \$1.2 million for the years ended June 30, 2017, 2016 and 2015, respectively. Increases and decreases in net realized and unrealized gains and losses on security transactions reflect market conditions during each corresponding year. Investment returns are also dependent on individual investor behavior and the timing of benefits paid to participants as funds are utilized to pay for college or for withdrawals. Interest and dividend earnings were \$206.5 million, \$214.7 million and \$202.0 million for the years ended June 30, 2017, 2016 and 2015, respectively. Interest and dividend earnings primarily reflect overall economic conditions and the investment holdings during each year. The Program participant contributions, net of benefits paid to participants and withdrawals, increased by \$1.9 million to \$244.4 million for the year ended June 30, 2017, and decreased by \$329,000 to \$242.5 million for the year ended June 30, 2016.

CollegInvest
College Savings Program Funds
Management's Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Comparison of Current Year Results to Prior Year (continued):

| | <u>2017</u> | <u>2016</u> | <u>2015</u> |
|--|---|-------------------|-------------------|
| | (dollar amounts expressed in thousands) | | |
| Participant contributions: | | | |
| Scholars Choice Fund | \$ 398,291 | \$ 377,363 | \$ 365,666 |
| Direct Portfolio Fund | 421,242 | 366,363 | 348,352 |
| Stable Value Plus Fund | 50,041 | 50,332 | 40,972 |
| Smart Choice Fund | 44,186 | 40,087 | 36,129 |
| Total participant contributions | <u>\$ 913,760</u> | <u>\$ 834,145</u> | <u>\$ 791,119</u> |
| Benefits paid to participants and withdrawals: | | | |
| Scholars Choice Fund | \$ 376,736 | 339,528 | 323,519 |
| Direct Portfolio Fund | 224,298 | 194,302 | 174,254 |
| Stable Value Plus Fund | 31,363 | 24,597 | 19,991 |
| Smart Choice Fund | 36,961 | 33,187 | 30,495 |
| Total benefits paid to participants and withdrawals | <u>\$ 669,358</u> | <u>\$ 591,614</u> | <u>\$ 548,259</u> |
| Net participant contributions | <u>\$ 244,402</u> | <u>\$ 242,531</u> | <u>\$ 242,860</u> |

Participant contributions were 13%, 13% and 12.9% of average net position for the years ended June 30, 2017, 2016 and 2015, respectively. Benefits paid to participants and withdrawals were 9.6%, 9.2% and 9.0% of average net position for the years ended June 30, 2017, 2016 and 2015, respectively.

Fees are primarily comprised of funds received from Legg Mason and the Managers for marketing and promotion of the Funds. CollegInvest utilized \$459,000 and \$717,000 in fees from Legg Mason and the Managers, respectively, for the year ended June 30, 2017. CollegInvest utilized \$400,000 and \$513,000 in fees from Legg Mason and the Managers, respectively, for the year ended June 30, 2016.

Administrative and service fees are charged to participants as a percentage of net position based on the investment option chosen. These charges were approximately 0.4%, 0.5% and 0.5% of average net position for the years ended June 30, 2017, 2016 and 2015, respectively.

CollegeInvest
College Savings Program Funds
Management's Discussion and Analysis
(Unaudited)
June 30, 2017 and 2016

Economic Factors:

- Performance of individual participant accounts and individual portfolios within the Program is dependent on risk factors associated with market-based investments. Fair market valuation of participant accounts may fluctuate based on market performance.
- Amounts contributed to the Program by participants may be more or less than the amounts needed by beneficiaries to attend a particular institution of higher education and do not guarantee acceptance into any institution of higher education.
- Participants are responsible for selecting portfolios in accordance with their risk tolerance. The Program does not guarantee return of principal or a certain investment rate of return on investments. Under the MetLife and FirstBank agreements, the return of principal and certain investment rates of return are guaranteed for the SVP and the SCCS, respectively.

Requests for Information:

This report is designed to provide a general overview of the Funds' finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Nicole Vigil, Chief Financial Officer, CollegeInvest, 1560 Broadway, Suite 1700, Denver, Colorado 80202.

CollegInvest
College Savings Program Funds
Statements of Fiduciary Net Position
June 30, 2017 and 2016
(Dollar amounts expressed in thousands)

| | 2017 | | | | | 2016 | | | | |
|--|----------------------------|-----------------------------|------------------------------|-------------------------|--|----------------------------|-----------------------------|------------------------------|-------------------------|--|
| | Scholars Choice Fund | Direct Portfolio Fund | Stable Value Plus Fund | Smart Choice Fund | Total Private- Purpose Trust Funds | Scholars Choice Fund | Direct Portfolio Fund | Stable Value Plus Fund | Smart Choice Fund | Total Private- Purpose Trust Funds |
| Fiduciary assets: | | | | | | | | | | |
| Cash and cash equivalents | \$ - | \$ - | \$ 358 | \$ 54,357 | \$ 54,715 | \$ - | \$ - | \$ 126 | \$ 47,068 | \$ 47,194 |
| Investments, at fair value | 4,090,268 | 3,152,886 | 152,717 | - | 7,395,871 | 3,693,864 | 2,689,544 | 130,651 | - | 6,514,059 |
| Receivable for portfolio units sold and investments sold | 6,487 | - | - | - | 6,487 | 7,997 | - | - | - | 7,997 |
| Interest receivable | - | 2,143 | - | - | 2,143 | - | 1,768 | - | - | 1,768 |
| Due from plan managers | 202 | 156 | 259 | 5 | 622 | 94 | 131 | 221 | 4 | 450 |
| Due from (to) Student Loan Program Funds | 6,905 | 1,341 | (43) | (5) | 8,198 | 6,156 | 1,285 | (156) | (4) | 7,281 |
| Total fiduciary assets | 4,103,862 | 3,156,526 | 153,291 | 54,357 | 7,468,036 | 3,708,111 | 2,692,728 | 130,842 | 47,068 | 6,578,749 |
| Liabilities: | | | | | | | | | | |
| Accounts payable | 8 | 5 | 3 | - | 16 | 8 | 6 | 5 | - | 19 |
| Payable for portfolio units repurchased and investments purchased | 5,023 | - | 392 | - | 5,415 | 7,596 | - | 136 | - | 7,732 |
| Service and investment fees payable | 1,724 | 836 | - | - | 2,560 | 1,582 | 771 | - | - | 2,353 |
| Unearned revenue | 2,756 | 1,491 | - | - | 4,247 | 2,515 | 1,409 | - | - | 3,924 |
| Due to participants | 4,343 | - | - | - | 4,343 | 3,713 | - | - | - | 3,713 |
| Total liabilities | 13,854 | 2,332 | 395 | - | 16,581 | 15,414 | 2,186 | 141 | - | 17,741 |
| Total fiduciary net position, held in trust | \$ 4,090,008 | \$ 3,154,194 | \$ 152,896 | \$ 54,357 | \$ 7,451,455 | \$ 3,692,697 | \$ 2,690,542 | \$ 130,701 | \$ 47,068 | \$ 6,561,008 |

The accompanying notes are an integral part of the financial statements.

CollegInvest
College Savings Program Funds
Statements of Changes in Fiduciary Net Position
Years Ended June 30, 2017 and 2016
(Dollar amounts expressed in thousands)

| | 2017 | | | | | 2016 | | | | |
|---|----------------------------|-----------------------------|------------------------------|-------------------------|--|----------------------------|-----------------------------|------------------------------|-------------------------|--|
| | Scholars Choice Fund | Direct Portfolio Fund | Stable Value Plus Fund | Smart Choice Fund | Total Private- Purpose Trust Funds | Scholars Choice Fund | Direct Portfolio Fund | Stable Value Plus Fund | Smart Choice Fund | Total Private- Purpose Trust Funds |
| Additions: | | | | | | | | | | |
| Gross earnings on investments: | | | | | | | | | | |
| Interest and dividends | \$ 129,973 | \$ 71,987 | \$ 4,482 | \$ 64 | \$ 206,506 | \$ 156,594 | \$ 54,056 | \$ 3,996 | \$ 89 | \$ 214,735 |
| Net realized and unrealized gains (losses) from securities transactions | <u>266,579</u> | <u>205,259</u> | <u>-</u> | <u>-</u> | <u>471,838</u> | (188,081) | <u>3,913</u> | <u>-</u> | <u>-</u> | (184,168) |
| | <u>396,552</u> | <u>277,246</u> | <u>4,482</u> | <u>64</u> | <u>678,344</u> | (31,487) | <u>57,969</u> | <u>3,996</u> | <u>89</u> | <u>30,567</u> |
| Less investment fees | <u>(891)</u> | <u>(1,075)</u> | <u>-</u> | <u>-</u> | <u>(1,966)</u> | <u>(872)</u> | <u>(933)</u> | <u>-</u> | <u>-</u> | <u>(1,805)</u> |
| Net investment earnings | <u>395,661</u> | <u>276,171</u> | <u>4,482</u> | <u>64</u> | <u>676,378</u> | (32,359) | <u>57,036</u> | <u>3,996</u> | <u>89</u> | <u>28,762</u> |
| Participant contributions | <u>398,291</u> | <u>421,242</u> | <u>50,041</u> | <u>44,186</u> | <u>913,760</u> | <u>377,363</u> | <u>366,363</u> | <u>50,332</u> | <u>40,087</u> | <u>834,145</u> |
| Fees | <u>459</u> | <u>717</u> | <u>6</u> | <u>50</u> | <u>1,232</u> | <u>400</u> | <u>513</u> | <u>3</u> | <u>43</u> | <u>959</u> |
| Total additions | <u>794,411</u> | <u>698,130</u> | <u>54,529</u> | <u>44,300</u> | <u>1,591,370</u> | <u>345,404</u> | <u>423,912</u> | <u>54,331</u> | <u>40,219</u> | <u>863,866</u> |
| Deductions: | | | | | | | | | | |
| Benefits paid to participants and withdrawals | <u>376,736</u> | <u>224,298</u> | <u>31,363</u> | <u>36,961</u> | <u>669,358</u> | <u>339,528</u> | <u>194,302</u> | <u>24,597</u> | <u>33,187</u> | <u>591,614</u> |
| Service fees | <u>17,587</u> | <u>7,730</u> | <u>-</u> | <u>-</u> | <u>25,317</u> | <u>16,783</u> | <u>7,271</u> | <u>-</u> | <u>-</u> | <u>24,054</u> |
| Administrative fees | <u>2,318</u> | <u>1,733</u> | <u>971</u> | <u>50</u> | <u>5,072</u> | <u>2,154</u> | <u>1,507</u> | <u>808</u> | <u>43</u> | <u>4,512</u> |
| Marketing expenses | <u>459</u> | <u>717</u> | <u>-</u> | <u>-</u> | <u>1,176</u> | <u>400</u> | <u>513</u> | <u>-</u> | <u>-</u> | <u>913</u> |
| Excess (reduced) operating expenses | <u>(956)</u> | <u>228</u> | <u>80</u> | <u>18</u> | <u>(630)</u> | <u>(810)</u> | <u>369</u> | <u>(5)</u> | <u>31</u> | <u>(415)</u> |
| Total deductions | <u>396,144</u> | <u>234,706</u> | <u>32,414</u> | <u>37,029</u> | <u>700,293</u> | <u>358,055</u> | <u>203,962</u> | <u>25,400</u> | <u>33,261</u> | <u>620,678</u> |
| Change in fiduciary net position before transfers | <u>398,267</u> | <u>463,424</u> | <u>22,115</u> | <u>7,271</u> | <u>891,077</u> | <u>(12,651)</u> | <u>219,950</u> | <u>28,931</u> | <u>6,958</u> | <u>243,188</u> |
| Intraplan administrative fee transfers | <u>(326)</u> | <u>228</u> | <u>80</u> | <u>18</u> | <u>-</u> | <u>(395)</u> | <u>369</u> | <u>(5)</u> | <u>31</u> | <u>-</u> |
| Change in due to participants | <u>(630)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(630)</u> | <u>(415)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(415)</u> |
| Change in net position | <u>397,311</u> | <u>463,652</u> | <u>22,195</u> | <u>7,289</u> | <u>890,447</u> | <u>(13,461)</u> | <u>220,319</u> | <u>28,926</u> | <u>6,989</u> | <u>242,773</u> |
| Fiduciary net position, beginning of year | <u>3,692,697</u> | <u>2,690,542</u> | <u>130,701</u> | <u>47,068</u> | <u>6,561,008</u> | <u>3,706,158</u> | <u>2,470,223</u> | <u>101,775</u> | <u>40,079</u> | <u>6,318,235</u> |
| Fiduciary net position, end of year | <u>\$ 4,090,008</u> | <u>\$ 3,154,194</u> | <u>\$ 152,896</u> | <u>\$ 54,357</u> | <u>\$ 7,451,455</u> | <u>\$ 3,692,697</u> | <u>\$ 2,690,542</u> | <u>\$ 130,701</u> | <u>\$ 47,068</u> | <u>\$ 6,561,008</u> |

The accompanying notes are an integral part of the financial statements.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies:

Pursuant to Colorado Revised Statutes 23-3.1-201, et seq., and 23-3.1-301, et seq., as amended, CollegInvest is a division of the Colorado Department of Higher Education (Department) of the State of Colorado. The Executive Director of the Department has responsibility for oversight and management of CollegInvest. In addition, CollegInvest has a nine-person Advisory Board of Directors (Board) designated by the Governor, with the consent of the State Senate, to serve four-year terms.

The Colorado General Assembly established a Section 529 college savings program (Program). The Program includes the Scholars Choice Fund (SCF), Direct Portfolio Fund (DPF), Stable Value Plus Fund (SVP), and Smart Choice Fund (SCCS) (the Funds), all of which are administered by CollegInvest. CollegInvest also administers the Student Loan Program Funds, which is an enterprise fund consisting of the Borrower Benefit Fund, the Bond Funds, the CollegInvest Early Achievers Scholarship Fund, and the Nursing Loan Forgiveness Fund (Closed 2016), and the Section 529A Achieving a Better Life Experience savings program. Separate financial statements were not prepared for the Student Loan Program Funds; however, information and related disclosures associated with this fund may be found in the State of Colorado Comprehensive Annual Financial Report. This report contains information relating only to the College Savings Program Funds. The operations of the Funds are accounted for under accounting principles generally accepted in the United States of America as a private-purpose trust. CollegInvest receives no grants from, and is not otherwise financially assisted by, the State or any local government of the State. CollegInvest is an enterprise activity under Section 20, Article X of the Colorado Constitution (TABOR).

The Colorado Constitution and other State laws prohibit the State from providing its full faith and credit to obligations of entities such as the Funds. As a result, payments from the Funds are not guaranteed in any way by the State, and shall not be considered to have created a debt or obligation of the State. Such payments are limited obligations, payable from participants' individual accounts in the Funds, but not from the other assets of CollegInvest, or the State. Similarly, investments in the Funds are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other State or Federal government agency, except for SCCS, which is insured by the FDIC, subject to the applicable limit. Investments in SCF and DPF are not deposits or other obligations of Legg Mason, Inc., Ascensus, The Vanguard Group, Inc., or any depository institution or affiliate of Ascensus or The Vanguard Group, Inc. Investments in SVP are an obligation of MetLife.

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity:

The Program was authorized in the 1999 legislative session and, as a result, the Funds were established to provide families with additional opportunities to save for future college educational expenses. The Funds account for the operations and activities of the Section 529 savings program as private-purpose trusts, where both principal and earnings on principal may be spent for the trust's intended purpose. Participant contributions and the earnings thereon are invested to assist in meeting the obligations for future higher education expenses of a named student. The payments of general and administrative expenses and other activities of the Funds necessary to fulfill their purposes are recorded within the Funds. There are no other funds of CollegeInvest combined in the accompanying financial statements. Thus, the accompanying statements are not intended to present the financial position, changes in financial position, or cash flows of CollegeInvest as a whole in conformity with accounting principles generally accepted in the United States of America. Additionally, the Funds are also presented as fiduciary funds in the State of Colorado Comprehensive Annual Financial report. The financial statements of the CollegeInvest College Savings Program Funds are intended to present the net position and changes in net position for only that portion of the financial reporting entity, State of Colorado, that is attributable to the transactions of CollegeInvest College Savings Program Funds. They do not purport to, and do not present fairly the financial position of the State of Colorado as of June 30, 2017 and 2016, and the changes in its financial position, or, where applicable, its cash flows, for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Each Fund in the Program was established as a Section 529 plan under the Internal Revenue Code (IRC). The Funds offer certain Federal and State tax advantages to investors. The primary tax advantage to participants in the Funds is the ability to exclude from federal taxable income the earnings on any withdrawals that are used for qualified higher education expenses, as that term is defined in Section 529 of the IRC. If a participant is subject to Colorado income tax, earnings on qualified withdrawals are excluded from State taxable income. In addition, individuals, estates, and trusts subject to Colorado income tax generally are entitled to a deduction to the extent of their Colorado taxable income for the year for contributions made to a State sponsored Section 529 plan, subject to recapture in subsequent years in which nonqualified withdrawals are made. Note that an otherwise nontaxable rollover to another Section 529 program that is not associated with the State will trigger recapture of the Colorado income tax deduction described above in the year of the rollover.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Scholars Choice Fund:

The Scholars Choice Fund (SCF) began operations in October 1999. SCF offers 13 investment options in which participants may invest. Each investment option is comprised of one or more of the 15 active portfolios as of June 30, 2017. The accompanying financial statements report on the combined portfolios.

CollegInvest has an agreement with QS Investors, LLC (QS) and Legg Mason Investor Services, LLC (LMIS) to manage the advisor sold accounts of the SCF. Both QS and LMIS are wholly owned subsidiaries of Legg Mason, Inc. QS performs investment advisory functions and LMIS is responsible for performing or arranging for the performance of administrative duties and record keeping for SCF. The agreement is for management of the advisor sold accounts only and expires on December 31, 2022, subject to possible extension.

The investment return for SCF is based on the market performance of investments. Investment options are selected by CollegInvest based on recommendations from QS.

Participants in the SCF may invest in one or more of the following options:

- **Age-Based Option:** Contributions are invested in one of seven portfolios according to the age of the student. As the student gets older and closer to college years, the investment shifts from equity funds to bond and money market funds as follows:

| <u>Student's Age</u> | <u>Portfolio #</u> | <u>US Equity Funds</u> | <u>Non-US Equity Funds</u> | <u>Fixed Income</u> | <u>Money Market Funds</u> |
|----------------------|--------------------|------------------------|----------------------------|---------------------|---------------------------|
| 0–3 years | 1 | 64% | 16% | 20% | 0% |
| 4–6 years | 2 | 56% | 14% | 30% | 0% |
| 7–9 years | 3 | 48% | 12% | 40% | 0% |
| 10–12 years | 4 | 40% | 10% | 50% | 0% |
| 13–15 years | 5 | 36% | 4% | 50% | 10% |
| 16–18 years | 6 | 20% | 0% | 55% | 25% |
| 19+ years | 7 | 0% | 0% | 50% | 50% |

- **Balanced 50/50 Option:** Contributions are invested 50% in equity mutual funds and 50% in bond funds throughout the life of the investment (Portfolio #4).

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Scholars Choice Fund (continued):

- **Years-to-Enrollment Option:** Contributions are invested in a series of portfolios that shift from equity mutual funds to bond and money market funds as the student approaches college years. These portfolios are identical to Portfolios three through seven in the Age-Based Portfolios.

| <u>Years to Enrollment</u> | <u>Portfolio #</u> | <u>US Equity Funds</u> | <u>Non-US Equity Funds</u> | <u>Fixed Income</u> | <u>Money Market Funds</u> |
|----------------------------|--------------------|------------------------|----------------------------|---------------------|---------------------------|
| 10-12 years | 3 | 48% | 12% | 40% | 0% |
| 7-9 years | 4 | 40% | 10% | 50% | 0% |
| 4-6 years | 5 | 36% | 4% | 50% | 10% |
| 1-3 years | 6 | 20% | 0% | 55% | 25% |
| Less than 1 year | 7 | 0% | 0% | 50% | 50% |

- **All Equity Option:** Contributions are invested in equity mutual funds throughout the life of the account.
- **All Fixed Income Option:** Contributions are invested in bond funds throughout the life of the account.
- **Equity 80% Option:** Contributions are invested 80% in equity mutual funds and 20% in fixed income investments (Portfolio #1). The investment objective of this option is to seek long-term capital appreciation through investments in equity mutual funds while maintaining 20% exposure to the relatively more stable returns of fixed income investments through investment in fixed income mutual funds.
- **Fixed Income 80% Option:** Contributions are invested 80% in fixed income and money market fund investments and 20% in equity mutual funds (Portfolio #6). The investment objective of this option is to seek the relatively more stable returns of a fixed income investment through investments in fixed income mutual funds while maintaining 20% exposure to the long-term capital appreciation potential of investments in equity mutual funds.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Scholars Choice Fund (continued):

- Cash Reserve Option: Contributions are invested in the Western Institutional Government Reserves Fund. The investment objective of the Cash Reserve Option is to seek maximum current income and preservation of capital.
- Individual Fund Options: Contributions are invested in the U.S. Aggressive Equity, U.S. Core Equity, U.S. Small Cap Equity, International Equity and Global Fixed Income. Each of the Individual Fund Portfolios will invest all of its assets in a single Fund, as specified in the “Current Underlying Fund for Individual Fund Portfolio” tab under the “Target Fund Allocations” listed in the Program Disclosure Statement. While each of the Individual Fund Portfolios will invest all of its assets in a single specified Fund, the Individual Fund Portfolios themselves are not mutual funds. The Fund in which an Individual Fund Portfolio invests all of its assets is subject to change.

Direct Portfolio Fund:

The Direct Portfolio Fund (DPF) began operations in October 2004. DPF offers 11 investment options, including three age-based options and eight blended and individual portfolios, in which participants may invest. Each investment option is comprised of one or more of eight active portfolios within DPF as of June 30, 2017.

As the trustee for DPF, CollegInvest entered into an agreement (DPF Service Agreement) with Ascensus and The Vanguard Group, Inc. (Managers) to manage the DPF. This contract expires on December 31, 2024. The investment return for DPF is based on the market performance of investments. Investment options are selected by CollegInvest based on recommendations from the Managers.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Direct Portfolio Fund (continued):

Participants may invest in one or more of the following 11 options:

- **Age-Based Options:** Contributions are invested in one of three portfolios according to the age of the beneficiary. Money invested in the Age-Based Options is automatically transferred over time to successive Portfolios with asset allocations that change from equity funds to fixed income and money market funds as the beneficiary approaches college age. Within the Age-Based Options, participants may invest according to risk tolerance in either a conservative, moderate, or aggressive range of asset allocations as follows:

| Beneficiary's Age | Conservative | Moderate | Aggressive |
|--------------------------|--|--|--|
| Newborn through 5 | Moderate Growth Portfolio 50% stock funds 50% bond funds | Growth Portfolio 75% stock funds 25% bond funds | Aggressive Growth Portfolio 100% stock funds |
| 6 through 10 | Conservative Growth Portfolio 25% stock funds 75% bond funds | Moderate Growth Portfolio 50% stock funds 50% bond funds | Growth Portfolio 75% stock funds 25% bond funds |
| 11 through 15 | Income Portfolio 75% bond funds 25% money market funds | Conservative Growth Portfolio 25% stock funds 75% bond funds | Moderate Growth Portfolio 50% stock funds 50% bond funds |
| 16 through 18 | Income Portfolio 75% bond funds 25% money market funds | Income Portfolio 75% bond funds 25% money market funds | Conservative Growth Portfolio 25% stock funds 75% bond funds |
| 19 or older | Money Market Portfolio 100% money market funds | Income Portfolio 75% bond funds 25% money market funds | Income Portfolio 75% bond funds 25% money market funds |

- **Blended Portfolios and Individual Portfolios:** Contributions are invested in one of eight options. In these options, assets will be allocated to the Portfolio for the life of the investment unless the account owner directs a change in investment option. The Blended Portfolios and the Individual Portfolios are each invested according to a static asset allocation that does not change over time. Within the Blended Portfolios participants may invest according to risk tolerance in either an aggressive, growth, moderate growth, conservative growth, or income focused range of asset allocations as follows:

Collegelvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Direct Portfolio Fund (continued):

| Underlying Fund | Aggressive Growth Portfolio | Growth Portfolio | Moderate Growth Portfolio | Conservative Growth Portfolio | Income Portfolio |
|---|------------------------------------|-------------------------|----------------------------------|--------------------------------------|-------------------------|
| Vanguard® Institutional Total Stock Market Index Fund Institutional Plus Shares | 70% | 52.5% | 35% | 17.5% | 0% |
| Vanguard® Total International Stock Index Fund Institutional Plus Shares | 30% | 22.5% | 15% | 7.5% | 0% |
| Total Stock Funds | 100% | 75% | 50% | 25% | 0% |
| Vanguard® Total Bond Market II Index Fund Institutional Shares | 0% | 20% | 40% | 60% | 42% |
| Vanguard® Total International Bond Index Fund Institutional Shares | 0% | 5% | 10% | 15% | 15% |
| Vanguard® Inflation-Protected Securities Fund Institutional Shares | 0% | 0% | 0% | 0% | 18% |
| Total Bond Funds | 0% | 25% | 50% | 75% | 75% |
| Vanguard® Federal Money Market Fund Admiral Shares | 0% | 0% | 0% | 0% | 25% |
| Total Money Market Funds | 0% | 0% | 0% | 0% | 25% |
| TOTAL | 100% | 100% | 100% | 100% | 100% |

Within the Individual Portfolios participants may invest as follows:

- **Stock Index Portfolio:** Contributions are invested 100% in Vanguard Institutional Total Stock Market Index Fund Institutional Plus Shares and seeks to track the performance of a benchmark index that measures the investment return of the overall stock market.
- **Bond Index Portfolio:** Contributions are invested 100% in Vanguard Total Bond Market Index Fund Institutional Plus Shares and seeks to track the performance of a broad, market-weighted bond index.
- **Money Market Portfolio:** Contributions are invested 100% in Vanguard Federal Money Market Fund Admiral Shares and seeks to provide preservation of principal and current income.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Stable Value Plus Fund:

The Stable Value Plus Fund (SVP) began operations in February 2003. In January 2003, CollegInvest entered into an agreement with MetLife (the MetLife Agreement) to provide a guarantee on the principal and earnings of the Stable Value Plus Fund. Under the MetLife Agreement, the rate of return is reset annually each January 1. The MetLife Agreement expires on December 31, 2017, with the option to extend two additional one-year periods. MetLife has agreed that the annual interest rate calculated each year will not be less than the greater of (i) the Colorado minimum nonforfeiture interest rate for annuity contracts (currently 3.00%), or (ii) 2.00%. The current minimum investment return on accounts in the fund could be as low as 2.01%, which is the current minimum annual rate of 3.00% less the maximum CollegInvest administrative fee of 0.99%.

MetLife agreed to pay an annual rate of 3.80% from January 1, 2015 to December 31, 2015, 3.25% from January 1, 2016 to December 31, 2016 and 3.30% from January 1, 2017 to June 30, 2017. The rate, net of CollegInvest's administrative fee, was 3.09% from January 1, 2015 through December 31, 2015, 2.54% from January 1, 2016 through December 31, 2016 and 2.59% from January 1, 2017 through June 30, 2017.

CollegInvest may discontinue the MetLife Agreement at any time. In the event of such discontinuance, CollegInvest shall direct the investment of SVP assets to alternate investments as permitted by the MetLife Agreement and the investment policy of SVP. There is no assurance that CollegInvest will be able to obtain such alternate investment or maintain the current investment return for any such alternate investment.

The MetLife Agreement provides that participants are not permitted to transfer amounts from their Account in SVP directly to a Colorado Competing Fixed Interest Fund if not satisfied with the investment or if the MetLife Agreement is discontinued. In CollegInvest DPF, the Income Portfolio and the Money Market Portfolio (whether a stand-alone option or part of an age-based option) have each been determined by MetLife to be a Colorado Competing Fixed Interest Fund.

In CollegInvest SCF, the Cash Reserve Option has been determined by MetLife to be a Colorado Competing Fixed Interest Fund. In SCCS, both the One-Year Time Savings and Money Market Savings options have been determined by Metlife to be a Colorado Competing Fixed Interest Fund.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Reporting Entity (continued):

Smart Choice Fund

In October 2009, CollegInvest entered into an agreement with FirstBank, a Colorado banking company, to begin offering a college savings option called the Smart Choice College Savings Plan (SCCS). CollegInvest acts as trustee for the Plan and FirstBank performs administrative and record-keeping duties. The Plan is being offered to provide an additional tax-advantaged savings vehicle for participants to utilize in saving for post-secondary education by providing the benefits of a 529 plan along with the stability and security of an FDIC-insured bank. The product offerings through the SCCS are a One-Year Time Savings option and a Money Market Savings option. The agreement expires September 30, 2019, with an option to extend for up to two additional two-year periods.

The interest rate paid on amounts deposited into the money market savings account and the one-year time saving account will be established by FirstBank. However, the rates for each type of account must not be less than 0.10% of the interest rate publicly offered directly by FirstBank on similar money market and savings accounts. The rates are variable and are published daily by FirstBank on their website. The interest rate will be calculated, and may be adjusted if needed, every Wednesday and on the first day of each month, and is net of all administrative and other charges of FirstBank.

Basis of Accounting:

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and standards of the Governmental Accounting Standards Board (GASB). The accrual basis of accounting is utilized by the Funds.

Additions to net position are recognized in the accounting period in which they are earned and deductions from net position are recognized in the period they are incurred.

Cash and Cash Equivalents:

The Fund considers all cash and demand deposit accounts to be cash equivalents.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Investments and Net Position Additions/Deductions:

QS has responsibility for investing the assets of each of the SCF's portfolios, and the Managers have responsibility for investing the assets of the DPF's portfolios in equity mutual funds, fixed income mutual funds, money market funds, and other investments (Underlying Funds), in accordance with CollegInvest's Investment Policy Statements, and the Portfolio selected for investment by the participant.

CollegInvest has responsibility for transferring the assets of the participants of the SVP to MetLife in accordance with the MetLife Agreement. Investments in the Underlying Funds are purchased weekly and are valued at the closing net asset value per share on the date of transfer to MetLife. Interest earnings are credited to participant accounts daily. Distributions from the SVP are valued on the date immediately preceding the date that a payment is made by CollegInvest in satisfaction of a withdrawal request.

All contributions received from participants of the SCCS will be made to a Plan account and, at the direction of the account owner, will be deposited in a One-Year Time Savings Account or a Money Market Savings Account with FirstBank through its individually chartered bank.

Security transactions for the SCF and the DPF are accounted for on a trade-date basis. This may result in receivables and payables for transactions at year-end. Investments in the Underlying Funds are valued at the closing net asset value per share of each Underlying Fund on the day of valuation.

Income distributions and short-term capital gain distributions from the Underlying Funds are recorded on the ex-dividend date as investment and interest earnings are recorded on an accrual basis. Long-term capital gains, if any, from the Underlying Funds are recorded on the ex-dividend date as realized gains. Gains or losses on the sale of the Underlying Funds are calculated by using the specific identification method.

Investments are carried at fair value, which is primarily determined based on market prices at June 30, 2017 and 2016.

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Due from (to) Student Loan Program Funds/Unearned Revenue:

CollegeInvest utilizes the Borrower Benefit Fund (within the Student Loan Program Funds of CollegeInvest) for payment of general and administrative expenses including salaries and related pension benefits and other activities necessary to fulfill the purposes of the various funds administered by CollegeInvest, including the College Savings Program Funds. Expenses paid from the Borrower Benefit Fund related to the Funds are reimbursed by the Funds through the administrative fee. Marketing and scholarship commitments received from LMIS and the Managers in excess of actual expenses are held in the Borrower Benefit Fund and recorded as unearned revenue in the SCF and DPF. Total unearned revenue recorded in these funds was \$4.2 million and \$3.9 million for the years ended June 30, 2017 and 2016, respectively. CollegeInvest will utilize these commitments for marketing and scholarships as designated in the contracts with LMIS and the managers.

Fee Limitation/Due to Participants:

To the extent that administrative fees collected from participants exceed the expenses of the Program, CollegeInvest shall 1) determine if such revenues are required to fund subsequent year expenses of the Program; 2) determine if such fees are required to fund prior years' unfunded expenses of the Program; or 3) reduce future fees of the plan participants for the following year.

As of June 30, 2017 and 2016, \$4.3 million and \$3.7 million in fees were accumulated in reserves that were greater than actual expenses, respectively. As of June 30, 2017, the \$4.3 million reserve is restricted for future expenses of CollegeInvest in its capacity as administrator of the Program. It is CollegeInvest's intent to maintain this reserve at approximately 12 to 18 months of estimated expenses, which CollegeInvest estimates to be between \$4.7 million and \$7.1 million.

Participant Contributions:

The aggregate balance limit for the Funds and all other Colorado Section 529 plans for a particular beneficiary from all sources, excluding income, is \$400,000. The balance limit is set by CollegeInvest based on Internal Revenue Service (IRS) guidelines and is subject to change. In particular, if the IRS adopts final regulations, it may require or permit a maximum balance limit that differs from the \$400,000 limit. No additional contributions may be made to an account if the balance limit is reached; however, the account may continue to grow beyond this limit through earnings.

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Withdrawals:

A qualified withdrawal is a withdrawal made to pay qualified higher education expenses of the beneficiary. The earnings on qualified withdrawals are not subject to federal income tax. All withdrawals other than for this purpose are considered non-qualified withdrawals. Non-qualified withdrawals are subject to federal income tax plus a 10% penalty on earnings per Section 529 of the Internal Revenue Code. A non-qualified withdrawal is not subject to the 10% penalty only if the withdrawal is: (i) made on account of the death or disability of the beneficiary; (ii) made on account of a scholarship received by the beneficiary, to the extent that the withdrawal does not exceed the amount of the scholarship; or (iii) a non-taxable transfer to another account or to another Section 529 plan on behalf of a beneficiary or for a different beneficiary who is a family member of the original student. A non-qualified withdrawal may also be subject to recapture in the event a deduction has been taken from Colorado taxable income.

Investment, Service and Administrative Fees:

Scholars Choice Fund:

CollegeInvest has a service agreement (SCF Service Agreement) with QS and Legg Mason Investor Services, LLC (LMIS) pursuant to which QS and LMIS are responsible for providing administrative, record-keeping, marketing, and investment management services to SCF. Both QS and LMIS are wholly owned subsidiaries of Legg Mason, Inc. The SCF Service Agreement states that QS will receive investment and service fees at an annual percentage rate of average daily net assets. The rate structures can be found in the Plan Disclosure Statement for the Scholars Choice Fund.

This rate will vary with the Unit Class the account owner chooses. During the years ended June 30, 2017 and 2016, the investment fees paid by SCF were \$891,000 and \$872,000, respectively, under the SCF Service Agreement. In addition, according to the SCF Service Agreement, each participant bears certain ongoing service fees that will vary with the Unit Classes the participant chooses. These direct service fees provide for the costs associated with distribution, servicing, and administration of the Unit Classes. Such direct service fees reduce the value of the participant's account as incurred. Such fees are payable to QS monthly, solely from the assets of SCF. SCF paid service fees of \$17.6 million and \$16.8 million for the years ended June 30, 2017 and 2016, respectively.

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Investment, Service and Administrative Fees (continued):

Scholars Choice Fund (continued):

The SCF Service Agreement states that CollegeInvest will receive an administrative fee at an annual rate of up to 0.10% of average daily net assets. These fees represent charges to SCF for actual administrative costs of CollegeInvest. Such fees are payable to CollegeInvest monthly, solely from the assets of the SCF. From July 1, 2015 through June 30, 2017, CollegeInvest received an administrative fee at an annual rate of 0.06% of average daily net assets. SCF paid administrative fees of \$2.3 million and \$2.2 million for the years ended June 30, 2017 and 2016, respectively.

Direct Portfolio Fund:

CollegeInvest entered into a service agreement (DPF Service Agreement) with Ascensus and The Vanguard Group, Inc. (Managers), pursuant to which the Managers are responsible for providing administrative, record-keeping, marketing, and investment management services to the DPF. During the year ended June 30, 2017, DPF paid investment fees of \$1.1 million and service fees of \$7.7 million. During the year ended June 30, 2016, DPF paid investment fees of \$933,000 and service fees of \$7.3 million. Such direct investment and service fees reduce the value of the participant's account as incurred. Such fees are payable to the Managers monthly, solely from the assets of the DPF.

Under the DPF Service Agreement, CollegeInvest receives an administrative fee at an annual rate of up to 0.10% of average daily net assets. These fees represent charges to DPF for actual administrative costs of CollegeInvest. Such fees are payable to CollegeInvest monthly, solely from the assets of DPF. From July 1, 2015 through June 30, 2017 CollegeInvest received an administrative fee at an annual rate of 0.06% of average daily net assets. DPF paid administrative fees of \$1.7 million and \$1.5 million for the years ended June 30, 2017 and 2016, respectively.

Stable Value plus Fund:

Contributions are invested by deposit under the service agreement (MetLife Agreement) between CollegeInvest and MetLife. Deposits made under the MetLife Agreement become commingled with the general account of MetLife. MetLife is obligated to repay the amounts deposited under the MetLife Agreement and an investment return as described above. The annual interest rate

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

1. Organization and Summary of Significant Accounting Policies (continued):

Investment, Service and Administrative Fees (continued):

Stable Value plus Fund (continued):

Calculated each year under the MetLife Agreement is net of all administrative and other charges of MetLife.

The MetLife Agreement states that CollegInvest will receive an administrative fee at an annual rate of up to 0.99% of the average daily net assets of the Fund. Such fees are payable to CollegInvest solely from Account owners and cannot exceed actual expenses of administering the Fund as defined by Statute. For the period from July 1, 2015 through June 30, 2017, the fee was 0.71%. SVP paid administrative fees on behalf of its participants of \$971,000 and \$808,000 for the years ended June 30, 2017 and 2016, respectively.

Smart Choice Fund

All monies received as contributions to the accounts under the service agreement (SCCS Service Agreement) between CollegInvest and FirstBank shall be deposited by FirstBank into the Trust Account and invested according to the respective Investment Option or Options, as directed by the account owner. The SCCS Service Agreement requires FirstBank to repay the amounts deposited along with any interest earned on their deposit. The interest rate will be calculated, and may be adjusted if needed, every Wednesday and on the first day of each month and is net of all administrative and other charges of FirstBank.

Under the SCCS Service Agreement, CollegInvest receives an administrative fee at an annual rate of up to 0.10% of average daily net assets. These fees represent charges to SCCS for actual administrative costs of CollegInvest. Such fees are payable to CollegInvest monthly, solely from the assets of SCCS. SCCS paid administrative fees on behalf of its participants of \$50,000 and \$43,000 for the years ended June 30, 2017 and 2016, respectively.

2. Cash, Cash Equivalents and Investments:

Cash and Cash Equivalents:

As contributions are received from participants, the cash is held in the respective Fund until such time as it may be invested in the underlying funds of the chosen investment portfolios. With respect to the SCF and DPF, depending upon the timing of the cash receipts, there could be up to

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Cash and Cash Equivalents (continued):

two days' delay between actual receipt of cash and the investment made on behalf of the participant. Cash and cash equivalents are held in trust by the Funds' Managers as of June 30, 2017 and 2016. With respect to SVP, contributions will be invested with MetLife within 30 days of receipt by CollegeInvest. Interest earned on contributions prior to investment with MetLife will accrue to CollegeInvest and will be used to offset administrative expenses. SVP had deposits that were not yet transferred to MetLife of \$392,000 and \$136,000 as of June 30, 2017 and 2016, respectively.

All cash deposits of the SVP Funds are held by a bank. Payments and cash receipts are deposited to a demand deposit account daily. All cash deposits of the SCF and DPF are held by a custodian on behalf of the manager of each Fund until it is invested in the Underlying Funds. All cash deposits of the SCCS Funds are held by FirstBank.

Cash deposits as of June 30 are as follows:

| | | 2017 | | 2016 |
|---|----|---------------|----|--------|
| (dollar amounts expressed in thousands) | | | | |
| Demand deposit accounts | \$ | 358 | \$ | 126 |
| Money market accounts | | 54,357 | | 47,068 |
| Total cash deposits | \$ | 54,715 | \$ | 47,194 |

Custodial Credit Risk – Cash Deposits:

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, CollegeInvest will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. Monies in the SVP demand deposit accounts are insured by federal depository insurance for the first \$250,000. Deposits in excess of the \$250,000 limit are collateralized subject to the provisions of the State's Public Deposit Protection Act (PDPA) for monies held within the State. Monies held in the SCF and DPF are uncollateralized. Individual accounts in the SCCS that are greater than \$250,000 are uncollateralized. As of June 30, 2017 and 2016, there were no uncollateralized amounts in the SCCS.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Investments:

Investments, at fair value, for each Fund as of June 30 are as follows:

| | | 2017 | | 2016 |
|---|----|------------------|----|-----------|
| (dollar amounts expressed in thousands) | | | | |
| Scholars Choice Fund | \$ | 4,090,268 | \$ | 3,693,864 |
| Direct Portfolio Fund | | 3,152,886 | | 2,689,544 |
| Stable Value Plus Fund | | 152,717 | | 130,651 |
| Smart Choice Fund | | - | | - |
| Total investments | \$ | 7,395,871 | \$ | 6,514,059 |

Investment Authority and Policy:

Scholars Choice Fund and Direct Portfolio Fund:

The Board approves the investment policies for both the SCF and DPF. Investments of assets in the SCF and DPF and the underlying portfolios are selected and managed in accordance with the standards set forth in the Colorado Revised Statutes Sections 15-1-304 and 15-1.1-102. Consistent with these standards, the Board, or its designated committee, will determine from time to time suitable investment parameters for the SCF and the DPF, which seek to control risk through portfolio diversification. Generally, investments include money market mutual funds and bond and equity mutual funds. Each mutual fund in which an underlying portfolio is invested shall comply with the investment policy's permitted investment guidelines.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Investment Authority and Policy (continued):

Scholars Choice Fund and Direct Portfolio Fund (continued):

The table below identifies the significant investment types that are authorized for the SCF and DPF:

| Authorized Investment Type | Maximum Maturity | Maximum Percentage of Portfolio | Maximum Investment in One Issuer [A] |
|----------------------------------|---------------------|---------------------------------------|--|
| U.S. Treasury Obligations | None | None | None |
| U.S. Agency Securities | None | None | None |
| Certificates of Deposit | 12 months | [B] | [B] |
| Commercial Paper | 9 months | None | None |
| General or Revenue Obligations | None | None | None |
| Repurchase Agreements [C] | None | None | None |
| Investment Agreements | None | None | None |
| Banker's Acceptances | None | None | None |
| Domestic Equity Securities | N/A | [D] | [D] |
| Foreign Equity Securities | N/A | [E] | [E] |
| Money Market Funds | N/A | None | None |
| Cash Management Accounts | N/A | None | None |

[A] No more than 10% of the total amount of the fixed-income portion shall be committed to the securities of any one issuer at the time of purchase, with the exception of securities issued or guaranteed by the full faith and credit of the United States or AAA rated securities issued by governmental agencies as to which there is no limit.

[B] No more than 5% of the assets of the short-term investment account shall be committed to certificates of deposit from one institution.

[C] Repurchase agreements must be secured by U.S. Treasury Obligations or U.S. Agency Securities.

[D] No more than 5% of the total amount of the underlying portfolio in the securities of any one issuer; no more than 5% of the outstanding shares of any single corporation; and no more than 25% of the total amount of the underlying portfolio in any one industry.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Investment Authority and Policy (continued):

Scholars Choice Fund and Direct Portfolio Fund (continued):

[E] No more than 5% of the total amount of the underlying portfolio in the securities of any one issuer; no more than 5% of the outstanding shares of any single corporation; investment in any one country shall be no more than a) 25% of the total amount of the underlying portfolio or, b) the country weight in the EAFE benchmark plus 10% and a minimum of eight countries should be represented in the underlying portfolio.

Stable Value Plus Fund:

The Board approves the investment policy for the SVP. Generally, investments include any funding agreement, guaranteed interest contract, guaranteed investment contract, annuity contract, repurchase agreement, or other similar investments which are issued by an insurance company or other investment provider with financial strength ratings in any one of the three highest rating categories by two or more nationally recognized rating agencies which regularly rate the ability of such investment providers to pay claims. The SVP may terminate any agreement with an existing investment provider should two or more of the nationally recognized rating agencies reduce their rating of the provider to a category that is below the lowest "A" rating. As of June 30, 2017, the MetLife Insurance Company of Connecticut's rating met the requirements of the investment policy.

Smart Choice Fund:

The Board, with the approval of the Executive Director of the Department, has the responsibility to select a financial institution to manage the Plan assets. The SCCS will offer a number of investment options in interest-bearing accounts provided by FirstBank that reflect a conservative and safe risk tolerance for participants saving for post-secondary education. Generally, investments may include a regular savings account, a time savings account, a money market account, a time deposit account or a premier time account. Monies in these accounts are insured by the FDIC for the first \$250,000.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Investment Authority and Policy (continued):

| | <u>2017</u> | <u>2016</u> |
|--|--|---------------------|
| | (dollar amounts expressed in thousands) | |
| Vanguard Institutional Total Stock Market Index Fund | | |
| Institutional Plus Shares | \$ 1,337,717 | \$ 1,120,116 |
| Vanguard Total Bond Market II Index Fund Institutional Shares | 815,203 | 706,610 |
| Western Asset Core Plus Bond Fund | 757,582 | 670,734 |
| Western Asset Institutional Government Reserves | 521,288 | - |
| Legg Mason BW Diversified Large Cap Value Fund | 456,283 | 449,855 |
| Western Asset Short-Term Bond Fund | 432,882 | 396,300 |
| Vanguard Total International Stock Index Fund Institutional Plus Shares | 423,613 | 360,278 |
| QS Batterymarch U.S. Large Cap Equity Trust | 386,320 | 341,136 |
| ClearBridge Aggressive Growth Fund | 345,532 | 349,889 |
| Western Asset Inflation Indexed Plus Bond Fund | 269,688 | 251,940 |
| ClearBridge Appreciation Fund | 265,933 | 235,278 |
| Vanguard Prime Money Market Fund Institutional Shares | 237,137 | 203,355 |
| Vanguard Total International Bond Index Fund Institutional Shares | 220,417 | 192,366 |
| Investment Agreement – MetLife | 152,717 | 130,651 |
| Thornburg International Value Fund | 147,958 | 151,884 |
| Templeton Foreign Fund | 132,901 | 157,270 |
| QS Global Dividend Fund | 122,893 | - |
| Royce Pennsylvania Mutual Fund | 105,712 | 95,967 |
| ClearBridge Small Cap Growth Fund | 78,154 | 66,537 |
| Vanguard Short-Term Inflation-Protected Securities Index Fund Institutional Shares | 70,197 | 60,304 |
| Western Asset Global High Yield Bond Fund | 60,395 | 95,345 |
| Vanguard Total Bond Market Index Fund Institutional Plus Shares | 48,496 | 46,002 |
| Legg Mason BW Global Opportunities Bond Fund | 4,247 | 3,323 |
| Legg Mason Repurchase Agreement | 2,500 | 691 |
| Vanguard Cash Management Trust | 106 | 513 |
| Western Asset Institutional Liquid Reserves | - | 427,715 |
| | <u>\$ 7,395,871</u> | <u>\$ 6,514,059</u> |

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Interest Rate Risk:

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. CollegeInvest provides participants investment opportunities in various portfolios that are constructed from a range of mutual funds that it has selected. CollegeInvest does not actively manage interest rate risk except through its mutual fund selection process. QS and the Managers of the Funds primarily report interest rate risk evaluation of the fixed income mutual funds in the various portfolios based on the duration method.

| | 2017 | | 2016 | |
|--|-----------|---------------------------|-----------|---------------------------|
| | Duration | Weighted Average Maturity | Duration | Weighted Average Maturity |
| Western Asset Core Plus Bond Fund | 6.7 years | | 5.9 years | |
| Vanguard Total Bond Market II Index Fund Institutional Shares | 6.1 years | | 5.8 years | |
| Western Asset Institutional Government Reserves | | 41 days | | |
| Western Asset Institutional Liquid Reserves | | | | 35 days |
| Western Asset Short-Term Bond Fund | 1.9 years | | 2.0 years | |
| Western Asset Inflation Indexed Plus Bond Fund | 8.3 years | | 8.4 years | |
| Vanguard Total International Bond Index Fund Institutional Shares | 7.8 years | | 7.9 years | |
| Western Asset Global High Yield Bond Fund | 4.5 years | | 4.7 years | |
| Vanguard Short-Term Inflation-Protected Securities Index Fund Institutional Shares | 2.6 years | | 2.5 years | |
| Vanguard Total Bond Market Index Fund Institutional Plus Shares | 6.1 years | | 5.8 years | |
| Legg Mason BW Global Opportunities Bond Fund | 6.0 years | | 6.9 years | |

Credit Risk:

Generally, credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Investment options in SCF and DPF attempt to diversify risk by offering multiple portfolio options with a range of credit risk characteristics. Investments of the underlying portfolios shall be selected and managed in accordance with the standards set forth in Section 15-1-304, C.R.S., that is: (a) with the care which men of prudence, discretion and intelligence exercise in the management of the property of another, not in regard to speculation but in regard to the permanent disposition of funds, considering the probable income as well as the probable safety of capital; and (b) for the sole benefit of the beneficiary. Investment decisions shall be made in accordance with the prudent investor rule set forth in Section 15-1.1-102, C.R.S. Consistent with the above, the BOD, or its designated Committee, will

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

2. Cash, Cash Equivalents and Investments (continued):

Credit Risk (continued):

determine, from time to time, suitable investment parameters for the SCF and DPF which seek to control risk through portfolio diversification. Additionally, CollegeInvest's investment policy states that all mutual fund assets are subject to the provisions of the Investment Company Act of 1940. As of June 30, 2017 and 2016, investments in the SCF, DPF, and SCCS portfolios and the Funding Agreement were unrated. The underlying securities of the repurchase agreement are explicitly guaranteed by the U.S. government and are not subject to credit risk disclosures.

Units:

The beneficial interests of each participant and beneficiary in the net position of all portfolios except SCCS are represented by units. Contributions to and redemptions from the portfolios are subject to terms and limitations defined in the participation agreement between the participant and the respective plan. Contributions to SCF and DPF (other than by electronic funds transfers) will purchase units in a portfolio at the net asset value per unit for that portfolio calculated no later than the business day following the day payment is received by QS or the Managers. Contributions by electronic funds transfers will purchase units at the unit value calculated on the day of transfer or, in certain cases, on the day that the monies become available. Contributions to SVP, including contributions received by electronic transfer, will purchase units at the net asset value calculated on the business day immediately preceding the date the contributions are invested with MetLife. Contributions are required to be invested with MetLife within 30 days of receipt by CollegeInvest.

Withdrawals from SCF or DPF result in the redemption of units, based on the unit value next determined following QS's or the Manager's receipt of the withdrawal request. Unit values for each portfolio are determined daily. There are no distributions of net investment gains or net investment income to the portfolios' participants or beneficiaries. Withdrawals from SVP result in the redemption of units, based on the unit value determined on the date immediately preceding the date that a payment is made by CollegeInvest in satisfaction of a withdrawal request. Unit values for the Fund are determined daily. There are no distributions of net investment gains or net investment income to the participants or beneficiaries.

CollegInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

3. Disclosures About Fair Value of Assets and Liabilities:

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 (unadjusted) in active markets for an identical asset or liability that a government can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1, that are observable for an asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities, quoted prices for identical or similar assets or liabilities 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 for an asset or liability

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of fiduciary net position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30:

| Investments | 2017 | | | 2016 | | |
|--------------------------------|----------------|--|------------|----------------|--|------------|
| | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Exempt | Carrying Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Exempt |
| (\$ in thousands) | | | | | | |
| Stock Mutual Funds | \$ 3,803,016 | \$ 3,803,016 | \$ - | \$ 3,328,211 | \$ 3,328,211 | \$ - |
| Bond Mutual Funds | 2,679,107 | 2,679,107 | - | 2,422,923 | 2,422,923 | - |
| Guaranteed Investment Contract | 152,717 | - | 152,717 | 130,651 | - | 130,651 |
| Money Market Funds | 761,031 | 758,425 | 2,606 | 632,274 | 631,070 | 1,204 |
| Total | \$ 7,395,871 | \$ 7,240,548 | \$ 155,323 | \$ 6,514,059 | \$ 6,382,204 | \$ 131,855 |

Following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statements of fiduciary net position, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended June 30, 2017 and 2016.

CollegeInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

3. Disclosures About Fair Value of Assets and Liabilities (continued):

Investments

Where quoted market prices are available in an active market, securities are classified within Level I 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. CollegeInvest does not have any investments classified as Level 2 or 3.

4. Net Position:

All of the Funds' fiduciary net position of \$7.5 billion and \$6.6 billion as of June 30, 2017 and 2016, respectively, are net position held in trust on behalf of investors in the Funds.

5. Intraplan Administrative Fee Transfers:

CollegeInvest may receive an administrative fee at an annual rate of up to 0.99% of the average daily net assets of SVP, and up to 0.10% of the average daily net assets of SCF, DPF and SCCS. These fees are deducted monthly from each Fund and are used by CollegeInvest for the payment of administrative expenses incurred by CollegeInvest in connection with the operation of the Program in accordance with and as permitted by applicable law. From July 1, 2015 through June 30, 2017, the fee for SVP was 0.71%, 0.10% for SCCS, and 0.06% for SCF and DPF. SCF transferred \$228,000 and \$369,000 to DPF for the payment of expenses in excess of fees collected during fiscal years ended June 30, 2017 and 2016, respectively. Additionally, SCF transferred \$18,000 and \$31,000 to SCCS for the payment of expenses in excess of fees collected during the fiscal years ended June 30, 2017 and 2016, respectively. SCF transferred \$80,000 to SVP for the payment of expenses in excess of fees collected during the fiscal year ended June 30, 2017. During the fiscal year ended June 30, 2016, SVP transferred \$5,000 to SCF for fees collected in excess of expenses.

CollegelInvest
College Savings Program Funds
Notes To Financial Statements
June 30, 2017 and 2016

6. Capital Markets:

During the last several years, financial markets as a whole have incurred significant fluctuations in values. Because the values of individual investments fluctuate with market conditions, the amount of investment gains or losses that the Plan will recognize in its future financial statements, if any, cannot be determined.

7. Subsequent Events:

Effective August 4, 2017, MetLife, Inc.'s, renamed US Retail Business, Brighthouse Insurance Company formerly known as, Metropolitan Life Insurance Company of Connecticut, began distributing stock independently. There is no material change to the MetLife Agreement to provide guarantee on the principal and earnings of the Stable Value plus Fund.

SUPPLEMENTARY INFORMATION

CollegInvest
Scholars Choice Fund
Supplementary Schedule – Combining Schedule of Fiduciary Net Position
June 30, 2017
(Dollar amounts expressed in thousands)

| | Portfolio <u>1</u> | Portfolio <u>2</u> | Portfolio <u>3</u> | Portfolio <u>4</u> | Portfolio <u>5</u> | Portfolio <u>6</u> | Portfolio <u>7</u> |
|--|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| Investments, at fair value | \$ 395,523 | \$ 189,232 | \$ 297,537 | \$ 743,525 | \$ 660,039 | \$ 668,459 | \$ 339,319 |
| Receivable for portfolio units sold and investments sold | 605 | 170 | 272 | 1,212 | 1,233 | 1,329 | 564 |
| Due from plan managers | 20 | 9 | 15 | 36 | 33 | 33 | 17 |
| Due from Student Loan Program Funds | 668 | 319 | 499 | 1,255 | 1,115 | 1,130 | 573 |
| Total fiduciary assets | <u>396,816</u> | <u>189,730</u> | <u>298,323</u> | <u>746,028</u> | <u>662,420</u> | <u>670,951</u> | <u>340,473</u> |
| Accounts payable | 1 | - | 1 | 2 | 1 | 1 | 1 |
| Payable for portfolio units repurchased and investments purchased | 415 | 85 | 170 | 984 | 975 | 1,042 | 499 |
| Service and investment fees payable | 153 | 65 | 114 | 309 | 276 | 300 | 162 |
| Unearned revenue | 266 | 126 | 200 | 501 | 445 | 451 | 230 |
| Due to participants | 420 | 201 | 316 | 789 | 701 | 710 | 360 |
| Total liabilities | <u>1,255</u> | <u>477</u> | <u>801</u> | <u>2,585</u> | <u>2,398</u> | <u>2,504</u> | <u>1,252</u> |
| Total fiduciary net position, held in trust | <u>\$ 395,561</u> | <u>\$ 189,253</u> | <u>\$ 297,522</u> | <u>\$ 743,443</u> | <u>\$ 660,022</u> | <u>\$ 668,447</u> | <u>\$ 339,221</u> |

| <u>Fixed Income</u> | <u>Equity</u> | <u>Cash Reserve</u> | <u>U.S. Aggressive Equity Individual Fund Portfolio</u> | <u>U.S. Core Equity Individual Fund Portfolio</u> | <u>U.S. Small Cap Equity Individual Fund Portfolio</u> | <u>International Equity Individual Fund Portfolio</u> | <u>Global Fixed Income Individual Fund Portfolio</u> | <u>Total</u> |
|-------------------------|-------------------|-------------------------|---|---|--|---|--|---------------------|
| \$ 37,181 | \$ 623,016 | \$ 78,953 | \$ 21,155 | \$ 18,848 | \$ 5,659 | \$ 7,575 | \$ 4,247 | \$ 4,090,268 |
| 20 | 891 | 158 | 15 | 8 | 2 | 6 | 2 | 6,487 |
| 2 | 31 | 4 | 1 | 1 | - | - | - | 202 |
| 63 | 1,052 | 133 | 36 | 32 | 10 | 13 | 7 | 6,905 |
| <u>37,266</u> | <u>624,990</u> | <u>79,248</u> | <u>21,207</u> | <u>18,889</u> | <u>5,671</u> | <u>7,594</u> | <u>4,256</u> | <u>4,103,862</u> |
| - | 1 | - | - | - | - | - | - | 8 |
| 16 | 670 | 144 | 6 | 7 | 2 | 6 | 2 | 5,023 |
| 16 | 258 | 50 | 7 | 7 | 2 | 3 | 2 | 1,724 |
| 25 | 420 | 53 | 14 | 13 | 4 | 5 | 3 | 2,756 |
| 39 | 662 | 84 | 22 | 20 | 6 | 8 | 5 | 4,343 |
| <u>96</u> | <u>2,011</u> | <u>331</u> | <u>49</u> | <u>47</u> | <u>14</u> | <u>22</u> | <u>12</u> | <u>13,854</u> |
| <u>\$ 37,170</u> | <u>\$ 622,979</u> | <u>\$ 78,917</u> | <u>\$ 21,158</u> | <u>\$ 18,842</u> | <u>\$ 5,657</u> | <u>\$ 7,572</u> | <u>\$ 4,244</u> | <u>\$ 4,090,008</u> |

CollegInvest
Scholars Choice Fund
Supplementary Schedule – Combining Schedule of
Changes in Fiduciary Net Position
Year Ended June 30, 2017
(Dollar amounts expressed in thousands)

| | Portfolio 1 | Portfolio 2 | Portfolio 3 | Portfolio 4 | Portfolio 5 | Portfolio 6 | Portfolio 7 |
|--|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Additions: | | | | | | | |
| Gross earnings on investments: | | | | | | | |
| Interest and dividends | \$ 14,021 | \$ 7,181 | \$ 12,124 | \$ 28,627 | \$ 22,308 | \$ 16,408 | \$ 4,341 |
| Net realized and unrealized gains (losses) from securities transactions | 42,180 | 18,320 | 24,903 | 50,526 | 32,489 | 10,392 | (2,129) |
| | 56,201 | 25,501 | 37,027 | 79,153 | 54,797 | 26,800 | 2,212 |
| Less investment fees | (65) | (15) | (35) | (148) | (102) | (155) | (56) |
| Net investment earnings | 56,136 | 25,486 | 36,992 | 79,005 | 54,695 | 26,645 | 2,156 |
| Participant contributions | 69,891 | 30,375 | 37,721 | 66,577 | 49,198 | 44,448 | 23,067 |
| Fees | 44 | 21 | 33 | 83 | 74 | 75 | 40 |
| Total additions | 126,071 | 55,882 | 74,746 | 145,665 | 103,967 | 71,168 | 25,263 |
| Deductions: | | | | | | | |
| Benefits paid to participants and withdrawals | 24,423 | 4,057 | 6,087 | 46,140 | 13,685 | 65,925 | 121,664 |
| Service fees | 1,524 | 676 | 1,210 | 3,263 | 2,906 | 3,036 | 1,644 |
| Administrative fees | 219 | 108 | 174 | 431 | 384 | 368 | 188 |
| Marketing expenses | 44 | 21 | 33 | 83 | 74 | 75 | 40 |
| Reduced operating expenses | (92) | (44) | (70) | (174) | (154) | (156) | (80) |
| Total deductions | 26,118 | 4,818 | 7,434 | 49,743 | 16,895 | 69,248 | 123,456 |
| Portfolio exchanges, net | (46,125) | (32,004) | (54,395) | (53,681) | (42,436) | 88,282 | 135,269 |
| Change in fiduciary net position before transfers | 53,828 | 19,060 | 12,917 | 42,241 | 44,636 | 90,202 | 37,076 |
| Administrative fee transfer | (32) | (15) | (24) | (59) | (53) | (53) | (27) |
| Change in due to participants | (60) | (29) | (46) | (115) | (101) | (103) | (53) |
| Change in net position | 53,736 | 19,016 | 12,847 | 42,067 | 44,482 | 90,046 | 36,996 |
| Fiduciary net position, beginning of year | 341,825 | 170,237 | 284,675 | 701,376 | 615,540 | 578,401 | 302,225 |
| Fiduciary net position, end of year | \$ 395,561 | \$ 189,253 | \$ 297,522 | \$ 743,443 | \$ 660,022 | \$ 668,447 | \$ 339,221 |

| Fixed Income | Equity | Cash Reserve | U.S. Aggressive Equity Individual Fund Portfolio | U.S. Core Equity Individual Fund Portfolio | U.S. Small Cap Equity Individual Fund Portfolio | International Equity Individual Fund Portfolio | Global Fixed Income Individual Fund Portfolio | Total |
|-----------------|------------|-----------------|--|--|---|--|---|--------------|
| \$ 1,630 | \$ 21,086 | \$ 544 | \$ 753 | \$ 514 | \$ 289 | \$ 66 | \$ 81 | \$ 129,973 |
| (169) | 84,837 | - | 1,956 | 1,487 | 574 | 1,113 | 100 | 266,579 |
| 1,461 | 105,923 | 544 | 2,709 | 2,001 | 863 | 1,179 | 181 | 396,552 |
| (7) | (139) | (161) | (4) | (2) | (1) | (1) | - | (891) |
| 1,454 | 105,784 | 383 | 2,705 | 1,999 | 862 | 1,178 | 181 | 395,661 |
| 3,616 | 37,971 | 23,746 | 4,230 | 4,637 | 1,022 | 1,250 | 542 | 398,291 |
| 4 | 70 | 9 | 2 | 2 | 1 | 1 | 0 | 459 |
| 5,074 | 143,825 | 24,138 | 6,937 | 6,638 | 1,885 | 2,429 | 723 | 794,411 |
| 7,754 | 47,967 | 36,852 | 612 | 863 | 144 | 161 | 402 | 376,736 |
| 179 | 2,645 | 326 | 61 | 61 | 16 | 23 | 17 | 17,587 |
| 21 | 351 | 45 | 11 | 10 | 3 | 3 | 2 | 2,318 |
| 4 | 70 | 9 | 2 | 2 | 1 | 1 | 0 | 459 |
| (9) | (146) | (18) | (5) | (4) | (1) | (2) | (1) | (956) |
| 7,949 | 50,887 | 37,214 | 681 | 932 | 163 | 186 | 420 | 396,144 |
| 2,569 | (19,087) | 17,953 | 794 | 1,047 | 611 | 584 | 619 | - |
| (306) | 73,851 | 4,877 | 7,050 | 6,753 | 2,333 | 2,827 | 922 | 398,267 |
| (2) | (50) | (6) | (2) | (2) | - | (1) | - | (326) |
| (7) | (96) | (12) | (3) | (2) | (1) | (1) | (1) | (630) |
| (315) | 73,705 | 4,859 | 7,045 | 6,749 | 2,332 | 2,825 | 921 | 397,311 |
| 37,485 | 549,274 | 74,058 | 14,113 | 12,093 | 3,325 | 4,747 | 3,323 | 3,692,697 |
| \$ 37,170 | \$ 622,979 | \$ 78,917 | \$ 21,158 | \$ 18,842 | \$ 5,657 | \$ 7,572 | \$ 4,244 | \$ 4,090,008 |

CollegInvest
Scholars Choice Fund
Supplementary Schedule – Combining Schedule of Investments
June 30, 2017
(Dollar amounts expressed in thousands)

| | Portfolio 1 | Portfolio 2 | Portfolio 3 | Portfolio 4 | Portfolio 5 | Portfolio 6 | Portfolio 7 |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Underlying funds: | | | | | | | |
| Western Asset Core Plus Bond Portfolio | \$ 68,912 | \$ 51,823 | \$ 111,238 | \$ 243,281 | \$ 150,439 | \$ 102,039 | \$ - |
| Western Asset Institutional Government Reserves | 19,454 | - | - | - | 62,428 | 162,364 | 167,539 |
| Legg Mason BW Diversified Large Cap Value Fund | 68,223 | 27,795 | 36,121 | 74,059 | 66,786 | 47,250 | - |
| Western Asset Short-Term Bond Fund | - | - | - | 70,193 | 95,108 | 164,365 | 103,216 |
| QS U.S. Large Cap Equity Fund | 74,585 | 31,402 | 34,189 | 54,962 | 46,137 | - | - |
| ClearBridge Aggressive Growth Fund | 38,988 | 19,979 | 33,801 | 70,279 | 52,420 | 46,495 | - |
| WA Inflation Indexed Plus Bond Portfolio | - | - | - | 34,905 | 62,889 | 98,043 | 68,426 |
| ClearBridge Appreciation Fund | 28,821 | 7,483 | 9,995 | 35,498 | 44,937 | 47,558 | - |
| Thornburg International Value Fund | 28,252 | 11,033 | 13,413 | 24,735 | 5,288 | - | - |
| Templeton Foreign Fund Templeton Foreign Fund A* | 26,765 | 10,443 | 12,698 | 23,410 | 4,978 | - | - |
| QS Global Dividend Fund | - | 11,175 | 20,514 | 55,120 | 36,084 | - | - |
| Royce Pennsylvania Mutual Fund | 19,710 | 8,830 | 11,760 | 22,284 | 7,097 | - | - |
| ClearBridge Small Cap Growth Fund | 11,766 | 4,453 | 6,208 | 15,665 | 6,944 | - | - |
| Western Asset Global High Yield Bond Fund | 9,801 | 4,702 | 7,414 | 18,586 | 18,035 | - | - |
| Legg Mason BW Global Opportunities Bond Fund | - | - | - | - | - | - | - |
| Repurchase agreement | 246 | 114 | 186 | 548 | 469 | 345 | 138 |
| Total investments, at fair value | <u>\$ 395,523</u> | <u>\$ 189,232</u> | <u>\$ 297,537</u> | <u>\$ 743,525</u> | <u>\$ 660,039</u> | <u>\$ 668,459</u> | <u>\$ 339,319</u> |

| Fixed Income | Equity | Cash Reserve | U.S. Aggressive Equity Individual Fund Portfolio | U.S. Core Equity Individual Fund Portfolio | U.S. Small Cap Equity Individual Fund Portfolio | International Equity Individual Fund Portfolio | Global Fixed Income Individual Fund Portfolio | Total |
|------------------|-------------------|------------------|--|--|---|--|---|---------------------|
| \$ 29,850 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 757,582 |
| - | 30,609 | 78,894 | - | - | - | - | - | 521,288 |
| - | 136,049 | - | - | - | - | - | - | 456,283 |
| - | - | - | - | - | - | - | - | 432,882 |
| - | 145,045 | - | - | - | - | - | - | 386,320 |
| - | 62,415 | - | 21,155 | - | - | - | - | 345,532 |
| 5,425 | - | - | - | - | - | - | - | 269,688 |
| - | 72,793 | - | - | 18,848 | - | - | - | 265,933 |
| - | 57,662 | - | - | - | - | 7,575 | - | 147,958 |
| - | 54,607 | - | - | - | - | - | - | 132,901 |
| - | - | - | - | - | - | - | - | 122,893 |
| - | 30,372 | - | - | - | 5,659 | - | - | 105,712 |
| - | 33,118 | - | - | - | - | - | - | 78,154 |
| 1,857 | - | - | - | - | - | - | - | 60,395 |
| - | - | - | - | - | - | - | 4,247 | 4,247 |
| 49 | 346 | 59 | - | - | - | - | - | 2,500 |
| <u>\$ 37,181</u> | <u>\$ 623,016</u> | <u>\$ 78,953</u> | <u>\$ 21,155</u> | <u>\$ 18,848</u> | <u>\$ 5,659</u> | <u>\$ 7,575</u> | <u>\$ 4,247</u> | <u>\$ 4,090,268</u> |

CollegInvest
Direct Portfolio Fund
Supplementary Schedule – Combining Schedule of Fiduciary Net Position
June 30, 2017
(Dollar amounts expressed in thousands)

| | Aggressive Growth | Growth | Moderate Growth | Conservative Growth | Income | Stock Index | Bond Index | Money Market | Total |
|---|----------------------|-------------------|--------------------|------------------------|-------------------|-------------------|------------------|-------------------|---------------------|
| Fiduciary assets: | | | | | | | | | |
| Investments, at fair value | \$ 543,701 | \$ 561,070 | \$ 632,771 | \$ 481,802 | \$ 388,698 | \$ 356,799 | \$ 48,494 | \$ 139,551 | \$ 3,152,886 |
| Interest receivable | - | 258 | 576 | 660 | 455 | - | 101 | 93 | 2,143 |
| Due from plan managers | 26 | 28 | 31 | 26 | 19 | 16 | 3 | 7 | 156 |
| Due from Student Loan Program Funds | 224 | 243 | 264 | 222 | 167 | 138 | 23 | 60 | 1,341 |
| Total fiduciary assets | <u>543,951</u> | <u>561,599</u> | <u>633,642</u> | <u>482,710</u> | <u>389,339</u> | <u>356,953</u> | <u>48,621</u> | <u>139,711</u> | <u>3,156,526</u> |
| Liabilities: | | | | | | | | | |
| Accounts payable | 1 | 1 | 1 | 1 | 1 | - | - | - | 5 |
| Service and investment fees payable | 144 | 151 | 171 | 130 | 98 | 100 | 13 | 29 | 836 |
| Unearned revenue | 249 | 270 | 293 | 246 | 186 | 154 | 26 | 67 | 1,491 |
| Total liabilities | <u>394</u> | <u>422</u> | <u>465</u> | <u>377</u> | <u>285</u> | <u>254</u> | <u>39</u> | <u>96</u> | <u>2,332</u> |
| Total fiduciary net position, held in trust | <u>\$ 543,557</u> | <u>\$ 561,177</u> | <u>\$ 633,177</u> | <u>\$ 482,333</u> | <u>\$ 389,054</u> | <u>\$ 356,699</u> | <u>\$ 48,582</u> | <u>\$ 139,615</u> | <u>\$ 3,154,194</u> |

CollegInvest
Direct Portfolio Fund
Supplementary Schedule – Combining Schedule of Changes in Fiduciary Net Position
June 30, 2017
(Dollar amounts expressed in thousands)

| | Aggressive Growth | Growth | Moderate Growth | Conservative Growth | Income | Stock Index | Bond Index | Money Market | Total |
|--|----------------------|-------------------|--------------------|------------------------|-------------------|-------------------|------------------|-------------------|---------------------|
| Additions: | | | | | | | | | |
| Gross earnings on investments: | | | | | | | | | |
| Dividends | \$ 14,175 | \$ 14,293 | \$ 15,185 | \$ 11,523 | \$ 5,837 | \$ 8,995 | \$ 1,181 | \$ 798 | \$ 71,987 |
| Net realized and unrealized gains (losses) from securities transactions | 71,861 | 53,943 | 34,910 | 7,568 | (5,743) | 44,080 | (1,360) | - | 205,259 |
| | 86,036 | 68,236 | 50,095 | 19,091 | 94 | 53,075 | (179) | 798 | 277,246 |
| Less investment fees | (171) | (174) | (185) | (142) | (186) | (63) | (13) | (141) | (1,075) |
| Net investment earnings (losses) | 85,865 | 68,062 | 49,910 | 18,949 | (92) | 53,012 | (192) | 657 | 276,171 |
| Participant contributions | 79,517 | 81,397 | 76,048 | 51,446 | 50,879 | 42,216 | 6,207 | 33,532 | 421,242 |
| Fees | 120 | 130 | 140 | 119 | 89 | 74 | 13 | 32 | 717 |
| Total additions | 165,502 | 149,589 | 126,098 | 70,514 | 50,876 | 95,302 | 6,028 | 34,221 | 698,130 |
| Deductions: | | | | | | | | | |
| Benefits paid to participants and withdrawals | 16,722 | 15,285 | 16,390 | 21,525 | 83,802 | 18,571 | 5,341 | 46,662 | 224,298 |
| Service fees | 1,327 | 1,409 | 1,568 | 1,255 | 893 | 896 | 127 | 255 | 7,730 |
| Administrative fees | 295 | 312 | 344 | 275 | 212 | 189 | 28 | 78 | 1,733 |
| Marketing expenses | 120 | 130 | 140 | 119 | 89 | 74 | 13 | 32 | 717 |
| Excess operating expenses | 38 | 41 | 45 | 38 | 28 | 23 | 5 | 10 | 228 |
| Total deductions | 18,502 | 17,177 | 18,487 | 23,212 | 85,024 | 19,753 | 5,514 | 47,037 | 234,706 |
| Portfolio exchanges, net | (54,371) | (57,940) | (4,204) | (9,641) | 87,701 | 4,126 | 1,958 | 32,371 | - |
| Change in fiduciary net position before transfers | 92,629 | 74,472 | 103,407 | 37,661 | 53,553 | 79,675 | 2,472 | 19,555 | 463,424 |
| Intraplan administrative fee transfer | 38 | 41 | 45 | 38 | 28 | 23 | 5 | 10 | 228 |
| Change in net position | 92,667 | 74,513 | 103,452 | 37,699 | 53,581 | 79,698 | 2,477 | 19,565 | 463,652 |
| Fiduciary net position, beginning of year | 450,890 | 486,664 | 529,725 | 444,634 | 335,473 | 277,001 | 46,105 | 120,050 | 2,690,542 |
| Fiduciary net position, end of year | <u>\$ 543,557</u> | <u>\$ 561,177</u> | <u>\$ 633,177</u> | <u>\$ 482,333</u> | <u>\$ 389,054</u> | <u>\$ 356,699</u> | <u>\$ 48,582</u> | <u>\$ 139,615</u> | <u>\$ 3,154,194</u> |

CollegeInvest
Direct Portfolio Fund
Supplementary Schedule – Combining Schedule of Investments
June 30, 2017
(Dollar amounts expressed in thousands)

| | Aggressive Growth | Growth | Moderate Growth | Conservative Growth | Income | Stock Index | Bond Index | Money Market | Total |
|--|----------------------|-------------------|--------------------|------------------------|-------------------|-------------------|------------------|-------------------|---------------------|
| Underlying funds: | | | | | | | | | |
| Vanguard Institutional Total Stock Market Index Fund Institutional Plus Shares | \$ 380,103 | \$ 294,365 | \$ 221,806 | \$ 84,816 | \$ - | \$ 356,627 | \$ - | \$ - | \$ 1,337,717 |
| Vanguard Total Bond Market II Index Fund Institutional Shares | - | 111,955 | 251,743 | 288,372 | 163,133 | - | - | - | 815,203 |
| Vanguard Total International Stock Index Fund Institutional Plus Shares | 163,864 | 126,750 | 96,086 | 36,913 | - | - | - | - | 423,613 |
| Vanguard Total International Bond Index Fund Institutional Shares | - | 27,905 | 62,702 | 71,787 | 58,023 | - | - | - | 220,417 |
| Vanguard Short-Term Inflation-Protected Securities Index Fund Institutional Shares | - | - | - | - | 70,197 | - | - | - | 70,197 |
| Vanguard Total Bond Market Index Fund Institutional Plus Shares | - | - | - | - | - | - | 48,496 | - | 48,496 |
| Vanguard Federal Money Market Fund Investor Shares | - | - | - | - | 97,506 | - | - | 139,631 | 237,137 |
| Vanguard Cash Management Trust | (266) | 95 | 434 | (86) | (161) | 172 | (2) | (80) | 106 |
| Total investments, at fair value | <u>\$ 543,701</u> | <u>\$ 561,070</u> | <u>\$ 632,771</u> | <u>\$ 481,802</u> | <u>\$ 388,698</u> | <u>\$ 356,799</u> | <u>\$ 48,494</u> | <u>\$ 139,551</u> | <u>\$ 3,152,886</u> |

**CollegInvest
Smart Choice Fund**

Supplementary Schedule – Combining Schedule of Fiduciary Net Position

June 30, 2017

(Dollar amounts expressed in thousands)

| | Money Market Savings | One Year Savings | Total |
|---|----------------------------|------------------------|-----------|
| Fiduciary assets: | | | |
| Cash and cash equivalents | \$ 25,105 | \$ 29,252 | \$ 54,357 |
| Due from plan manager | 2 | 3 | 5 |
| Due to Student Loan Program Funds | (2) | (3) | (5) |
| Total fiduciary assets | 25,105 | 29,252 | 54,357 |
| Total fiduciary net position, held in trust | \$ 25,105 | \$ 29,252 | \$ 54,357 |

CollegInvest
Smart Choice Fund
Supplementary Schedule – Combining Schedule of
Changes in Fiduciary Net Position
Year Ended June 30, 2017
(Dollar amounts expressed in thousands)

| | Money Market Savings | One Year Savings | Total |
|---|-------------------------|---------------------|-----------|
| Additions: | | | |
| Gross earnings on investments: | | | |
| Interest | \$ 22 | \$ 42 | \$ 64 |
| Net investment earnings | 22 | 42 | 64 |
| Participant contributions | 35,066 | 9,120 | 44,186 |
| Fees | 22 | 28 | 50 |
| Total additions | 35,110 | 9,190 | 44,300 |
| Deductions: | | | |
| Benefits paid to participants and withdrawals | 33,262 | 3,699 | 36,961 |
| Administrative fees | 22 | 28 | 50 |
| Excess operating expenses | 8 | 10 | 18 |
| Total deductions | 33,292 | 3,737 | 37,029 |
| Portfolio exchanges, net | 2,212 | (2,212) | - |
| Net change in fiduciary net position before transfers | 4,030 | 3,241 | 7,271 |
| Intraplan administrative fee transfer | 8 | 10 | 18 |
| Change in net position | 4,038 | 3,251 | 7,289 |
| Fiduciary net position, beginning of year | 21,067 | 26,001 | 47,068 |
| Fiduciary net position, end of year | \$ 25,105 | \$ 29,252 | \$ 54,357 |

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 Legislative Audit Committee:

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 each fiduciary fund of CollegeInvest (a division of the Department of Higher Education, State of Colorado) College Savings Program Funds (the Funds), as of and for the year ended June 30, 2017, and the related notes to the basic financial statements, which collectively comprise the Fund's basic financial statements, and have issued our report thereon dated November 20, 2017, which contained a paragraph emphasizing a matter regarding the financial statements.

Internal Control Over Financial Reporting

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Fund'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 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 Fund'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 Funds' internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BKD, LLP

Denver, Colorado
November 20, 2017

Independent Auditors' Communication to Legislative Audit Committee

Members of the Legislative Audit Committee

As part of our audit of the financial statements of CollegeInvest College Savings Program Funds (the Funds) as of and for the year ended June 30, 2017, we wish to communicate the following to you.

Auditor's Responsibility Under 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

An audit performed 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 is designed to obtain reasonable, rather than absolute, assurance about the financial statements. In performing auditing procedures, we establish scopes of audit tests in relation to the financial statements taken as a whole. Our engagement does not include a detailed audit of every transaction. Our engagement letter more specifically describes our responsibilities.

These standards require communication of significant matters related to the financial statement audit that are relevant to the responsibilities of those charged with governance in overseeing the financial reporting process. Such matters are communicated in the remainder of this letter or have previously been communicated during other phases of the audit. The standards do not require the auditor to design procedures for the purpose of identifying other matters to be communicated with those charged with governance.

An audit of the financial statements does not relieve management or those charged with governance of their responsibilities.

Qualitative Aspects of Significant Accounting Policies and Practices

Significant Accounting Policies

Each Fund's significant accounting policies are described in Note 1 of the audited financial statements.

Alternative Accounting Treatments

We had discussions with management regarding alternative accounting treatments within accounting principles generally accepted in the United States of America for policies and practices for material items, including recognition, measurement and disclosure considerations related to the accounting for specific transactions as well as general accounting policies, as follows:

- No matters are reportable

Management Judgments and Accounting Estimates

Accounting estimates are an integral part of financial statement preparation by management, based on its judgments. The valuation of securities involves a significant area of such estimates for which we are prepared to discuss management's estimation process and our procedures for testing the reasonableness of those estimates.

Financial Statement Disclosures

The following area involves particularly sensitive financial statement disclosures for which we are prepared to discuss the issues involved and related judgments made in formulating those disclosures:

- Fair value disclosures

Audit Adjustments

During the course of any audit, an auditor may propose adjustments to financial statement amounts. Management evaluates our proposals and records those adjustments which, in its judgment, are required to prevent the financial statements from being materially misstated. Some adjustments proposed were not recorded because their aggregate effect is not currently material; however, they involve areas in which adjustments in the future could be material, individually or in the aggregate.

Areas in which adjustments were proposed include:

Proposed Audit Adjustments Recorded

- No matters are reportable

Proposed Audit Adjustments Not Recorded

- No matters are reportable

Auditor's Judgments About the Quality of Each Funds' Accounting Principles

During the course of the audit, we made the following observations regarding the Funds' application of accounting principles:

- No matters are reportable

Disagreements with Management

The following matters involved disagreements which if not satisfactorily resolved would have caused a modified auditor's opinion on the financial statements:

- No matters are reportable

Consultation with Other Accountants

During our audit, we became aware that management had consulted with other accountants about the following auditing or accounting matters:

- No matters are reportable

Significant Issues Discussed with Management

Prior to Retention

During our discussion with management prior to our engagement, the following issues regarding application of accounting principles or auditing standards were discussed:

- No matters are reportable

During the Audit Process

During the audit process, the following issues were discussed or were the subject of correspondence with management:

- No matters are reportable

Difficulties Encountered in Performing the Audit

Our audit requires cooperative effort between management and the audit team. During our audit, we found significant difficulties in working effectively on the following matters:

- No matters are reportable

Other Material Written Communications

Listed below is another material written communication between management and us related to the audit:

- Management representation letter

This letter is intended solely for the information and use of the Legislative Audit Committee, Office of the State Auditor, management and others within the Funds and is not intended to be and should not be used by anyone other than these specified parties. However, upon release by the Legislative Audit Committee, this report is a public document.

BKD, LLP

November 20, 2017