



**ANNUAL REPORT**  
**June 30, 2019**



Program Administrator



Merrill Lynch, Pierce, Fenner & Smith Incorporated,  
Program Manager

**Requests for Information**

Questions concerning any of the information provided in this annual report or requests for additional information concerning NextGen 529 should be addressed to: \*

**Finance Authority of Maine – FAME**

5 Community Drive  
P.O. Box 949  
Augusta, ME 04332-0949  
(800) 228-3734  
NextGenforME.com

**Merrill**

P.O. Box 1518  
Pennington, NJ 08534-1518  
Attn: Program Manager, NextGen 529  
(888) 654-6837



Dear Investor:

Enclosed is the Annual Report of NextGen 529 for the fiscal year July 1, 2018 through June 30, 2019. The report provides information on the composition and performance of all the NextGen 529 Portfolios through the period ended June 30, 2019.

The goal of providing a higher education is well worth pursuing, but financing requires planning. After housing, for many families higher education may be the single largest expense they will ever incur. That's why NextGen 529 provides participants with a broad range of investment choices designed to meet the differing needs of families investing for education.

A little planning today will go a long way toward providing the gift of higher education. With NextGen 529, you can help your student succeed.

Sincerely,

Bruce E. Wagner  
Chief Executive Officer  
Finance Authority of Maine

Richard J. Polimeni  
Director  
Bank of America



Program Administrator



Merrill Lynch, Pierce, Fenner & Smith Incorporated,  
Program Manager

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## **Independent Auditor's Report**

The Board of Directors  
Finance Authority of Maine  
Augusta, Maine

### **Report on the Basic Financial Statements**

We have audited the accompanying statement of fiduciary net position and statement of changes in fiduciary position of the Maine Education Savings Program, also known as NextGen or NextGen 529 (the "Program"), as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Program's basic financial statements.

### **Management's Responsibility**

Management is responsible for the preparation and fair presentation of the basic 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 basic financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the basic financial statements. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the basic 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 basic 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 reasonableness of significant estimates made by management, as well as evaluating the overall presentation of the basic financial statements.

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

### **Opinion**

In our opinion, the basic financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Program as of June 30, 2019, and the changes in fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Emphasis of Matter**

As disclosed in Note 1 to the financial statements, the Program is a private purpose trust fund of the Finance Authority of Maine ("FAME"). The accompanying basic financial statements present only the balances and transactions attributable to the Program and do not purport to, and do not, present fairly the fiduciary net position or changes in fiduciary net position of any other fiduciary or other funds administered by FAME, as of and for the year ended June 30, 2019. Our opinion is not modified with respect to this matter.

### **Other Matters**

#### *Required Supplementary Information*

Accounting principles generally accepted in the United States of America require that management's discussion and analysis on pages 4 through 6 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, as it is considered 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 information presented in management's discussion and analysis in accordance with audit procedures generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information in management's discussion and analysis because the limited procedures we perform do not provide us with sufficient evidence to express an opinion or provide any assurance.

### **Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated October 7, 2019, on our consideration of the Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Program's internal control over financial reporting and compliance.

*Landmark PLLC*  
Certified Public Accountants

October 7, 2019  
Little Rock, Arkansas



**Management's Discussion and Analysis**  
(Unaudited)

## NextGen 529™

### Management's Discussion and Analysis (Unaudited)

June 30, 2019

Management of the Maine Education Savings Program, also known as NextGen or NextGen 529 (the "Program"), offers this discussion and analysis of the Program's financial performance for the fiscal year ended June 30, 2019. This discussion and analysis is intended to provide a highly summarized overview of the Program's assets, liabilities, fiduciary net position and changes in fiduciary net position and should be considered in conjunction with the Program's Financial Statements and the detailed disclosures contained in the Notes to Financial Statements. In addition, readers may also find useful the Combining Statements of Fiduciary Net Position and Changes in Fiduciary Net Position on pages 33 through 68 that provide additional information relevant to each of the investment options (the "Portfolios") offered to participants under the Program.

### The Portfolios

The Program offers a variety of investment options in two separate series - the Client Direct Series and the Client Select Series. Each series offers a different menu of Portfolios, which generally invest in either a single mutual or exchange-traded fund, or a combination of mutual or exchange-traded funds. Certain Portfolios also invest in a bank deposit product, a guaranteed interest account and/or highly liquid debt securities. Each series has its own expense structure, and the expenses of individual Portfolios will also vary. The Client Direct Series is distributed by the Finance Authority of Maine ("FAME") and online through Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"), the Program Manager, while the Client Select Series is available exclusively through financial advisors. Participants in the Program provide instructions for the investment of contributions to purchase units of specific Portfolio(s). At June 30, 2019, the Program Portfolios are as follows:

Client Direct Series Only	
BlackRock Portfolios	
BlackRock Balanced Portfolio	
BlackRock Equity Index Portfolio	
iShares Balanced Portfolio*	
Client Select Series Only	
<b>American Century Portfolio</b>	<b>Lord Abbett Portfolio</b>
American Century Inflation-Adjusted Bond Portfolio	Lord Abbett Total Return Portfolio
<b>BlackRock Portfolios</b>	<b>MainStay Portfolio</b>
BlackRock 75% Equity Portfolio	MainStay Large Cap Growth Portfolio
BlackRock Equity Dividend Portfolio	
BlackRock Global Allocation Portfolio	<b>MFS Portfolios</b>
BlackRock Advantage Large Cap Core Portfolio	MFS Age-Based Diversified Portfolios
BlackRock Advantage Large Cap Growth Portfolio	MFS Conservative Mixed Asset Portfolio
iShares Core Conservative Allocation Portfolio	MFS Equity Portfolio
iShares Core Growth Allocation Portfolio	MFS Fixed Income Portfolio
iShares Core Moderate Allocation Portfolio*	MFS Research International Portfolio
	MFS Value Portfolio
<b>Franklin Templeton Portfolios</b>	
Franklin Templeton Age-Based Diversified Portfolios	<b>Neuberger Berman Portfolio</b>
Franklin Templeton Global Bond Portfolio	Neuberger Berman International Equity Portfolio
Franklin Templeton Mutual Shares Portfolio	
Franklin Templeton Small Cap Value Portfolio	
Franklin Templeton Small-Mid Cap Growth Portfolio	
Franklin Templeton Balanced Portfolio	
Franklin Templeton Growth and Income Portfolio	
Franklin Templeton Growth Portfolio	
Client Direct Series and Client Select Series	
BlackRock Portfolios	
BlackRock Age-Based Diversified Portfolios	
BlackRock 100% Equity Portfolio	
BlackRock Fixed Income Portfolio	
iShares Age-Based Diversified Portfolios	
iShares Diversified Equity Portfolio	
iShares Diversified Fixed Income Portfolio	
<b>Principal Plus Portfolio</b>	
<b>NextGen Savings Portfolio</b>	

\*The iShares Balanced Portfolio in the Client Direct Series and the iShares Core Moderate Allocation Portfolio in the Client Select Series invest in the same underlying exchange-traded fund, the iShares Core Moderate Allocation ETF.

**Financial Highlights**

At June 30, 2019, the Program's fiduciary net position totaled \$10,709,445,093, an increase of \$616,081,587, or 6.10%, above fiduciary net position at June 30, 2018.

During the year ended June 30, 2019, contributions to the Program totaled \$1,077,138,650, and withdrawals totaled \$1,000,292,377. During the year ended June 30, 2018, contributions to the Program totaled \$1,058,540,827, and withdrawals totaled \$964,035,164.

For the year ended June 30, 2019, net investment income totaled \$569,344,471, a decrease of \$15,477,847 from the net investment income amount earned during the year ended June 30, 2018, which was \$584,822,318. The decrease in net investment income from the prior year was primarily attributable to a reduction in the net appreciation in the value of the Program's investments from \$159,688,157 during the year ended June 30, 2018 to \$142,942,930 during the year ended June 30, 2019. For the year ended June 30, 2019, the net appreciation in the value of investments consists of net unrealized gains of \$242,145,996 and net realized losses of \$99,203,066. For the year ended June 30, 2018, net appreciation in the value of investments consisted of net unrealized gains of \$465,983,559 and net realized losses of \$306,295,402. Dividends and interest income remained fairly consistent from 2018 to 2019, increasing from \$425,134,161 for the year ended June 30, 2018 to \$426,401,541 for the year ended June 30, 2019.

**Overview of the Basic Financial Statements**

The Program's Basic Financial Statements are composed of the Statement of Fiduciary Net Position, the Statement of Changes in Fiduciary Net Position and the related Notes to Financial Statements.

The Statement of Fiduciary Net Position presents information on the Program's assets and liabilities, with the difference between them representing fiduciary net position held for participants and their beneficiaries. The Statement of Changes in Fiduciary Net Position provides information summarizing additions to and deductions from fiduciary net position that occurred during the year, including contributions, withdrawals, net investment income and expenses. The Notes to Financial Statements provide additional explanatory information about the amounts presented in the Statement of Fiduciary Net Position and Statement of Changes in Fiduciary Net Position.

The Program is included in FAME's financial statements as a private purpose trust fund. A private purpose trust fund is a type of fiduciary fund that is used to report assets that are held by a governmental entity in a trust or agency capacity for others and cannot be used to support the government's programs or operations. Assets can only be used to satisfy withdrawal requests made by Program participants, payment of administrative expenses and other purposes as expressly permitted under Maine law.

The Program's Basic Financial Statements are prepared in accordance with the accounting and financial reporting standards for governmental entities set forth by the Governmental Accounting Standards Board. Amounts are reported using the accrual basis of accounting. Mutual funds and exchange-traded funds are reported at fair value, and the guaranteed interest account is reported at contract value. All investment transactions are recorded on a trade date basis. Changes in investment value, along with realized gains and losses, dividends, capital gain distributions and interest, are reported as "net investment income (loss)" on the Statement of Changes in Fiduciary Net Position. Contributions and withdrawals are recognized on the trade date. Expenses and liabilities are recognized when incurred. All changes in fiduciary net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flow. Thus, revenues and expenses are reported for some items that will result in cash flows in future fiscal years.

**NextGen 529™**

## Management's Discussion and Analysis (Unaudited)

June 30, 2019

**Financial Analysis**Fiduciary Net Position

To begin the financial analysis, a summary of the Program's assets and liabilities as of June 30, 2019 and June 30, 2018 is presented below:

	June 30, 2019	June 30, 2018
Total Assets	\$ 10,740,900,997	\$ 10,124,525,448
Total Liabilities	<u>31,455,904</u>	<u>31,161,942</u>
Fiduciary Net Position	<u>\$ 10,709,445,093</u>	<u>\$ 10,093,363,506</u>

The condensed financial information above is meant to provide a snapshot of the overall financial position of the Program as of the dates presented.

Fiduciary net position represents the cumulative total of contributions into the Program since inception, increased (decreased) by net investment income (or losses), and decreased by withdrawals and fees and expenses, all of which is held for the benefit of participants and their beneficiaries.

Investments represent \$10,711,873,438 and \$10,095,830,955 of the Program's total assets at June 30, 2019 and 2018, respectively. Other assets, which total \$29,027,559 at June 30, 2019, and \$28,694,493 at June 30, 2018, include cash that has not yet been invested or distributed in accordance with participant instructions, accrued investment income and receivables from proceeds from underlying investment sales transactions. Liabilities, which totaled \$31,455,904 at June 30, 2019 and \$31,161,942 at June 30, 2018, include accrued fees and expenses, withdrawals payable and payables for underlying investment purchase transactions.

Changes in Fiduciary Net Position

The following summarizes the changes in fiduciary net position during the years ended June 30, 2019 and June 30, 2018:

	Year Ended June 30, 2019	Year Ended June 30, 2018
<b>Additions</b>		
Contributions	\$ 1,077,138,650	\$ 1,058,540,827
Net Investment Income	<u>569,344,471</u>	<u>584,822,318</u>
<b>Total Additions</b>	<u>1,646,483,121</u>	<u>1,643,363,145</u>
<b>Deductions</b>		
Withdrawals	1,000,292,377	964,035,164
Fees and Expenses	<u>30,109,157</u>	<u>33,326,973</u>
<b>Total Deductions</b>	<u>1,030,401,534</u>	<u>997,362,137</u>
<b>Net Increase</b>	616,081,587	646,001,008
<b>Fiduciary Net Position, Beginning of Year</b>	<u>10,093,363,506</u>	<u>9,447,362,498</u>
<b>Fiduciary Net Position, End of Year</b>	<u>\$ 10,709,445,093</u>	<u>\$ 10,093,363,506</u>

During 2019, the Program's net position increased by 6.10% from the June 30, 2018 balance. This overall increase was attributable to net investment income, contributions in excess of withdrawals and a decrease in fees and expenses.



## **Basic Financial Statements**

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**NextGen 529™**Statement of Fiduciary Net Position  
June 30, 2019

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**ASSETS**

Investments	\$ 10,711,873,438
Cash and cash equivalents	20,409,485
Receivable for securities sold	8,530,667
Accrued investment income	87,407

<b>Total Assets</b>	<u>10,740,900,997</u>
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**LIABILITIES**

Payable for securities purchased	7,755,983
Withdrawals payable	21,184,172
Payable for accrued fees and expenses	2,515,749

<b>Total Liabilities</b>	<u>31,455,904</u>
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<b>FIDUCIARY NET POSITION</b>	<u>\$ 10,709,445,093</u>
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**NextGen 529™**Statement of Changes in Fiduciary Net Position  
For the Year Ended June 30, 2019

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**ADDITIONS**

Contributions	\$ 1,077,138,650
Investment income:	
Dividends and interest	426,401,541
Net appreciation in value of investments	142,942,930
Net investment income	569,344,471

<b>Total Additions</b>	<u>1,646,483,121</u>
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**DEDUCTIONS**

Withdrawals	1,000,292,377
Fees and expenses:	
Management fees	21,997,209
Maine administration fees	8,111,948
Total fees and expenses	30,109,157

<b>Total Deductions</b>	<u>1,030,401,534</u>
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<b>NET INCREASE</b>	616,081,587
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<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<u>10,093,363,506</u>
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<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<u>\$ 10,709,445,093</u>
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See accompanying notes to financial statements.

**NOTE 1: ORGANIZATION AND OPERATIONS****(a) General**

The Maine Education Savings Program, also known as NextGen or NextGen 529 (the "Program"), was established in accordance with Chapter 417-E of Title 20-A of the Maine Revised Statutes Annotated of 1964, as amended (the "Act"). The Program is designed to comply with the requirements for treatment as a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended. The Act authorizes the Finance Authority of Maine ("FAME") to administer the Program and the corresponding Program Fund (the "Program Fund"). The Program Fund is held by FAME, and is invested under the direction of and with the advice of the Advisory Committee on Education Savings (the "Committee"). The Committee consists of eight members, and the chair is appointed by the chair of FAME's Board of Directors.

The Program offers a variety of investment options to participants through two separate series - the Client Select Series and the Client Direct Series. The Client Select Series is available exclusively through financial advisors, and the Client Direct Series is distributed by FAME and through the Program's internet website. Each series offers investment portfolio options from which participants may choose (each, a "Portfolio" and collectively, the "Portfolios"). Each series has its own expense structure, and the expenses of each Portfolio may vary. Each Portfolio invests in one or more underlying investments approved for that Portfolio. Accounting policies relevant to the Program's investments are described in Note 2. Details about the Program's investments are included in Note 4, as well as the Program Description and Participation Agreement applicable to each series for the period, both of which are dated October 30, 2017, as supplemented on March 12, 2018 and April 24, 2018, as restated on September 24, 2018, and as supplemented on April 22, 2019 and June 17, 2019.

The Program Fund is a fiduciary fund of FAME and is included in FAME's financial statements as a private purpose trust fund. Fiduciary funds are used to report assets that are held in a trust or agency capacity for others and therefore cannot be used to support a governmental entity's operations or other programs. A private purpose trust fund is a type of fiduciary fund used to report certain trust arrangements under which principal and income benefit individuals, private organizations or other governments. These financial statements and related notes present balances and transactions attributable to the Portfolios within the Program Fund and do not include any balances or transactions attributable to FAME or any other fiduciary or other funds administered by FAME. FAME incurs personnel costs and other expenses in providing administrative oversight with respect to the Program, and these costs and expenses are not reported in the Program's Basic Financial Statements.

**(b) Administration**

FAME has selected Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"), an indirect wholly-owned subsidiary of Bank of America Corporation ("Bank of America"), to act as the Program Manager pursuant to the Program Management Agreement ("Management Agreement") among FAME, Merrill and Financial Data Services, LLC ("FDS"), also an indirect wholly-owned subsidiary of Bank of America, which serves as Portfolio Servicing Agent for the Program. The Management Agreement provides that Merrill and FDS are responsible for providing certain administrative, recordkeeping and investment and marketing services for the Program. The Management Agreement also provides that Merrill and FDS receive a Management Fee and a Portfolio Servicing Fee, respectively, for such services, as described in more detail in Note 3. Transfer agent, audit, printing, legal and other expenses and personnel costs incurred by Merrill related to management of the Program are paid by Merrill out of its Management Fee and are not reported in the Program's Basic Financial Statements. Merrill and FDS may subcontract fund accounting or custody services to a Program Accounting Agent. The Program Accounting Agent is Bank of America, N.A., an indirect wholly-owned subsidiary of Bank of America.

Also pursuant to the Management Agreement, Merrill may propose to FAME that investment options be offered through the Program by registered investment advisors ("Sub-Advisors"). The Sub-Advisors approved by FAME as of June 30, 2019 are American Century Investment Management, Inc. ("American Century"), BlackRock Investment Management, LLC ("BlackRock"), Franklin Templeton Investments ("Franklin Templeton"), Lord Abbett & Co. LLC ("Lord Abbett"), Massachusetts Financial Services Company ("MFS"), Neuberger Berman LLC ("Neuberger Berman") and New York Life Investment Management LLC ("MainStay").

FAME contracts with Meketa Investment Group, Inc. (formerly known as Pension Consulting Alliance, LLC) to provide independent investment consulting services to the Program.

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES****(a) Basis of Accounting**

In accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") applicable to fiduciary fund types prescribed by the Governmental Accounting Standards Board ("GASB"), the Program's basic financial statements are prepared using the flow of economic resources measurement focus and accrual basis of accounting.

**(b) Investments**

The Program's investments are generally measured at fair value, except as described in the paragraphs that follow. Accounting standards categorize fair value measurements according to a hierarchy that is based on the valuation inputs that are used to measure fair value. Level 1 inputs are quoted prices for identical assets in active markets that can be accessed at the measurement date. Level 2 inputs are inputs other than quoted prices that are observable for an asset, either directly or indirectly. Level 3 inputs are unobservable.

Most of the Portfolios invest directly in mutual funds. The mutual funds are reported at fair value, determined based on the net asset value per share as of the close of the New York Stock Exchange ("NYSE") on the reporting date (Level 1 inputs). Net realized and unrealized gains and losses are included in "net appreciation (depreciation) in value of investments" on the Statement of Changes in Fiduciary Net Position. Purchases and sales are recorded on a trade date basis. Dividend and capital gain distributions are recorded on the ex-dividend date.

The iShares Portfolios invest in units of participation in a series of "Master Trusts." The underlying assets of the Master Trusts include exchange-traded funds ("ETFs") and cash. Each iShares Portfolio's investment in a Master Trust is reported at net asset value per unit, which is determined based on the fair value of the ETF, plus cash, plus accrued dividends and other assets, less any liabilities, divided by the total number of units outstanding. The fair values of the ETFs are determined based on market prices as of the close of the NYSE on the reporting date (Level 1 inputs). Purchases and sales of units of the Master Trusts are recorded on a trade date basis. The Master Trusts do not pay interest or dividends to the iShares Portfolios. Dividends and interest earned on the underlying ETFs result in increases in the net asset value per unit of the Master Trust. Changes in the net asset value per unit of the Master Trusts are included in "net appreciation (depreciation) in value of investments" on the Statement of Changes in Fiduciary Net Position.

The Cash Allocation Account is a separate account in which certain Portfolios are invested. The underlying assets of the Cash Allocation Account include certificates of deposit, commercial paper, corporate notes and municipal variable rate demand notes, all with short maturities (generally one year or less at the date of purchase). BlackRock Capital Management, Inc. is responsible for management of the assets in the Cash Allocation Account, and State Street Bank and Trust Company ("State Street") is custodian of all investments held in the Cash Allocation Account. Each Portfolio's investment in the Cash Allocation Account is evidenced by units of participation in the separate account and is reported at net asset value per unit, which is determined based on the net book value of the investments held in the Cash Allocation Account, plus accrued interest and any other assets, less accrued expenses and any other liabilities, divided by the total number of units outstanding. Due to the short maturities of the investments held in the Cash Allocation Account, net book value approximates fair value.

The Principal Plus Portfolio invests in a guaranteed interest account ("GIA") issued by New York Life Insurance Company ("New York Life"). The GIA is a non-participating, unallocated insurance contract and is reported at contract value, which is equal to contributions, plus interest credited at a guaranteed rate (may be adjusted periodically), less any applicable premium taxes and withdrawals. The GIA is guaranteed as to principal, accumulated interest and a future interest rate for a designated time period. Such guarantees are made available to the Program, not to an individual participant.

The NextGen Savings Portfolio invests exclusively in interest-bearing omnibus negotiable order of withdrawal ("NOW") accounts currently at Bank of America, N.A. (the "Bank Deposit Accounts"). The Bank Deposit Accounts are reported as the cumulative sum of contributions to the Bank Deposit Accounts, plus interest credited, less withdrawals.

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Continued)****(c) Cash and Cash Equivalents**

Cash and cash equivalents generally include contributions received from participants that have not yet been invested in the Portfolios' underlying investments and redemption proceeds from sales of underlying investments for withdrawals that have not yet been distributed in accordance with participants' instructions.

**(d) Fees and Expenses**

Fees and expenses reported on the Statement of Changes in Fiduciary Net Position reflect the fees and expenses of each Portfolio paid from Program Fund assets and do not include any expenses associated with the underlying investments. Each Portfolio indirectly bears its proportional share of the expenses of the underlying investments in which it invests. Accordingly, each Portfolio's investment return will be net of the expenses of the underlying investments and the fees and expenses attributable to that Portfolio.

**(e) Federal Income Tax**

The Program has been designed to comply with the requirements for treatment as a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended. Therefore, no federal income tax provision is required. The earnings portion of non-qualified withdrawals may be subject to a 10% federal tax in addition to applicable federal and state income tax. It is the participant's responsibility to determine whether or not a withdrawal is for qualified higher education expenses and to calculate and report on his or her personal income tax return the taxable amount of non-qualified withdrawals, if any.

**(f) Contributions**

Individuals and certain types of entities may establish one or more accounts to which cash contributions may be made, subject to minimum contribution requirements, limitations on the aggregate balance of accounts in the Program for the same beneficiary and other terms and limitations defined in the Program Description and Participation Agreement between the participant and the Program. Participants may elect to invest contributions in one or more Portfolios offered through the Direct or Select Series. In addition, the Select Series Portfolios offer different unit classes, each having a different expense structure (see Note 3). The unit class attributable to a contribution is automatically determined based on the participant's eligible assets (as defined in the Select Series Program Description). Although participants can select the Portfolio(s) into which their contributions are invested, they cannot direct the selection or allocation of the underlying investments composing each Portfolio. Contributions are reported on the Statement of Changes in Fiduciary Net Position as increases in fiduciary net position on the business day after the day they are received, and are net of any applicable sales charges (see Note 3(c)).

In exchange for contributions, participants receive full and/or fractional interests, or "units," issued by the Portfolios. Contributions are generally invested in units of the selected Portfolio on the next business day following the credit of the contribution to the participant's account. The units issued to participants are municipal fund securities. The units are not insured by the state of Maine, nor have they been registered with the Securities and Exchange Commission or any state commission. However, underlying deposits in the Bank Deposit Account are eligible for Federal Deposit Insurance Corporation ("FDIC") insurance in accordance with FDIC rules. In addition, even though money contributed to the Portfolios is invested in mutual funds, ETFs, the Cash Allocation Account, the GIA or the Bank Deposit Accounts, the units themselves are not direct investments in these underlying investments. The net asset value of a unit of a Portfolio is calculated daily based on the value of the underlying assets, adjusted for the effects of such transactions as accrued expenses and investment income that has not yet been reinvested. The value of any participant's account is determined by the number of units in a Portfolio attributable to that participant multiplied by the net asset value per unit of that Portfolio.

**(g) Withdrawals**

Withdrawals are based on the net asset value calculated for such Portfolios on the business day following the day on which the Program Manager accepts and processes the withdrawal request. Withdrawals are generally recorded as deductions from fiduciary net position on the business day after the request is processed. Withdrawals presented on the Statement of Changes in Fiduciary Net Position include any applicable sales charges (See Note 3(c)).

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Continued)****(h) Grant Programs**

FAME makes matching grants to encourage account opening, subsequent contributions and use of automated funding options. Included in the net position of the Principal Plus Portfolio in the Client Direct Series is the portion of the Maine Administration Fee utilized by FAME with respect to the Maine Matching Grant Program, which is designed to segregate in a separate account assets awarded to certain participants who are Maine residents or who open accounts for designated beneficiaries who are Maine residents. Restrictions and conditions apply to the receipt and use of matching grants. Maine Matching Grant Program funds remain the property of FAME, invested at the discretion of FAME, until withdrawn for qualified higher education expenses of the designated beneficiaries. Contributions to the Matching Grant Program are reflected in the Statement of Changes in Fiduciary Net Assets in the year they are funded by FAME. During the year ended June 30, 2019, matching grant contributions totaled \$6,362,799 and as of June 30, 2019, fiduciary net position attributable to cumulative Matching Grant Program funds totaled \$28,043,023.

In addition, FAME has entered into an Administration Agreement with the Alford Scholarship Foundation ("ASF") dated June 19, 2008, as amended, pursuant to which FAME administers the Harold Alford College Challenge ("HACC"). The HACC provides a \$500 grant for qualified higher education expenses to eligible Maine children ("HACC Grant"). Prior to an amendment to the Administration Agreement dated May 8, 2014, the HACC Grant was available to Maine resident babies named as designated beneficiaries of NextGen accounts by age one. Pursuant to the May 8, 2014 amendment, the HACC Grant is awarded to eligible Maine children, retroactive to January 1, 2013, through an account owned by ASF, eliminating the requirement of a NextGen account for the recipient child. HACC Grant funds are invested in the H Unit Class created in the Direct Series specifically for HACC Grant contributions. Amounts are invested in the BlackRock Age-Based Portfolio, according to the age of the awardee. Restrictions and conditions apply to the receipt and use of HACC Grants. HACC Grant funds remain the property of ASF, and are invested at the discretion of ASF, until withdrawn for qualified higher education expenses of the intended recipients. HACC Grant funds are reflected in the Statement of Changes in Fiduciary Net Position in the year they are funded by ASF. During the year ended June 30, 2019, HACC grant funding totaled \$6,758,619, and as of June 30, 2019, fiduciary net position attributable to cumulative HACC Grant funds totaled \$70,253,085.

**(i) Exchanges**

Transfers of funds between Portfolios and Unit classes are referred to as "exchanges." Subject to certain limitations and restrictions, participants may generally direct that their assets be reinvested in one or more different Portfolios twice each calendar year or upon a change of designated beneficiary to a qualified member of the family of the current designated beneficiary. In addition, for each of the age-based Portfolios, account balances are automatically exchanged into the next age band as the beneficiary ages. Select Series C Units are automatically converted to A Units in the fifth year after purchase. These automatic exchanges do not count against the participant's ability to otherwise direct reinvestments.

The amounts of contributions and withdrawals reported on the statement of changes in fiduciary net position do not include exchanges, as they have no impact on the overall financial position of the Program.

**(j) Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes to those financial statements. Actual results could differ from the Program management's estimates.

**NOTE 3: PROGRAM FEES AND EXPENSES****(a) Management Fee**

The Management Agreement provides that Merrill receives a monthly fee for performing various administrative, recordkeeping, investment and marketing services ("Management Fee"). The Management Fee is accrued daily based on the net position of each Portfolio, to the extent applicable. The Management Fee may be reduced or waived by Merrill at any time, on a temporary or permanent basis. Merrill may pay a portion of the Management Fee to FDS for acting as Portfolio Servicing Agent. Merrill may also receive compensation from Sub-Advisors or from Portfolio investments. The following summarizes the Management Fee structure during the year ended June 30, 2019:

Unit Class	Principal Plus Portfolio <sup>(6)</sup>	iShares Portfolios <sup>(6)</sup>	BlackRock Portfolios (Excluding the iShares Portfolios) <sup>(6)</sup>	All Other Portfolios <sup>(1)(6)</sup>
A	0.35%	0.50% / 0.40% <sup>(3)</sup>	0.00%	0.00%
C	0.35%	1.25% / 1.15% <sup>(4)</sup>	0.75%	0.75%
Direct	0.20%	0.20% / 0.12% <sup>(6)</sup>	0.07% / 0.00% <sup>(2)</sup>	0.00%

<sup>(1)</sup> Applies to all other Portfolios, except the NextGen Savings Portfolio, which is not charged the Management Fee.

<sup>(2)</sup> The BlackRock Equity Index Portfolio is 0.07%. All other BlackRock Portfolios are 0.00%.

<sup>(3)</sup> 0.50% until June 17, 2019, at which time the Management Fee was reduced to 0.40%.

<sup>(4)</sup> 1.25% until June 17, 2019, at which time the Management Fee was reduced to 1.15%.

<sup>(5)</sup> 0.20% until June 17, 2019, at which time the Management Fee was reduced to 0.12%.

<sup>(6)</sup> All fee rates are expressed as an annualized percentage.

**(b) Maine Administration Fee**

The Management Agreement provides that FAME receives a monthly fee as administrator of the Program (the "Maine Administration Fee"). The Maine Administration Fee of 0.09% (expressed as an annualized percentage) applies only to A and C Units in the Client Select Series, except for the NextGen Savings Portfolio, and is accrued daily based on the net position of each Portfolio. An account may be entitled to a rebate of the Maine Administration Fee, if the participant or beneficiary is a Maine resident and has an account balance at the end of the calendar year of at least \$1,000 in a Portfolio that is subject to the Maine Administration Fee, subject to a minimum rebate of \$2.00.

**(c) Sales Charges**

Participants who purchase A or C Units in the Client Select Series may be subject to initial sales charges and contingent deferred sales charges (CDSC).

The A Unit Class for all Portfolios is not subject to an initial sales charge, except accounts that existed prior to September 18, 2017; had immediately, prior to September 18, 2017, standing Unit Class instructions indicating that the account's contributions should be invested in A Units; and have a participant with at least \$100,000 in eligible assets (as defined in the Client Select Series Program Description and Participation Agreement) as of September 18, 2017. Accounts that meet those conditions will pay an initial sales charge ranging from 0.00% to 3.25%. There is no initial sales charge applied to purchases of the A Unit Class in the Principal Plus Portfolio or the NextGen Savings Portfolio. The amount of the initial sales charge is determined based on a participant's eligible assets and is subject to waiver under certain circumstances.

A CDSC of up to 0.50% is applied to A Unit Class contributions not subject to an initial sales charge (except the Principal Plus Portfolio and the NextGen Savings Portfolio) if they are withdrawn, transferred or rolled over from an account within one year of the contribution. No initial sales charge is applied to C Units; however, a CDSC of up to 1.00% is applied to C Unit balances withdrawn in all Select Series Portfolios (except those in the Principal Plus Portfolio and the NextGen Savings Portfolio), transferred or rolled over from an account within one year of the contribution.

**NOTE 3: PROGRAM FEES AND EXPENSES (Continued)**
**(d) Underlying Investment Expense**

In addition to the fees described above, each Portfolio (except the Principal Plus Portfolio and the NextGen Savings Portfolio) indirectly bears its proportional share of the fees and expenses incurred by its underlying investments. These expenses are not direct expenses paid from the Program Fund's assets, and therefore, are not included in expenses on the Program Fund's Financial Statements.

**NOTE 4: INVESTMENTS**
**(a) Investments by Type**

The following details the asset classes held in each Portfolio as of June 30, 2019. For purposes of presentation in the tables that follow, the asset class for each Portfolio's underlying investment is determined based on the principal asset class attributable to that underlying investment. Certain underlying investments may include in their asset holdings more than one type of asset class. The percentages for each asset class represent the percent of the total value of underlying investments held in each specific Portfolio.

Investment Type	BlackRock Age-Based Diversified Portfolios					
	0-3 Years		4-7 Years		8-10 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 69,586,898	48.9%	\$ 156,788,010	44.3%	\$ 147,690,560	39.0%
International Equity Funds	44,178,460	31.0%	90,368,105	25.6%	78,746,264	20.8%
Investment Grade Fixed Income Funds	21,541,613	15.1%	71,276,753	20.1%	114,260,695	30.2%
Non-Investment Grade Fixed Income Funds	7,096,211	5.0%	35,230,256	10.0%	37,649,628	10.0%
<b>Total</b>	<b>\$ 142,403,182</b>	<b>100.0%</b>	<b>\$ 353,663,124</b>	<b>100.0%</b>	<b>\$ 378,347,147</b>	<b>100.0%</b>

Investment Type	BlackRock Age-Based Diversified Portfolios (Continued)					
	11-13 Years		14-16 Years		17-19 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 151,981,110	32.5%	\$ 140,806,913	24.0%	\$ 84,541,162	16.1%
International Equity Funds	57,836,792	12.4%	34,851,108	5.9%	20,919,642	4.0%
Investment Grade Fixed Income Funds	193,962,299	41.5%	330,020,616	56.4%	295,697,062	56.4%
Non-Investment Grade Fixed Income Funds	63,940,728	13.6%	80,209,986	13.7%	45,961,946	8.8%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	-	0.0%	77,288,542	14.7%
<b>Total</b>	<b>\$ 467,720,929</b>	<b>100.0%</b>	<b>\$ 585,888,623</b>	<b>100.0%</b>	<b>\$ 524,408,354</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)**
**(a) Investments by Type (Continued)**

Investment Type	BlackRock Age-Based Diversified Portfolios (Continued)	
	20+ Years	
	Amount	%
Domestic Equity Funds	\$ 11,090,216	4.1%
International Equity Funds	2,733,146	1.0%
Investment Grade Fixed Income Funds	75,559,933	27.8%
Non-Investment Grade Fixed Income Funds	6,891,635	2.5%
Cash Allocation Account <sup>(1)</sup>	175,805,579	64.6%
<b>Total</b>	<b>\$ 272,080,509</b>	<b>100.0%</b>

Investment Type	Other BlackRock Portfolios					
	100% Equity		75% Equity		Fixed Income	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 274,212,272	57.5%	\$ 136,456,702	45.2%	\$ -	0.0%
International Equity Funds	202,694,859	42.5%	90,026,423	29.8%	-	0.0%
Investment Grade Fixed Income Funds	-	0.0%	49,781,034	16.5%	79,334,065	69.0%
Non-Investment Grade Fixed Income Funds	-	0.0%	22,605,151	7.5%	34,472,900	30.0%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	2,957,678	1.0%	1,127,697	1.0%
<b>Total</b>	<b>\$ 476,907,131</b>	<b>100.0%</b>	<b>\$ 301,826,988</b>	<b>100.0%</b>	<b>\$ 114,934,662</b>	<b>100.0%</b>

Investment Type	Other BlackRock Portfolios (Continued)					
	Advantage Large Cap Core		Advantage Large Cap Growth		Global Allocation	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 81,482,651	100.0%	\$ 114,705,267	100.0%	\$ -	0.0%
Mixed Asset Funds	-	0.0%	-	0.0%	852,635,552	100.0%
<b>Total</b>	<b>\$ 81,482,651</b>	<b>100.0%</b>	<b>\$ 114,705,267</b>	<b>100.0%</b>	<b>\$ 852,635,552</b>	<b>100.0%</b>

Investment Type	Other BlackRock Portfolios (Continued)					
	Equity Dividend		Balanced		Equity Index	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 145,159,690	100.0%	\$ 17,858,651	33.1%	\$ 115,581,205	100.0%
International Equity Funds	-	0.0%	9,113,623	16.9%	-	0.0%
Investment Grade Fixed Income Funds	-	0.0%	18,293,582	34.0%	-	0.0%
Non-Investment Grade Fixed Income Funds	-	0.0%	8,065,159	15.0%	-	0.0%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	527,452	1.0%	-	0.0%
<b>Total</b>	<b>\$ 145,159,690</b>	<b>100.0%</b>	<b>\$ 53,858,467</b>	<b>100.0%</b>	<b>\$ 115,581,205</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)**
**(a) Investments by Type (Continued)**

Investment Type	iShares Age-Based Diversified Portfolios					
	0-3 Years		4-7 Years		8-10 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 56,927,110	46.7%	\$ 89,900,170	40.8%	\$ 59,224,852	37.7%
International Equity Funds	35,843,531	29.4%	54,008,309	24.5%	30,880,598	19.6%
Alternative Investment Funds	5,332,997	4.3%	11,184,088	5.1%	4,862,667	3.1%
Investment Grade Fixed Income Funds	23,850,623	19.6%	65,230,144	29.6%	62,241,032	39.6%
<b>Total</b>	<b>\$ 121,954,261</b>	<b>100.0%</b>	<b>\$ 220,322,711</b>	<b>100.0%</b>	<b>\$ 157,209,149</b>	<b>100.0%</b>

Investment Type	iShares Age-Based Diversified Portfolios (Continued)					
	11-13 Years		14-16 Years		17-19 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 54,001,830	32.5%	\$ 40,276,052	24.1%	\$ 17,676,856	16.5%
International Equity Funds	21,423,797	12.9%	11,002,348	6.6%	4,302,851	4.0%
Investment Grade Fixed Income Funds	90,769,732	54.6%	115,667,310	69.3%	85,184,177	79.5%
<b>Total</b>	<b>\$ 166,195,359</b>	<b>100.0%</b>	<b>\$ 166,945,710</b>	<b>100.0%</b>	<b>\$ 107,163,884</b>	<b>100.0%</b>

Investment Type	iShares Age-Based Diversified Portfolios (Continued)	
	20+ Years	
	Amount	%
Domestic Equity Funds	\$ 1,397,597	4.9%
International Equity Funds	72,067	0.2%
Investment Grade Fixed Income Funds	27,145,520	94.9%
<b>Total</b>	<b>\$ 28,615,184</b>	<b>100.0%</b>

Investment Type	Other iShares Portfolios					
	Diversified Equity		Diversified Fixed Income		Core Conservative Allocation	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 192,557,963	56.1%	\$ -	0.0%	\$ -	0.0%
International Equity Funds	136,001,384	39.6%	-	0.0%	-	0.0%
Alternative Investment Funds	14,783,896	4.3%	-	0.0%	-	0.0%
Investment Grade Fixed Income Funds	-	0.0%	36,983,226	79.8%	-	0.0%
Non-Investment Grade Fixed Income Funds	-	0.0%	9,352,106	20.2%	-	0.0%
Mixed Asset Funds	-	0.0%	-	0.0%	13,493,205	100.0%
<b>Total</b>	<b>\$ 343,343,243</b>	<b>100.0%</b>	<b>\$ 46,335,332</b>	<b>100.0%</b>	<b>\$ 13,493,205</b>	<b>100.0%</b>

Investment Type	Other iShares Portfolios (Continued)					
	Core Growth Allocation		Core Moderate Allocation		Balanced	
	Amount	%	Amount	%	Amount	%
Mixed Asset Funds	\$ 55,228,771	100.0%	\$ 27,428,321	100.0%	\$ 11,621,062	100.0%
<b>Total</b>	<b>\$ 55,228,771</b>	<b>100.0%</b>	<b>\$ 27,428,321</b>	<b>100.0%</b>	<b>\$ 11,621,062</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)**
**(a) Investments by Type (Continued)**

Investment Type	Franklin Templeton Age-Based Diversified Portfolios					
	0-8 Years		9-10 Years		11-12 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 138,025,127	70.7%	\$ 61,026,144	53.1%	\$ 69,779,396	44.3%
International Equity Funds	57,312,081	29.3%	25,328,767	22.0%	28,943,291	18.4%
Investment Grade Fixed Income Funds	-	0.0%	20,060,940	17.5%	41,244,321	26.1%
Non-Investment Grade Fixed Income Funds	-	0.0%	2,886,433	2.5%	5,941,073	3.8%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	5,670,522	4.9%	11,668,993	7.4%
<b>Total</b>	<b>\$ 195,337,208</b>	<b>100.0%</b>	<b>\$ 114,972,806</b>	<b>100.0%</b>	<b>\$ 157,577,074</b>	<b>100.0%</b>

Investment Type	Franklin Templeton Age-Based Diversified Portfolios (Continued)					
	13-14 Years		15-16 Years		17-18 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 74,037,814	35.5%	\$ 62,519,621	26.6%	\$ 42,587,411	17.8%
International Equity Funds	30,715,622	14.7%	25,938,101	11.0%	17,672,577	7.4%
Investment Grade Fixed Income Funds	72,901,541	34.9%	102,589,936	43.7%	125,749,817	52.4%
Non-Investment Grade Fixed Income Funds	10,506,676	5.0%	14,789,706	6.3%	18,132,450	7.6%
Cash Allocation Account <sup>(1)</sup>	20,636,315	9.9%	29,049,113	12.4%	35,615,430	14.8%
<b>Total</b>	<b>\$ 208,797,968</b>	<b>100.0%</b>	<b>\$ 234,886,477</b>	<b>100.0%</b>	<b>\$ 239,757,685</b>	<b>100.0%</b>

Investment Type	Franklin Templeton Age-Based Diversified Portfolios (Continued)				Other Franklin Templeton Portfolios	
	19-20 Years		21+ Years		Growth	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 11,864,206	8.9%	\$ -	0.0%	\$ 145,456,427	70.7%
International Equity Funds	4,927,849	3.7%	-	0.0%	60,400,622	29.3%
Investment Grade Fixed Income Funds	81,719,389	61.2%	78,298,477	70.1%	-	0.0%
Non-Investment Grade Fixed Income Funds	11,782,988	8.8%	11,292,120	10.1%	-	0.0%
Cash Allocation Account <sup>(1)</sup>	23,150,058	17.4%	22,182,878	19.8%	-	0.0%
<b>Total</b>	<b>\$ 133,444,490</b>	<b>100.0%</b>	<b>\$ 111,773,475</b>	<b>100.0%</b>	<b>\$ 205,857,049</b>	<b>100.0%</b>

Investment Type	Other Franklin Templeton Portfolios (Continued)					
	Growth and Income		Balanced		Global Bond	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 130,426,914	53.1%	\$ 41,778,257	35.5%	\$ -	0.0%
International Equity Funds	54,095,909	22.0%	17,329,109	14.7%	-	0.0%
Investment Grade Fixed Income Funds	42,867,249	17.5%	41,140,600	34.9%	30,862,853	100.0%
Non-Investment Grade Fixed Income Funds	6,168,838	2.5%	5,929,479	5.0%	-	0.0%
Cash Allocation Account <sup>(1)</sup>	12,115,230	4.9%	11,645,278	9.9%	-	0.0%
<b>Total</b>	<b>\$ 245,674,140</b>	<b>100.0%</b>	<b>\$ 117,822,723</b>	<b>100.0%</b>	<b>\$ 30,862,853</b>	<b>100.0%</b>

Investment Type	Other Franklin Templeton Portfolios (Continued)					
	Mutual Shares		Small Cap Value		Small-Mid Cap Growth	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 24,503,540	100.0%	\$ 44,333,331	100.0%	\$ 64,356,831	100.0%
<b>Total</b>	<b>\$ 24,503,540</b>	<b>100.0%</b>	<b>\$ 44,333,331</b>	<b>100.0%</b>	<b>\$ 64,356,831</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)**
**(a) Investments by Type (Continued)**

Investment Type	MFS Age-Based Diversified Portfolios					
	0-5 Years		6-10 Years		11-13 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 54,516,305	65.1%	\$ 104,502,192	56.1%	\$ 74,371,856	46.0%
International Equity Funds	25,004,423	29.9%	38,953,528	20.9%	20,908,045	13.0%
Alternative Investment Funds	4,157,507	5.0%	5,548,674	3.0%	1,602,565	1.0%
Investment Grade Fixed Income Funds	-	0.0%	27,990,199	15.0%	48,504,136	30.1%
Non-Investment Grade Fixed Income Funds	-	0.0%	9,288,595	5.0%	8,048,142	5.0%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	-	0.0%	7,870,216	4.9%
<b>Total</b>	<b>\$ 83,678,235</b>	<b>100.0%</b>	<b>\$ 186,283,188</b>	<b>100.0%</b>	<b>\$ 161,304,960</b>	<b>100.0%</b>

Investment Type	MFS Age-Based Diversified Portfolios (Continued)					
	14-15 Years		16 Years		17 Years	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 46,514,282	35.2%	\$ 20,252,606	27.2%	\$ 15,075,187	19.1%
International Equity Funds	13,246,895	10.0%	5,982,729	8.0%	4,746,079	6.0%
Investment Grade Fixed Income Funds	59,534,029	45.0%	41,034,986	55.0%	47,392,607	60.2%
Cash Allocation Account <sup>(1)</sup>	12,953,072	9.8%	7,309,593	9.8%	11,604,162	14.7%
<b>Total</b>	<b>\$ 132,248,278</b>	<b>100.0%</b>	<b>\$ 74,579,914</b>	<b>100.0%</b>	<b>\$ 78,818,035</b>	<b>100.0%</b>

Investment Type	MFS Age-Based Diversified Portfolios (Continued)		Other MFS Portfolios			
	18+		Equity		Fixed Income	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 33,330,578	15.1%	\$ 190,088,741	65.1%	\$ -	0.0%
International Equity Funds	11,100,738	5.0%	87,158,713	29.9%	-	0.0%
Alternative Investment Funds	-	0.0%	14,496,082	5.0%	-	0.0%
Investment Grade Fixed Income Funds	132,920,654	60.2%	-	0.0%	28,055,023	70.1%
Non-Investment Grade Fixed Income Funds	-	0.0%	-	0.0%	11,978,615	29.9%
Cash Allocation Account <sup>(1)</sup>	43,399,537	19.7%	-	0.0%	-	0.0%
<b>Total</b>	<b>\$ 220,751,507</b>	<b>100.0%</b>	<b>\$ 291,743,536</b>	<b>100.0%</b>	<b>\$ 40,033,638</b>	<b>100.0%</b>

Investment Type	Other MFS Portfolios (Continued)					
	Value		Research International		Conservative Mixed Asset	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ 92,085,344	100.0%	\$ -	0.0%	\$ 2,067,541	15.1%
International Equity Funds	-	0.0%	56,174,126	100.0%	688,923	5.0%
Investment Grade Fixed Income Funds	-	0.0%	-	0.0%	8,253,015	60.2%
Cash Allocation Account <sup>(1)</sup>	-	0.0%	-	0.0%	2,694,161	19.7%
<b>Total</b>	<b>\$ 92,085,344</b>	<b>100.0%</b>	<b>\$ 56,174,126</b>	<b>100.0%</b>	<b>\$ 13,703,640</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)****(a) Investments by Type (Continued)**

Investment Type	American Century Portfolio		Lord Abbett Portfolio		MainStay Portfolio	
	Inflation-Adjusted Bond		Total Return		Large Cap Growth	
	Amount	%	Amount	%	Amount	%
Domestic Equity Funds	\$ -	0.0%	\$ -	0.0%	\$ 98,942,191	100.0%
Investment Grade Fixed Income Funds	17,424,451	100.0%	55,478,530	100.0%	-	0.0%
<b>Total</b>	<b>\$ 17,424,451</b>	<b>100.0%</b>	<b>\$ 55,478,530</b>	<b>100.0%</b>	<b>\$ 98,942,191</b>	<b>100.0%</b>

Investment Type	Neuberger Berman Portfolio		Principal Plus Portfolio		NextGen Savings Portfolio	
	International Equity					
	Amount	%	Amount	%	Amount	%
International Equity Funds	\$ 40,172,337	100.0%	\$ -	0.0%	\$ -	0.0%
Guaranteed Interest Account	-	0.0%	382,406,310	100.0%	-	0.0%
Bank Deposit Accounts	-	0.0%	-	0.0%	108,627,895	100.0%
<b>Total</b>	<b>\$ 40,172,337</b>	<b>100.0%</b>	<b>\$ 382,406,310</b>	<b>100.0%</b>	<b>\$ 108,627,895</b>	<b>100.0%</b>

A summary of investments by asset class for the Program Fund is as follows:

Investment Type	NextGen Totals	
	Amount	%
Domestic Equity Funds	\$ 3,802,345,579	35.4%
International Equity Funds	1,551,803,771	14.5%
Alternative Investment Funds	61,968,476	0.6%
Investment Grade Fixed Income Funds	2,860,822,169	26.7%
Non-Investment Grade Fixed Income Funds	468,220,821	4.4%
Mixed Asset Funds	960,406,911	9.0%
Cash Allocation Account <sup>(1)</sup>	515,271,506	4.8%
Guaranteed Interest Account	382,406,310	3.6%
Bank Deposit Accounts	108,627,895	1.0%
<b>Total</b>	<b>\$ 10,711,873,438</b>	<b>100.0%</b>

<sup>(1)</sup> A summary of investments by type that are held in the Cash Allocation Account is provided in Note 4(d).

**NOTE 4: INVESTMENTS (Continued)****(b) Net Appreciation (Depreciation) in Value of Investments**

Net appreciation (depreciation) in value of investments reported on the Statement of Changes in Fiduciary Net Position includes net realized and unrealized gains and losses, as follows:

Portfolio	Net Unrealized Gain (Loss) on Investments	Net Realized Gain (Loss) on Investments Sold	Net Appreciation (Depreciation) in Value of Investments
BlackRock Age-Based 0-3 Years Portfolio	\$ 2,882,964	\$ (2,214,868)	\$ 668,096
BlackRock Age-Based 4-7 Years Portfolio	9,398,639	(6,732,463)	2,666,176
BlackRock Age-Based 8-10 Years Portfolio	12,169,807	(6,633,025)	5,536,782
BlackRock Age-Based 11-13 Years Portfolio	(4,330,256)	13,994,937	9,664,681
BlackRock Age-Based 14-16 Years Portfolio	21,736,495	(7,582,348)	14,154,147
BlackRock Age-Based 17-19 Years Portfolio	14,096,306	(4,981,094)	9,115,212
BlackRock Age-Based 20+ Years Portfolio	2,468,212	(585,804)	1,882,408
BlackRock 100% Equity Portfolio	10,877,594	(17,186,334)	(6,308,740)
BlackRock 75% Equity Portfolio	13,899,928	(14,416,086)	(516,158)
BlackRock Fixed Income Portfolio	(723,088)	3,132,675	2,409,587
BlackRock Advantage Large Cap Core Portfolio	4,751,812	(5,073,771)	(321,959)
BlackRock Advantage Large Cap Growth Portfolio	7,993,087	(6,769,107)	1,223,980
BlackRock Global Allocation Portfolio	18,913,557	(29,318,455)	(10,404,898)
BlackRock Equity Dividend Portfolio	12,949,731	(18,729,620)	(5,779,889)
BlackRock Balanced Portfolio	1,405,486	(679,336)	726,150
BlackRock Equity Index Portfolio	1,399,525	6,639,332	8,038,857
iShares Age-Based 0-3 Years Portfolio <sup>(1)</sup>	1,307,817	7,136,656	8,444,473
iShares Age-Based 4-7 Years Portfolio <sup>(1)</sup>	723,288	13,348,843	14,072,131
iShares Age-Based 8-10 Years Portfolio <sup>(1)</sup>	3,875,536	6,416,862	10,292,398
iShares Age-Based 11-13 Years Portfolio <sup>(1)</sup>	4,114,280	6,661,600	10,775,880
iShares Age-Based 14-16 Years Portfolio <sup>(1)</sup>	2,850,904	6,985,346	9,836,250
iShares Age-Based 17-19 Years Portfolio <sup>(1)</sup>	1,191,814	3,797,375	4,989,189
iShares Age-Based 20+ Years Portfolio <sup>(1)</sup>	168,840	577,757	746,597
iShares Diversified Equity Portfolio <sup>(1)</sup>	8,293,540	12,124,137	20,417,677
iShares Diversified Fixed Income Portfolio <sup>(1)</sup>	330,948	2,145,997	2,476,945
iShares Core Conservative Allocation Portfolio <sup>(1)</sup>	238,402	589,963	828,365
iShares Core Growth Allocation Portfolio <sup>(1)</sup>	1,359,576	1,906,383	3,265,959
iShares Core Moderate Allocation Portfolio <sup>(1)</sup>	690,742	993,337	1,684,079
iShares Balanced Portfolio <sup>(1)</sup>	369,257	311,170	680,427
Franklin Templeton Age-Based 0-8 Years Portfolio	(15,866,301)	14,423,268	(1,443,033)
Franklin Templeton Age-Based 9-10 Years Portfolio	2,665,285	(2,881,095)	(215,810)
Franklin Templeton Age-Based 11-12 Years Portfolio	2,301,209	(1,885,850)	415,359
Franklin Templeton Age-Based 13-14 Years Portfolio	3,265,554	(2,158,615)	1,106,939
Franklin Templeton Age-Based 15-16 Years Portfolio	1,601,069	452,693	2,053,762
Franklin Templeton Age-Based 17-18 Years Portfolio	1,572,891	559,644	2,132,535
Franklin Templeton Age-Based 19-20 Years Portfolio	(579,008)	1,729,059	1,150,051
Franklin Templeton Age-Based 21+ Years Portfolio	(605,272)	1,599,517	994,245
Franklin Templeton Growth Portfolio	12,454,566	(14,069,532)	(1,614,966)
Franklin Templeton Growth and Income Portfolio	11,365,263	(11,435,720)	(70,457)
Franklin Templeton Balanced Portfolio	3,452,580	(2,709,454)	743,126
Franklin Templeton Global Bond Portfolio	(827,697)	173,754	(653,943)
Franklin Templeton Mutual Shares Portfolio	757,446	(1,217,910)	(460,464)
Franklin Templeton Small Cap Value Portfolio	5,247,851	(13,814,423)	(8,566,572)
Franklin Templeton Small-Mid Cap Growth Portfolio	5,492,574	(3,663,442)	1,829,132

<sup>(1)</sup>As disclosed in Note 2(b), the iShares Portfolios invest in units of participation in a series of Master Trusts. Dividends and interest attributable to investments held in the Master Trusts are paid to the Master Trusts, rather than to the iShares Portfolios, and increase the net asset value per unit, which could result in net appreciation in the value of the investments in the iShares Portfolios.

**NOTE 4: INVESTMENTS (Continued)****(b) Net Appreciation (Depreciation) in Value of Investments (Continued)**

Portfolio	Net Unrealized Gain (Loss) on Investments	Net Realized Gain (Loss) on Investments Sold	Net Appreciation (Depreciation) in Value of Investments
MFS Age-Based 0-5 Years Portfolio	\$ 4,980,693	\$ (4,324,537)	\$ 656,156
MFS Age-Based 6-10 Years Portfolio	7,445,605	(3,809,165)	3,636,440
MFS Age-Based 11-13 Years Portfolio	4,667,862	(604,399)	4,063,463
MFS Age-Based 14-15 Years Portfolio	2,921,955	434,832	3,356,787
MFS Age-Based 16 Years Portfolio	644,626	1,368,745	2,013,371
MFS Age-Based 17 Years Portfolio	415,519	1,757,574	2,173,093
MFS Age-Based 18+ Years Portfolio	1,139,094	4,149,332	5,288,426
MFS Equity Portfolio	14,830,345	(14,023,686)	806,659
MFS Fixed Income Portfolio	(350,608)	1,880,527	1,529,919
MFS Value Portfolio	2,734,389	3,260,834	5,995,223
MFS Research International Portfolio	766,977	(2,161,076)	(1,394,099)
MFS Conservative Mixed Asset Portfolio	68,809	257,677	326,486
American Century Inflation-Adjusted Bond Portfolio	(179,281)	509,512	330,231
Lord Abbett Total Return Portfolio	(526,101)	2,536,913	2,010,812
MainStay Large Cap Growth Portfolio	13,963,038	(19,166,885)	(5,203,847)
Neuberger Berman International Equity Portfolio	920,321	(2,231,217)	(1,310,896)
Principal Plus Portfolio	-	-	-
NextGen Savings Portfolio	-	-	-
<b>Total</b>	<b>\$ 242,145,996</b>	<b>\$ (99,203,066)</b>	<b>\$ 142,942,930</b>

The calculation of realized gains and losses on investments sold is determined based on sales proceeds and the original cost of investments sold and is independent of a calculation of the net change in value of investments. Realized gains and losses on investments sold in the current year that have been held for more than one year were included in net investment income reported for the previous year or years (as part of the change in value) for those years.

**NOTE 4: INVESTMENTS (Continued)****(b) Net Appreciation (Depreciation) in Value of Investments (Continued)**

The following table calculates the net appreciation (depreciation) in value of investments during the year ended June 30, 2019:

Portfolio	Value at End of the Year	Less Cost of Investments Purchased During the Year	Plus Proceeds of Investments Sold During the Year	Less Value at Beginning of the Year	Net Appreciation (Depreciation) in Value of Investments
BlackRock Age-Based 0-3 Years Portfolio	\$ 142,403,182	\$ (49,118,135)	\$ 49,031,953	\$ (141,648,904)	\$ 668,096
BlackRock Age Based 4-7 Years Portfolio	353,663,124	(105,447,784)	94,904,275	(340,453,439)	2,666,176
BlackRock Age-Based 8-10 Years Portfolio	378,347,147	(113,962,721)	91,983,511	(350,831,155)	5,536,782
BlackRock Age-Based 11-13 Years Portfolio	467,720,929	(135,606,152)	126,100,645	(448,550,741)	9,664,681
BlackRock Age-Based 14-16 Years Portfolio	585,888,623	(155,677,513)	126,792,658	(542,849,621)	14,154,147
BlackRock Age-Based 17-19 Years Portfolio	524,408,354	(125,082,969)	107,422,824	(497,632,997)	9,115,212
BlackRock Age-Based 20+ Years Portfolio	272,080,509	(77,273,860)	45,411,144	(238,335,385)	1,882,408
BlackRock 100% Equity Portfolio	476,907,131	(91,577,518)	86,702,089	(478,340,442)	(6,308,740)
BlackRock 75% Equity Portfolio	301,826,988	(66,807,014)	69,002,906	(304,539,038)	(516,158)
BlackRock Fixed Income Portfolio	114,934,662	(21,930,186)	19,798,696	(110,393,585)	2,409,587
BlackRock Advantage Large Cap Core Portfolio	81,482,651	(18,931,549)	10,015,004	(72,888,065)	(321,959)
BlackRock Advantage Large Cap Growth Portfolio	114,705,267	(25,197,040)	14,201,138	(102,485,385)	1,223,980
BlackRock Global Allocation Portfolio	852,635,552	(104,403,901)	160,147,397	(918,783,946)	(10,404,898)
BlackRock Equity Dividend Portfolio	145,159,690	(35,900,073)	20,115,966	(135,155,472)	(5,779,889)
BlackRock Balanced Portfolio	53,858,467	(16,597,856)	6,498,185	(43,032,646)	726,150
BlackRock Equity Index Portfolio	115,581,205	(30,339,750)	2,674,625	(79,877,223)	8,038,857
iShares Age-Based 0-3 Years Portfolio	121,954,261	(33,347,573)	26,376,084	(106,538,299)	8,444,473
iShares Age Based 4-7 Years Portfolio	220,322,711	(54,267,707)	16,496,737	(168,479,610)	14,072,131
iShares Age-Based 8-10 Years Portfolio	157,209,149	(48,910,612)	19,792,968	(117,799,107)	10,292,398
iShares Age-Based 11-13 Years Portfolio	166,195,359	(54,449,142)	24,911,350	(125,881,687)	10,775,880
iShares Age-Based 14-16 Years Portfolio	166,945,710	(56,682,368)	22,296,537	(122,723,629)	9,836,250
iShares Age-Based 17-19 Years Portfolio	107,163,884	(42,534,551)	16,004,372	(75,644,516)	4,989,189
iShares Age-Based 20+ Years Portfolio	28,615,184	(15,551,292)	5,849,591	(18,166,886)	746,597
iShares Diversified Equity Portfolio	343,343,243	(61,362,428)	29,078,377	(290,641,515)	20,417,677
iShares Diversified Fixed Income Portfolio	46,335,332	(13,511,555)	6,085,174	(36,432,006)	2,476,945
iShares Core Conservative Allocation Portfolio	13,493,205	(3,734,720)	2,631,031	(11,561,151)	828,365
iShares Core Growth Allocation Portfolio	55,228,771	(11,415,345)	7,880,267	(48,427,734)	3,265,959
iShares Core Moderate Allocation Portfolio	27,428,321	(6,021,760)	6,510,642	(26,233,124)	1,684,079
iShares Balanced Portfolio	11,621,062	(3,701,146)	1,213,540	(8,453,029)	680,427
Franklin Templeton Age-Based 0-8 Years Portfolio	195,337,208	(42,844,490)	59,942,357	(213,878,108)	(1,443,033)
Franklin Templeton Age-Based 9-10 Years Portfolio	114,972,806	(35,766,865)	46,393,645	(125,815,396)	(215,810)
Franklin Templeton Age Based 11-12 Years Portfolio	157,577,074	(47,161,948)	64,428,745	(174,428,512)	415,359
Franklin Templeton Age-Based 13-14 Years Portfolio	208,797,968	(62,138,086)	66,414,342	(211,967,285)	1,106,939
Franklin Templeton Age Based 15-16 Years Portfolio	234,886,477	(71,844,670)	65,898,563	(226,886,608)	2,053,762
Franklin Templeton Age-Based 17-18 Years Portfolio	239,757,685	(67,999,040)	50,680,330	(220,306,440)	2,132,535
Franklin Templeton Age Based 19-20 Years Portfolio	133,444,490	(43,970,836)	42,990,315	(131,313,918)	1,150,051
Franklin Templeton Age-Based 21+ Years Portfolio	111,773,475	(33,803,942)	19,298,440	(96,273,728)	994,245
Franklin Templeton Growth Portfolio	205,857,049	(35,170,529)	40,966,602	(213,268,088)	(1,614,966)
Franklin Templeton Growth and Income Portfolio	245,674,140	(46,535,689)	57,616,650	(256,825,558)	(70,457)
Franklin Templeton Balanced Portfolio	117,822,723	(26,481,258)	30,047,909	(120,646,248)	743,126
Franklin Templeton Global Bond Portfolio	30,862,853	(6,229,470)	6,164,391	(31,451,717)	(653,943)
Franklin Templeton Mutual Shares Portfolio	24,503,540	(4,058,593)	4,004,557	(24,909,968)	(460,464)
Franklin Templeton Small Cap Value Portfolio	44,333,331	(10,845,260)	7,368,109	(49,422,752)	(8,566,572)
Franklin Templeton Small-Mid Cap Growth Portfolio	64,356,831	(15,662,890)	7,446,160	(54,310,969)	1,829,132

**NOTE 4: INVESTMENTS (Continued)****(b) Net Appreciation (Depreciation) in Value of Investments (Continued)**

Portfolio	Value at End of the Year	Less Cost of Investments Purchased During the Year	Plus Proceeds of Investments Sold During the Year	Less Value at Beginning of the Year	Net Appreciation (Depreciation) in Value of Investments
MFS Age-Based 0-5 Years Portfolio	\$ 83,678,235	\$ (24,247,481)	\$ 26,215,428	\$ (84,990,026)	\$ 656,156
MFS Age-Based 6-10 Years Portfolio	186,283,188	(54,634,545)	44,277,176	(172,289,379)	3,636,440
MFS Age-Based 11-13 Years Portfolio	161,304,960	(49,535,702)	46,801,935	(154,507,730)	4,063,463
MFS Age-Based 14-15 Years Portfolio	132,248,278	(46,259,812)	48,395,747	(131,027,426)	3,356,787
MFS Age Based 16 Years Portfolio	74,579,914	(34,670,963)	34,810,460	(72,706,040)	2,013,371
MFS Age Based 17 Years Portfolio	78,818,035	(35,506,911)	34,192,955	(75,330,986)	2,173,093
MFS Age-Based 18+ Years Portfolio	220,751,507	(70,564,904)	42,334,947	(187,233,124)	5,288,426
MFS Equity Portfolio	291,743,536	(48,814,641)	58,827,510	(300,949,746)	806,659
MFS Fixed Income Portfolio	40,033,638	(8,108,394)	8,126,249	(38,521,574)	1,529,919
MFS Value Portfolio	92,085,344	(15,610,522)	13,421,540	(83,901,139)	5,995,223
MFS Research International Portfolio	56,174,126	(8,235,106)	8,308,070	(57,641,189)	(1,394,099)
MFS Conservative Mixed Asset Portfolio	13,703,640	(4,592,798)	2,377,600	(11,161,956)	326,486
American Century Inflation-Adjusted Bond Portfolio	17,424,451	(3,014,307)	3,022,669	(17,102,582)	330,231
Lord Abbett Total Return Portfolio	55,478,530	(8,256,594)	9,581,949	(54,793,073)	2,010,812
MainStay Large Cap Growth Portfolio	98,942,191	(33,617,580)	10,881,406	(81,409,864)	(5,203,847)
Neuberger Berman International Equity Portfolio	40,172,337	(6,789,494)	8,581,226	(43,274,965)	(1,310,896)
Principal Plus Portfolio	382,406,310	(102,405,366)	46,851,849	(326,852,793)	-
NextGen Savings Portfolio	108,627,895	(38,875,623)	17,899,459	(87,651,731)	-
<b>Total</b>	<b>\$ 10,711,873,438</b>	<b>\$ (2,723,598,529)</b>	<b>\$ 2,250,498,976</b>	<b>\$ (10,095,830,955)</b>	<b>\$ 142,942,930</b>

**(c) Investment Risk Disclosures**

The Program's investments are exposed to various risks, including, but not limited to, interest rate, market and credit risk. It is at least reasonably possible that exposure to such risks could result in changes in fair values that could occur in the near term, and the changes could materially affect participant balances and amounts reported in the Program's Basic Financial Statements. GASB Statement No. 3, *Deposits with Financial Institutions, Investments (including Repurchase Agreements), and Reverse Repurchase Agreements*, GASB Statement No. 40, *Deposit and Investment Risk Disclosures* and GASB Statement No. 59, *Financial Instruments Omnibus*, require that certain disclosures be made related to the Program's investment policy and its exposure to credit risk, interest rate risk and foreign currency risk, which are included in the paragraphs that follow.

**Investment Policy**

The Program's investment objectives and performance monitoring requirements are set forth in the *Investment Policy and Monitoring Guidelines* adopted by the Board of Directors of FAME. Generally, the Program's objectives include providing diverse investment options through the Direct and Select Series, structured for different levels of risk tolerance, time horizons and investment management preferences, while maintaining asset based fees at a competitive level. While the *Investment Policy and Monitoring Guidelines* do not specify permissible investments for the Program or address credit risk, interest rate risk, concentrations of credit risk or foreign currency risk, the assets of each Portfolio are invested according to an allocation strategy recommended by Merrill and the Portfolio's Sub-Advisor and approved by FAME. Any changes to the investment allocation strategy must be approved by FAME.

**NOTE 4: INVESTMENTS (Continued)****(c) Investment Risk Disclosures (Continued)**Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Portfolios are exposed to credit risk primarily through investments in bond mutual funds and bond ETFs. The Principal Plus Portfolio and the Cash Allocation Account may also be exposed to credit risk. None of the mutual funds or ETFs in which the Portfolios invest are rated by a nationally recognized statistical rating organization ("NRSRO") except for the iShares 1-3 Year Treasury Bond ETF, the iShares Core U.S. Aggregate Bond ETF, the iShares iBoxx \$ High Yield Corporate Bond ETF and the iShares Short Treasury Bond ETF, which carry Standard and Poor's ratings of AA+f, A+f, B+f and AAf, respectively, at June 30, 2019. While the GIA is not rated, its respective issuer is rated AA+ by Standard and Poor's. Credit ratings for the investments held in the Cash Allocation Account are provided in Note 4(d).

Custodial Credit Risk

Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the government and are held by either the counterparty or the counterparty's trust department or agent but not in the government's name. Deposits are exposed to custodial credit risk if they are not covered by depository insurance and they are uncollateralized or collateralized with securities held by the pledging financial institution, or collateralized with securities held by the pledging financial institution's trust department or agent but not in the depositor-government's name. The Program's investments in mutual funds and ETFs are not subject to custodial credit risk disclosure requirements. In addition, the GIA held in the Principal Plus Portfolio is considered a contractual investment, rather than an investment security, and is not exposed to custodial credit risk.

The Cash Allocation Account's investments are registered in the name of State Street as custodian and held in a separate account in the name of the Cash Allocation Account. The Cash Allocation Account may invest in bank deposit products, and these balances may not be fully covered by depository insurance.

Account balances invested in the Bank Deposit Account through the NextGen Savings Portfolio are covered by depository insurance at the individual account level, to the extent applicable under FDIC regulations.

Concentration of Credit Risk

A concentration of credit risk is the risk of loss attributed to the magnitude of the Program's investments in a single issuer. Investments in mutual funds, ETFs or securities that are issued or explicitly guaranteed by the U.S. government are not subject to concentration of credit risk disclosure requirements. There are no investments in the Cash Allocation Account that represent 5% or more of the total investments of the Cash Allocation Account.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Certain Portfolios invest in mutual funds and ETFs that are exposed to interest rate risk due to underlying debt securities included in the asset holdings of those funds. In general, the value of a debt security will increase when interest rates decline and decrease when interest rates increase. Prices of longer term securities generally change more in response to interest rate changes than the prices of shorter term securities. Average maturity is a measure of sensitivity to interest rate risk. Average maturity is the average length of time until fixed income securities held by a fund reach maturity and will be repaid, taking into consideration the possibility that the issuer may call the security before its maturity date. In general, the longer the average maturity, the more a fund's value will fluctuate in response to changes in interest rates. As of June 30, 2019, the average maturities of the bond mutual funds and ETFs in which the Portfolios invest ranged from 0.40 years to 8.30 years.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. Due to the nature of the Program's investments, the Program does not have any direct exposure to foreign currency risk. Certain mutual funds and ETFs in which the Portfolios invest include foreign securities in their underlying asset holdings, and these mutual funds and ETFs may indirectly expose the Program to foreign currency risk. There are certain additional risks involved when investing in foreign securities that are not inherent to investments in domestic securities. These risks may include foreign currency exchange rate fluctuations, adverse political and economic developments and the possible prevention of currency exchange or other foreign governmental laws or restrictions.

**NOTE 4: INVESTMENTS (Continued)****(d) Cash Allocation Account**

The following summarizes the investments by type in the Cash Allocation Account as of June 30, 2019, as well as the weighted average maturity and credit quality ratings.

Investment Type	Value <sup>(1)</sup>	Weighted Average Maturity (Days)	Weighted Average Days to Interest Rate Reset Date	S&P Rating	Moody's Rating
Certificates of Deposit	\$ 30,519,342	146.35	71.23	NR to A-1+	P-1
Certificates of Deposit - Yankee	126,117,787	90.02	59.45	A-1 to A-1+	P-1
Commercial Paper	311,756,287	96.08	56.25	NR to A-1+	P-2 to P-1
Corporate Notes	32,989,975	153.63	153.63	A to AA-	A1 to Aa1
Municipal Variable Rate Demand Notes	12,100,000	7,116.45	5.99	NR to A-1	NR to VMIG1
<b>Total</b>	<b>\$ 513,483,391</b>				

<sup>(1)</sup> Value represents fair value, where applicable, determined based on most recent bid prices (Level 2 inputs).

**NOTE 5: RECOGNITION OF CERTAIN CONTRIBUTIONS**

Pursuant to a Consent Order ("Order") issued by the Maine Office of Securities on May 25, 2018, Merrill made remediation payments in late February, 2019, to eligible investors for certain Class C Unit purchases in the Program. The final amount of remediation was \$20.8 million in refunds of expenses associated with the Class C Unit purchases and \$3.7 million in interest accrued on those expenses from the date of revision of the Class C Unit sales practices to the date of February 22, 2019, for a total of \$24.5 million. To be eligible for a remediation payment, an account had to have purchased (through a Merrill financial advisor) a Program Class C Unit (a) between January 1, 2008 and December 31, 2015 at a time when the designated beneficiary was under age 11; and/or (b) between December 1, 2006 and December 31, 2017 at a time when the aggregate Program assets held by accounts commonly-household with the account were \$1 million or more, regardless of the age of beneficiary at time of purchase. Open accounts received remediation by direct payment to the account, whereas closed accounts received remediation by check. Remediation payments made to open Program accounts totaled \$21.8 million and have been recognized in the Statement of Changes in Fiduciary Net Position as contributions.



## **Combining Statements**

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## **Independent Auditor's Report on the Combining Statements**

The Board of Directors  
Finance Authority of Maine  
Augusta, Maine

We have audited the accompanying Combining Statements of Fiduciary Net Position and Combining Statements of Changes in Fiduciary Net Position (the "Combining Statements") as of and for the year ended June 30, 2019, and the related Notes to the Combining Statements. The Combining Statements present balances and transactions attributable to each Portfolio offered to participants in the Maine Education Savings Program, also known as NextGen or NextGen 529 (the "Program"), for purposes of additional analysis and are not a required part of the basic financial statements of the Program.

### **Management's Responsibility for the Combining Statements**

Management is responsible for the preparation and fair presentation of the Combining 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 the Combining Statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Combining Statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Combining Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Combining Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Combining Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the Combining 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 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 Combining Statements.

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

### **Opinion**

In our opinion, the Combining Statements referred to above present fairly, in all material respects, the fiduciary net position and changes therein of each Portfolio offered to participants in the Program as of June 30, 2019, and for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

### **Report on the Basic Financial Statements**

We have audited, in accordance with auditing standards generally accepted in the United States of America, the basic financial statements of the Program as of and for the year ended June 30, 2019, and our report thereon dated October 7, 2019, expresses an unmodified opinion on those financial statements.

*Landmark PLC*  
Certified Public Accountants

October 7, 2019  
Little Rock, Arkansas

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The Combining Statements of Fiduciary Net Position and the Combining Statements of Changes in Fiduciary Net Position included on pages 33 through 68 detail balances and activities attributable to each Portfolio offered under NextGen 529 (the "Program") during the year ended June 30, 2019, as well as units outstanding, net asset value per unit and one year average returns for each unit class. Collectively, these statements are referred to as "the Combining Statements." Notes to Combining Statements presented below provide additional explanatory information about certain information included in the Combining Statements. These Notes to Combining Statements and Notes to Financial Statements presented on pages 9 through 25 are essential to obtaining an understanding of the Program, the Portfolios and information presented in the Combining Statements.

**NOTE 1: UNITS OUTSTANDING**

Units outstanding have been rounded to the nearest whole share.

**NOTE 2: NET ASSET VALUE PER UNIT**

Net asset value per unit is calculated as net position attributable to a specific unit class divided by the actual number of units outstanding, rounded to the nearest hundredth. Net asset value per unit may not recalculate due to rounding or fractional units. Redemption price per unit is equal to net asset value per unit less any applicable contingent deferred sales charge. Where an initial sales charge applies, the offering price per unit will be greater than net asset value per unit.

**NOTE 3: ONE YEAR AVERAGE RETURNS**

One year average annual return amounts include any applicable Management Fee or Maine Administration Fee and are based on the net asset value per unit for the period from July 1, 2018 to June 30, 2019. Average annual return is a hypothetical rate of return that, if achieved annually, would have produced the same cumulative total return if performance had been constant over the entire period. Cumulative total return reflects the actual change in value of an investment over a given period. Average annual total return smoothes out variations in performance; it is not the same as actual year-by-year results. Past performance is no guarantee of future performance. Investment returns will fluctuate with market conditions.

**NOTE 4: UNDERLYING INVESTMENT EXPENSE**

Each Portfolio (except the Principal Plus Portfolio and the NextGen Savings Portfolio) indirectly bears its proportional share of the fees and expenses incurred by its underlying investments. These expenses are not direct expenses paid from the Program's assets, and therefore, are not included in fees and expenses on the Combining Statements.

**NOTE 5: EXCHANGES**

Subject to certain limitations and restrictions, participants may generally direct that their assets be reinvested in one or more different Portfolios twice each calendar year or upon a change of designated beneficiary to a qualified member of the family of the current designated beneficiary. In addition, for each of the age-based Portfolios, account balances are automatically exchanged into the next age band as the beneficiary ages. Each month, new or existing C Units are automatically converted to A Units after five years from their respective dates of purchase. These transfers of funds between Portfolios and Unit classes are referred to as "exchanges." These automatic exchanges do not count against the participant's ability to otherwise direct reinvestments.

Exchanges are included on each Portfolio's statement of changes in fiduciary net position, but are eliminated for purposes of reporting on the Program's statement of changes in fiduciary net position. While these transactions impact the fiduciary net position of an individual Portfolio, they have no impact on the fiduciary net position of the Program.

**NOTE 6: RECOGNITION OF CERTAIN CONTRIBUTIONS**

Pursuant to a Consent Order ("Order") issued by the Maine Office of Securities on May 25, 2018, Merrill made remediation payments in late February, 2019, to eligible investors for certain Class C Unit purchases in the Program. The final amount of remediation was \$20.8 million in refunds of expenses associated with the Class C Unit purchases and \$3.7 million in interest accrued on those expenses from the date of revision of the Class C Unit sales practices to the date of February 22, 2019, for a total of \$24.5 million. To be eligible for a remediation payment, an account had to have purchased (through a Merrill financial advisor) a Program Class C Unit (a) between January 1, 2008 and December 31, 2015 at a time when the designated beneficiary was under age 11; and/or (b) between December 1, 2006 and December 31, 2017 at a time when the aggregate Program assets held by accounts commonly-household with the account were \$1 million or more, regardless of the age of beneficiary at time of purchase. Open accounts received remediation by direct payment to the account, whereas closed accounts received remediation by check. Remediation payments made to open Program accounts totaled \$21.8 million and have been recognized in the Statement of Changes in Fiduciary Net Position as contributions.

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**NextGen 529™**

Combining Statements of Fiduciary Net Position – Summary Totals  
June 30, 2019

	<u>Total</u>	<u>BlackRock Portfolios</u>	<u>Franklin Templeton Portfolios</u>	<u>MFS Portfolios</u>
<b>ASSETS</b>				
Investments	\$ 10,711,873,438	\$ 6,447,459,673	\$ 2,129,957,650	\$ 1,431,404,401
Cash and cash equivalents	20,409,485	11,498,585	4,247,079	3,725,094
Receivable for securities sold	8,530,667	5,036,805	1,956,323	1,445,876
Accrued investment income	87,407	43,686	29,158	14,563
<b>Total Assets</b>	<u>10,740,900,997</u>	<u>6,464,038,749</u>	<u>2,136,190,210</u>	<u>1,436,589,934</u>
<b>LIABILITIES</b>				
Payable for securities purchased	7,755,983	4,916,849	1,078,707	1,081,509
Withdrawals payable	21,184,172	11,618,545	5,124,694	4,089,462
Payable for accrued expenses	2,515,749	1,634,015	406,984	301,791
<b>Total Liabilities</b>	<u>31,455,904</u>	<u>18,169,409</u>	<u>6,610,385</u>	<u>5,472,762</u>
<b>FIDUCIARY NET POSITION</b>	<u>\$ 10,709,445,093</u>	<u>\$ 6,445,869,340</u>	<u>\$ 2,129,579,825</u>	<u>\$ 1,431,117,172</u>

See notes to financial statements and notes to combining statements.

American Century Inflation- Adjusted Bond Portfolio	Lord Abbett Total Return Portfolio	MainStay Large Cap Growth Portfolio	Neuberger Berman International Equity Portfolio	Principal Plus Portfolio	NextGen Savings Portfolio
\$ 17,424,451	\$ 55,478,530	\$ 98,942,191	\$ 40,172,337	\$ 382,406,310	\$ 108,627,895
5,117	2,368	76,314	9,358	451,088	394,482
367	184	24,170	24,268	42,674	-
-	-	-	-	-	-
17,429,935	55,481,082	99,042,675	40,205,963	382,900,072	109,022,377
4,291	1,570	33,310	329	344,061	295,357
1,193	982	67,173	33,298	149,701	99,124
3,905	11,659	23,201	9,002	125,192	-
9,389	14,211	123,684	42,629	618,954	394,481
\$ 17,420,546	\$ 55,466,871	\$ 98,918,991	\$ 40,163,334	\$ 382,281,118	\$ 108,627,896

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Fiduciary Net Position – Portfolios  
June 30, 2019

	BlackRock Age-Based 0-3 Years Portfolio	BlackRock Age-Based 4-7 Years Portfolio	BlackRock Age-Based 8-10 Years Portfolio	BlackRock Age-Based 11-13 Years Portfolio
<b>ASSETS</b>				
Investments	\$ 142,403,182	\$ 353,663,124	\$ 378,347,147	\$ 467,720,929
Cash and cash equivalents	174,323	475,180	1,560,953	1,204,944
Receivable for securities sold	310,821	1,095,142	233,409	371,962
Accrued investment income	-	-	-	-
<b>Total Assets</b>	<b>142,888,326</b>	<b>355,233,446</b>	<b>380,141,509</b>	<b>469,297,835</b>
<b>LIABILITIES</b>				
Payable for securities purchased	59,067	192,078	623,440	242,611
Withdrawals payable	426,078	1,378,244	1,170,922	1,334,295
Accrued expenses	28,443	69,808	67,065	83,528
<b>Total Liabilities</b>	<b>513,588</b>	<b>1,640,130</b>	<b>1,861,427</b>	<b>1,660,434</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 142,374,738</b>	<b>\$ 353,593,316</b>	<b>\$ 378,280,082</b>	<b>\$ 467,637,401</b>
<b>UNIT INFORMATION</b>				
<b>Client Direct Series:</b>				
<b>Direct Unit Class</b>				
Net position	\$ 40,892,532	\$ 78,013,119	\$ 61,512,980	\$ 57,017,970
Units outstanding	2,159,217	7,108,790	3,404,454	3,262,027
Net asset value per unit	\$ 18.94	\$ 10.97	\$ 18.07	\$ 17.48
<b>H Unit Class</b>				
Net position	\$ 27,437,452	\$ 29,172,515	\$ 13,183,076	\$ 460,042
Units outstanding	1,288,386	2,656,657	967,065	44,902
Net asset value per unit	\$ 21.30	\$ 10.98	\$ 13.63	\$ 10.25
<b>Client Select Series:</b>				
<b>A Unit Class</b>				
Net position	\$ 35,753,924	\$ 162,212,471	\$ 229,942,805	\$ 323,227,033
Units outstanding	1,368,912	14,865,809	9,661,304	14,674,972
Net asset value per unit	\$ 26.12	\$ 10.91	\$ 23.80	\$ 22.03
<b>C Unit Class</b>				
Net position	\$ 38,290,830	\$ 84,195,211	\$ 73,641,221	\$ 86,932,356
Units outstanding	1,634,928	7,813,237	3,478,351	4,402,648
Net asset value per unit	\$ 23.42	\$ 10.78	\$ 21.17	\$ 19.75

See notes to financial statements and notes to combining statements.

<b>BlackRock Age-Based 14-16 Years Portfolio</b>	<b>BlackRock Age-Based 17-19 Years Portfolio</b>	<b>BlackRock Age-Based 20+ Years Portfolio</b>	<b>BlackRock 100% Equity Portfolio</b>	<b>BlackRock 75% Equity Portfolio</b>	<b>BlackRock Fixed Income Portfolio</b>
\$ 585,888,623	\$ 524,408,354	\$ 272,080,509	\$ 476,907,131	\$ 301,826,988	\$ 114,934,662
1,463,164	746,065	1,312,736	76,693	100,533	39,254
20,344	871,727	-	227,100	18,807	27,295
-	13,148	29,753	-	502	192
<u>587,372,131</u>	<u>526,039,294</u>	<u>273,422,998</u>	<u>477,210,924</u>	<u>301,946,830</u>	<u>115,001,403</u>
585,829	-	945,610	4,310	981	-
897,679	1,617,792	367,126	299,483	118,360	66,549
109,316	96,498	41,558	70,805	56,089	17,249
<u>1,592,824</u>	<u>1,714,290</u>	<u>1,354,294</u>	<u>374,598</u>	<u>175,430</u>	<u>83,798</u>
<u>\$ 585,779,307</u>	<u>\$ 524,325,004</u>	<u>\$ 272,068,704</u>	<u>\$ 476,836,326</u>	<u>\$ 301,771,400</u>	<u>\$ 114,917,605</u>
\$ 52,761,504	\$ 34,639,671	\$ 14,496,804	\$ 71,622,870		\$ 15,751,906
3,203,785	2,273,453	1,185,818	3,597,535		1,363,170
<u>\$ 16.47</u>	<u>\$ 15.24</u>	<u>\$ 12.23</u>	<u>\$ 19.91</u>		<u>\$ 11.56</u>
\$ 419,554,504	\$ 391,203,698	\$ 220,756,403	\$ 337,684,842	\$ 246,380,823	\$ 83,074,050
21,269,917	22,419,391	16,337,928	11,958,921	9,591,024	4,847,268
<u>\$ 19.73</u>	<u>\$ 17.45</u>	<u>\$ 13.51</u>	<u>\$ 28.24</u>	<u>\$ 25.69</u>	<u>\$ 17.14</u>
\$ 113,463,299	\$ 98,481,635	\$ 36,815,497	\$ 67,528,614	\$ 55,390,577	\$ 16,091,649
6,409,295	6,286,882	3,044,911	2,663,213	2,404,072	1,049,740
<u>\$ 17.70</u>	<u>\$ 15.66</u>	<u>\$ 12.09</u>	<u>\$ 25.36</u>	<u>\$ 23.04</u>	<u>\$ 15.33</u>

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Fiduciary Net Position – Portfolios (Continued)

June 30, 2019

	BlackRock Advantage Large Cap Core Portfolio	BlackRock Advantage Large Cap Growth Portfolio	BlackRock Global Allocation Portfolio	BlackRock Equity Dividend Portfolio
<b>ASSETS</b>				
Investments	\$ 81,482,651	\$ 114,705,267	\$ 852,635,552	\$ 145,159,690
Cash and cash equivalents	14,735	26,207	86,353	51,272
Receivable for securities sold	24,003	1,378	699,169	24,452
Accrued investment income	-	-	-	-
<b>Total Assets</b>	<b>81,521,389</b>	<b>114,732,852</b>	<b>853,421,074</b>	<b>145,235,414</b>
<b>LIABILITIES</b>				
Payable for securities purchased	-	-	-	5,743
Withdrawals payable	38,738	27,585	785,522	69,982
Accrued expenses	16,720	24,580	176,045	35,081
<b>Total Liabilities</b>	<b>55,458</b>	<b>52,165</b>	<b>961,567</b>	<b>110,806</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 81,465,931</b>	<b>\$ 114,680,687</b>	<b>\$ 852,459,507</b>	<b>\$ 145,124,608</b>
<b>UNIT INFORMATION</b>				
<b>Client Direct Series:</b>				
<b>Direct Unit Class</b>				
Net position				
Units outstanding				
Net asset value per unit				
<b>H Unit Class</b>				
Net position				
Units outstanding				
Net asset value per unit				
<b>Client Select Series:</b>				
<b>A Unit Class</b>				
Net position	\$ 63,943,835	\$ 88,278,943	\$ 669,290,589	\$ 105,062,801
Units outstanding	2,060,703	3,430,502	30,613,299	5,980,179
Net asset value per unit	\$ 31.03	\$ 25.73	\$ 21.86	\$ 17.57
<b>C Unit Class</b>				
Net position	\$ 17,522,096	\$ 26,401,744	\$ 183,168,918	\$ 40,061,807
Units outstanding	628,796	1,120,896	9,313,775	2,388,515
Net asset value per unit	\$ 27.87	\$ 23.55	\$ 19.67	\$ 16.77

See notes to financial statements and notes to combining statements.

BlackRock Balanced Portfolio	BlackRock Equity Index Portfolio	iShares Age-Based 0-3 Years Portfolio	iShares Age-Based 4-7 Years Portfolio	iShares Age-Based 8-10 Years Portfolio	iShares Age-Based 11-13 Years Portfolio
\$ 53,858,467	\$ 115,581,205	\$ 121,954,261	\$ 220,322,711	\$ 157,209,149	\$ 166,195,359
21,771	93,187	361,993	723,497	353,972	464,672
-	-	316,010	-	313,664	366,867
91	-	-	-	-	-
53,880,329	115,674,392	122,632,264	221,046,208	157,876,785	167,026,898
16,998	83,118	45,283	495,421	226,057	98,446
4,773	10,068	632,719	228,077	441,579	733,093
-	6,481	64,609	97,736	71,820	82,316
21,771	99,667	742,611	821,234	739,456	913,855
\$ 53,858,558	\$ 115,574,725	\$ 121,889,653	\$ 220,224,974	\$ 157,137,329	\$ 166,113,043
\$ 53,858,558	\$ 115,574,725	\$ 48,660,911	\$ 90,522,133	\$ 58,324,533	\$ 50,884,649
4,124,228	4,640,810	2,164,845	8,249,523	2,908,793	2,840,489
\$ 13.06	\$ 24.90	\$ 22.48	\$ 10.97	\$ 20.05	\$ 17.91

\$ 30,584,374	\$ 80,592,671	\$ 64,005,484	\$ 73,025,741
2,017,549	7,392,123	4,531,014	5,426,128
\$ 15.16	\$ 10.90	\$ 14.13	\$ 13.46
\$ 42,644,368	\$ 49,110,170	\$ 34,807,312	\$ 42,202,653
2,973,607	4,560,940	2,580,676	3,264,078
\$ 14.34	\$ 10.77	\$ 13.49	\$ 12.93

See notes to financial statements and notes to combining statements.

**NextGen 529™**

## Combining Statements of Fiduciary Net Position – Portfolios (Continued)

June 30, 2019

	iShares Age-Based 14-16 Years Portfolio	iShares Age-Based 17-19 Years Portfolio	iShares Age-Based 20+ Years Portfolio	iShares Diversified Equity Portfolio
<b>ASSETS</b>				
Investments	\$ 166,945,710	\$ 107,163,884	\$ 28,615,184	\$ 343,343,243
Cash and cash equivalents	824,983	651,223	190,523	62,865
Receivable for securities sold	-	-	82,590	25,586
Accrued investment income	-	-	-	-
<b>Total Assets</b>	<b>167,770,693</b>	<b>107,815,107</b>	<b>28,888,297</b>	<b>343,431,694</b>
<b>LIABILITIES</b>				
Payable for securities purchased	255,269	491,509	123,685	24,316
Withdrawals payable	569,714	159,714	149,429	64,135
Accrued expenses	90,283	63,575	16,766	160,393
<b>Total Liabilities</b>	<b>915,266</b>	<b>714,798</b>	<b>289,880</b>	<b>248,844</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 166,855,427</b>	<b>\$ 107,100,309</b>	<b>\$ 28,598,417</b>	<b>\$ 343,182,850</b>
<b>UNIT INFORMATION</b>				
<b>Client Direct Series:</b>				
<b>Direct Unit Class</b>				
Net position	\$ 49,644,559	\$ 28,251,633	\$ 7,746,436	\$ 101,308,956
Units outstanding	3,132,410	2,050,534	695,672	3,961,361
Net asset value per unit	\$ 15.85	\$ 13.78	\$ 11.14	\$ 25.57
<b>H Unit Class</b>				
Net position				
Units outstanding				
Net asset value per unit				
<b>Client Select Series:</b>				
<b>A Unit Class</b>				
Net position	\$ 64,008,532	\$ 37,337,858	\$ 9,943,871	\$ 172,949,087
Units outstanding	5,063,262	3,186,053	945,805	10,803,558
Net asset value per unit	\$ 12.64	\$ 11.72	\$ 10.51	\$ 16.01
<b>C Unit Class</b>				
Net position	\$ 53,202,336	\$ 41,510,818	\$ 10,908,110	\$ 68,924,807
Units outstanding	4,404,725	3,698,733	1,082,796	4,533,181
Net asset value per unit	\$ 12.08	\$ 11.22	\$ 10.07	\$ 15.20

See notes to financial statements and notes to combining statements.

iShares Diversified Fixed Income Portfolio	iShares Core Growth Allocation Portfolio	iShares Core Conservative Allocation Portfolio	iShares Core Moderate Allocation Portfolio	iShares Balanced Portfolio	BlackRock Totals
\$ 46,335,332	\$ 55,228,771	\$ 13,493,205	\$ 27,428,321	\$ 11,621,062	\$ 6,447,459,673
81,170	4,715	326,156	80	5,366	11,498,585
-	-	-	-	6,479	5,036,805
-	-	-	-	-	43,686
46,416,502	55,233,486	13,819,361	27,428,401	11,632,907	6,464,038,749
67,559	4,715	324,724	80	-	4,916,849
13,611	-	1,433	-	11,845	11,618,545
21,110	37,341	8,317	18,970	1,513	1,634,015
102,280	42,056	334,474	19,050	13,358	18,169,409
\$ 46,314,222	\$ 55,191,430	\$ 13,484,887	\$ 27,409,351	\$ 11,619,549	\$ 6,445,869,340
\$ 17,155,522				\$ 11,619,549	
1,378,951				944,153	
\$ 12.44				\$ 12.31	
\$ 19,394,077	\$ 33,303,408	\$ 9,200,468	\$ 16,358,833		
1,745,099	2,472,178	751,047	1,295,945		
\$ 11.11	\$ 13.47	\$ 12.25	\$ 12.62		
\$ 9,764,623	\$ 21,888,022	\$ 4,284,419	\$ 11,050,518		
913,648	1,694,308	365,065	912,783		
\$ 10.69	\$ 12.92	\$ 11.74	\$ 12.11		

See notes to financial statements and notes to combining statements.

**NextGen 529™**Combining Statements of Fiduciary Net Position – Portfolios (*Continued*)

June 30, 2019

	Franklin Templeton Age-Based 0-8 Years Portfolio	Franklin Templeton Age-Based 9-10 Years Portfolio	Franklin Templeton Age-Based 11-12 Years Portfolio
<b>ASSETS</b>			
Investments	\$ 195,337,208	\$ 114,972,806	\$ 157,577,074
Cash and cash equivalents	41,089	499,685	323,708
Receivable for securities sold	477,364	7,406	186,625
Accrued investment income	-	962	1,984
<b>Total Assets</b>	<b>195,855,661</b>	<b>115,480,859</b>	<b>158,089,391</b>
<b>LIABILITIES</b>			
Payable for securities purchased	-	156,509	15,613
Withdrawals payable	518,453	350,582	494,720
Accrued expenses	54,353	22,939	28,534
<b>Total Liabilities</b>	<b>572,806</b>	<b>530,030</b>	<b>538,867</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 195,282,855</b>	<b>\$ 114,950,829</b>	<b>\$ 157,550,524</b>
<b>UNIT INFORMATION</b>			
<b>Client Select Series:</b>			
<b>A Unit Class</b>			
Net position	\$ 130,018,497	\$ 91,017,136	\$ 129,981,383
Units outstanding	4,425,061	3,462,299	12,136,193
Net asset value per unit	\$ 29.38	\$ 26.29	\$ 10.71
<b>C Unit Class</b>			
Net position	\$ 65,264,358	\$ 23,933,693	\$ 27,569,141
Units outstanding	2,472,235	1,012,439	2,606,538
Net asset value per unit	\$ 26.40	\$ 23.64	\$ 10.58

See notes to financial statements and notes to combining statements.

Franklin Templeton Age-Based 13-14 Years Portfolio	Franklin Templeton Age-Based 15-16 Years Portfolio	Franklin Templeton Age-Based 17-18 Years Portfolio	Franklin Templeton Age-Based 19-20 Years Portfolio	Franklin Templeton Age-Based 21+ Years Portfolio
\$ 208,797,968	\$ 234,886,477	\$ 239,757,685	\$ 133,444,490	\$ 111,773,475
498,656	1,025,564	692,425	623,321	398,521
549,866	75,468	39,044	29,839	-
3,514	4,927	6,049	3,929	3,756
209,850,004	235,992,436	240,495,203	134,101,579	112,175,752
-	391,336	12,645	123,741	339,103
1,048,522	709,696	718,824	529,419	59,418
37,917	43,493	42,054	22,792	15,799
1,086,439	1,144,525	773,523	675,952	414,320
\$ 208,763,565	\$ 234,847,911	\$ 239,721,680	\$ 133,425,627	\$ 111,761,432
\$ 172,160,831	\$ 192,747,019	\$ 199,671,396	\$ 112,545,731	\$ 99,257,954
7,495,959	18,195,329	10,191,999	10,768,172	6,050,911
\$ 22.97	\$ 10.59	\$ 19.59	\$ 10.45	\$ 16.40
\$ 36,602,734	\$ 42,100,892	\$ 40,050,284	\$ 20,879,896	\$ 12,503,478
1,779,047	4,024,020	2,293,271	2,022,835	858,658
\$ 20.57	\$ 10.46	\$ 17.46	\$ 10.32	\$ 14.56

See notes to financial statements and notes to combining statements.

**NextGen 529™**Combining Statements of Fiduciary Net Position – Portfolios (*Continued*)

June 30, 2019

	Franklin Templeton Growth Portfolio	Franklin Templeton Growth and Income Portfolio	Franklin Templeton Balanced Portfolio
<b>ASSETS</b>			
Investments	\$ 205,857,049	\$ 245,674,140	\$ 117,822,723
Cash and cash equivalents	20,046	42,384	1,860
Receivable for securities sold	316,066	220,541	39,087
Accrued investment income	-	2,059	1,978
<b>Total Assets</b>	<b>206,193,161</b>	<b>245,939,124</b>	<b>117,865,648</b>
<b>LIABILITIES</b>			
Payable for securities purchased	-	-	-
Withdrawals payable	336,112	262,925	40,946
Accrued expenses	36,866	44,620	22,586
<b>Total Liabilities</b>	<b>372,978</b>	<b>307,545</b>	<b>63,532</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 205,820,183</b>	<b>\$ 245,631,579</b>	<b>\$ 117,802,116</b>
<b>UNIT INFORMATION</b>			
<b>Client Select Series:</b>			
<b>A Unit Class</b>			
Net position	\$ 170,008,977	\$ 202,302,567	\$ 95,218,649
Units outstanding	5,786,723	7,700,472	4,145,883
Net asset value per unit	\$ 29.38	\$ 26.27	\$ 22.97
<b>C Unit Class</b>			
Net position	\$ 35,811,206	\$ 43,329,012	\$ 22,583,467
Units outstanding	1,354,651	1,837,844	1,095,314
Net asset value per unit	\$ 26.44	\$ 23.58	\$ 20.62

See notes to financial statements and notes to combining statements.

Franklin Templeton Global Bond Portfolio	Franklin Templeton Mutual Shares Portfolio	Franklin Templeton Small Cap Value Portfolio	Franklin Templeton Small-Mid Cap Growth Portfolio	Franklin Templeton Totals
\$ 30,862,853	\$ 24,503,540	\$ 44,333,331	\$ 64,356,831	\$2,129,957,650
8,752	2,067	16,450	52,551	4,247,079
11,084	3,933	-	-	1,956,323
-	-	-	-	29,158
30,882,689	24,509,540	44,349,781	64,409,382	2,136,190,210
3,191	-	14,803	21,766	1,078,707
16,644	6,000	1,647	30,786	5,124,694
6,967	4,989	8,555	14,520	406,984
26,802	10,989	25,005	67,072	6,610,385
\$ 30,855,887	\$ 24,498,551	\$ 44,324,776	\$ 64,342,310	\$2,129,579,825
\$ 23,390,586	\$ 19,300,437	\$ 35,697,066	\$ 48,138,333	
1,657,327	1,203,609	1,780,433	2,160,955	
\$ 14.11	\$ 16.04	\$ 20.05	\$ 22.28	
\$ 7,465,301	\$ 5,198,114	\$ 8,627,710	\$ 16,203,977	
564,465	354,038	470,015	796,602	
\$ 13.23	\$ 14.68	\$ 18.36	\$ 20.34	

See notes to financial statements and notes to combining statements.

**NextGen 529™**

## Combining Statements of Fiduciary Net Position – Portfolios (Continued)

June 30, 2019

	MFS Age-Based 0-5 Years Portfolio	MFS Age-Based 6-10 Years Portfolio	MFS Age-Based 11-13 Years Portfolio	MFS Age-Based 14-15 Years Portfolio
<b>ASSETS</b>				
Investments	\$ 83,678,235	\$ 186,283,188	\$ 161,304,960	\$ 132,248,278
Cash and cash equivalents	43,424	115,991	536,458	801,993
Receivable for securities sold	71,434	464,421	262,029	-
Accrued investment income	-	-	1,339	2,192
<b>Total Assets</b>	<b>83,793,093</b>	<b>186,863,600</b>	<b>162,104,786</b>	<b>133,052,463</b>
<b>LIABILITIES</b>				
Payable for securities purchased	1,362	-	-	446,893
Withdrawals payable	113,496	580,413	798,487	355,100
Accrued expenses	29,936	44,634	33,919	28,182
<b>Total Liabilities</b>	<b>144,794</b>	<b>625,047</b>	<b>832,406</b>	<b>830,175</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 83,648,299</b>	<b>\$ 186,238,553</b>	<b>\$ 161,272,380</b>	<b>\$ 132,222,288</b>
<b>UNIT INFORMATION</b>				
<b>Client Select Series:</b>				
<b>A Unit Class</b>				
Net position	\$ 44,271,759	\$ 135,991,145	\$ 125,062,233	\$ 101,942,230
Units outstanding	1,364,808	4,637,276	4,723,152	4,592,415
Net asset value per unit	\$ 32.44	\$ 29.33	\$ 26.48	\$ 22.20
<b>C Unit Class</b>				
Net position	\$ 39,376,540	\$ 50,247,408	\$ 36,210,147	\$ 30,280,058
Units outstanding	1,342,659	1,903,560	1,521,519	1,517,177
Net asset value per unit	\$ 29.33	\$ 26.40	\$ 23.80	\$ 19.96

See notes to financial statements and notes to combining statements.

<b>MFS Age-Based 16 Years Portfolio</b>	<b>MFS Age-Based 17 Years Portfolio</b>	<b>MFS Age-Based 18+ Years Portfolio</b>	<b>MFS Equity Portfolio</b>	<b>MFS Fixed Income Portfolio</b>
\$ 74,579,914	\$ 78,818,035	\$ 220,751,507	\$ 291,743,536	\$ 40,033,638
331,703	911,637	693,402	242,024	17,055
502,422	18,338	-	117,891	-
1,250	1,966	7,358	-	-
<u>75,415,289</u>	<u>79,749,976</u>	<u>221,452,267</u>	<u>292,103,451</u>	<u>40,050,693</u>
-	215,179	377,810	16,934	17,055
834,125	714,796	315,592	342,981	-
16,205	17,024	39,540	50,347	7,861
<u>850,330</u>	<u>946,999</u>	<u>732,942</u>	<u>410,262</u>	<u>24,916</u>
<u>\$ 74,564,959</u>	<u>\$ 78,802,977</u>	<u>\$ 220,719,325</u>	<u>\$ 291,693,189</u>	<u>\$ 40,025,777</u>
<u>\$ 58,094,021</u>	<u>\$ 60,001,925</u>	<u>\$ 182,292,502</u>	<u>\$ 244,363,928</u>	<u>\$ 31,995,499</u>
<u>5,381,598</u>	<u>5,610,826</u>	<u>10,049,528</u>	<u>7,531,375</u>	<u>1,687,921</u>
<u>\$ 10.79</u>	<u>\$ 10.69</u>	<u>\$ 18.14</u>	<u>\$ 32.45</u>	<u>\$ 18.96</u>
<u>\$ 16,470,938</u>	<u>\$ 18,801,052</u>	<u>\$ 38,426,823</u>	<u>\$ 47,329,261</u>	<u>\$ 8,030,278</u>
<u>1,545,105</u>	<u>1,780,195</u>	<u>2,371,825</u>	<u>1,614,748</u>	<u>473,774</u>
<u>\$ 10.66</u>	<u>\$ 10.56</u>	<u>\$ 16.20</u>	<u>\$ 29.31</u>	<u>\$ 16.95</u>

See notes to financial statements and notes to combining statements.

**NextGen 529™**

## Combining Statements of Fiduciary Net Position – Portfolios (Continued)

June 30, 2019

	MFS Value Portfolio	MFS Research International Portfolio	MFS Conservative Mixed Asset Portfolio	MFS Totals
<b>ASSETS</b>				
Investments	\$ 92,085,344	\$ 56,174,126	\$ 13,703,640	\$ 1,431,404,401
Cash and cash equivalents	16,195	14,162	1,050	3,725,094
Receivable for securities sold	2,511	6,830	-	1,445,876
Accrued investment income	-	-	458	14,563
<b>Total Assets</b>	<b>92,104,050</b>	<b>56,195,118</b>	<b>13,705,148</b>	<b>1,436,589,934</b>
<b>LIABILITIES</b>				
Payable for securities purchased	5,226	-	1,050	1,081,509
Withdrawals payable	13,480	20,992	-	4,089,462
Accrued expenses	19,565	11,552	3,026	301,791
<b>Total Liabilities</b>	<b>38,271</b>	<b>32,544</b>	<b>4,076</b>	<b>5,472,762</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 92,065,779</b>	<b>\$ 56,162,574</b>	<b>\$ 13,701,072</b>	<b>\$ 1,431,117,172</b>
<b>UNIT INFORMATION</b>				
<b>Client Select Series:</b>				
<b>A Unit Class</b>				
Net position	\$ 71,182,985	\$ 44,065,686	\$ 10,401,871	
Units outstanding	3,393,196	3,820,676	933,814	
Net asset value per unit	\$ 20.98	\$ 11.53	\$ 11.14	
<b>C Unit Class</b>				
Net position	\$ 20,882,794	\$ 12,096,888	\$ 3,299,201	
Units outstanding	1,087,084	1,146,032	302,196	
Net asset value per unit	\$ 19.21	\$ 10.56	\$ 10.92	

See notes to financial statements and notes to combining statements.

**NextGen 529™**

## Combining Statements of Fiduciary Net Position – Portfolios (Continued)

June 30, 2019

	American Century Inflation- Adjusted Bond Portfolio	Lord Abbett Total Return Portfolio
<b>ASSETS</b>		
Investments	\$ 17,424,451	\$ 55,478,530
Cash and cash equivalents	5,117	2,368
Receivable for securities sold	367	184
<b>Total Assets</b>	<b>17,429,935</b>	<b>55,481,082</b>
<b>LIABILITIES</b>		
Payable for securities purchased	4,291	1,570
Withdrawals payable	1,193	982
Accrued expenses	3,905	11,659
<b>Total Liabilities</b>	<b>9,389</b>	<b>14,211</b>
<b>FIDUCIARY NET POSITION</b>	<b>\$ 17,420,546</b>	<b>\$ 55,466,871</b>
<b>UNIT INFORMATION</b>		
<b>Client Direct Series:</b>		
<b>Direct Unit Class</b>		
Net position		
Units outstanding		
Net asset value per unit		
<b>Matching Grant Program Funds</b>		
Net position		
Units outstanding		
Net asset value per unit		
<b>Client Select Series:</b>		
<b>A Unit Class</b>		
Net position	\$ 13,243,174	\$ 43,274,297
Units outstanding	1,279,787	3,877,779
Net asset value per unit	\$ 10.35	\$ 11.16
<b>C Unit Class</b>		
Net position	\$ 4,177,372	\$ 12,192,574
Units outstanding	412,390	1,128,327
Net asset value per unit	\$ 10.13	\$ 10.81

See notes to financial statements and notes to combining statements.

<b>MainStay Large Cap Growth Portfolio</b>	<b>Neuberger Berman International Equity Portfolio</b>	<b>Principal Plus Portfolio</b>	<b>NextGen Savings Portfolio</b>
\$ 98,942,191	\$ 40,172,337	\$ 382,406,310	\$ 108,627,895
76,314	9,358	451,088	394,482
24,170	24,268	42,674	-
99,042,675	40,205,963	382,900,072	109,022,377
33,310	329	344,061	295,357
67,173	33,298	149,701	99,124
23,201	9,002	125,192	-
123,684	42,629	618,954	394,481
\$ 98,918,991	\$ 40,163,334	\$ 382,281,118	\$ 108,627,896
		\$ 33,931,616	\$ 34,611,610
		2,631,272	3,372,474
		\$ 12.90	\$ 10.26
		28,043,023	
		1,696,068	
		\$ 16.53	
\$ 72,987,738	\$ 30,291,824	\$ 251,729,678	\$ 56,227,636
2,269,317	2,616,724	18,411,498	5,476,818
\$ 32.16	\$ 11.58	\$ 13.67	\$ 10.27
\$ 25,931,253	\$ 9,871,510	\$ 68,576,801	\$ 17,788,650
864,583	881,719	5,114,557	1,732,809
\$ 29.99	\$ 11.20	\$ 13.41	\$ 10.27

See notes to financial statements and notes to combining statements.

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**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Summary Totals  
For the Year Ended June 30, 2019

	<b>Total</b>	<b>BlackRock Portfolios</b>	<b>Franklin Templeton Portfolios</b>	<b>MFS Portfolios</b>
<b>ADDITIONS</b>				
Contributions	\$ 1,077,138,650	\$ 756,071,528	\$ 129,684,267	\$ 112,385,322
Investment income (loss):				
Dividend and interest income	426,401,541	233,408,766	102,481,610	63,798,860
Net appreciation (depreciation) in value of investments	142,942,930	121,264,802	(2,600,096)	28,451,924
Net investment income (loss)	569,344,471	354,673,568	99,881,514	92,250,784
Exchanges in	2,755,216,523	1,421,318,777	708,986,433	453,741,240
<b>Total Additions</b>	<b>4,401,699,644</b>	<b>2,532,063,873</b>	<b>938,552,214</b>	<b>658,377,346</b>
<b>DEDUCTIONS</b>				
Withdrawals	1,000,292,377	547,553,902	211,697,647	129,850,170
Fees and expenses:				
Management fees	21,997,209	14,925,295	3,180,194	2,366,437
Maine administration fees	8,111,948	4,563,706	1,882,790	1,222,733
Total fees and expenses	30,109,157	19,489,001	5,062,984	3,589,170
Exchanges out	2,755,216,523	1,480,353,272	743,484,193	463,783,061
<b>Total Deductions</b>	<b>3,785,618,057</b>	<b>2,047,396,175</b>	<b>960,244,824</b>	<b>597,222,401</b>
<b>NET INCREASE (DECREASE)</b>	<b>616,081,587</b>	<b>484,667,698</b>	<b>(21,692,610)</b>	<b>61,154,945</b>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<b>10,093,363,506</b>	<b>5,961,201,642</b>	<b>2,151,272,435</b>	<b>1,369,962,227</b>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<b>\$ 10,709,445,093</b>	<b>\$ 6,445,869,340</b>	<b>\$ 2,129,579,825</b>	<b>\$ 1,431,117,172</b>

See notes to financial statements and notes to combining statements.

American Century Inflation-Adjusted Bond Portfolio	Lord Abbett Total Return Portfolio	MainStay Large Cap Growth Portfolio	Neuberger Berman International Equity Portfolio	Principal Plus Portfolio	NextGen Savings Portfolio
\$ 1,486,532	\$ 3,652,501	\$ 9,186,320	\$ 3,673,709	\$ 42,764,855	\$ 18,233,616
294,825	1,797,623	15,176,970	359,354	7,777,409	1,306,124
330,231	2,010,812	(5,203,847)	(1,310,896)	-	-
625,056	3,808,435	9,973,123	(951,542)	7,777,409	1,306,124
1,997,063	5,989,963	15,619,030	5,280,837	106,039,044	36,244,136
4,108,651	13,450,899	34,778,473	8,003,004	156,581,308	55,783,876
1,745,419	6,596,573	6,450,746	3,839,298	69,323,667	23,234,955
32,996	95,588	183,149	82,920	1,130,630	-
15,036	48,294	79,095	36,165	264,129	-
48,032	143,882	262,244	119,085	1,394,759	-
1,993,037	6,023,709	10,535,413	7,144,952	30,326,129	11,572,757
3,786,488	12,764,164	17,248,403	11,103,335	101,044,555	34,807,712
322,163	686,735	17,530,070	(3,100,331)	55,536,753	20,976,164
17,098,383	54,780,136	81,388,921	43,263,665	326,744,365	87,651,732
<u>\$ 17,420,546</u>	<u>\$ 55,466,871</u>	<u>\$ 98,918,991</u>	<u>\$ 40,163,334</u>	<u>\$ 382,281,118</u>	<u>\$ 108,627,896</u>

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios  
For the Year Ended June 30, 2019

	<b>BlackRock Age-Based 0-3 Years Portfolio</b>	<b>BlackRock Age-Based 4-7 Years Portfolio</b>	<b>BlackRock Age-Based 8-10 Years Portfolio</b>	<b>BlackRock Age-Based 11-13 Years Portfolio</b>
<b>ADDITIONS</b>				
Contributions				
Client Direct Series				
H unit class	\$ 6,756,569	\$ -	\$ 2,050	\$ -
Direct unit class	19,694,328	17,215,155	12,513,256	12,421,864
Total Client Direct Series contributions	26,450,897	17,215,155	12,515,306	12,421,864
Client Select Series				
A unit class	5,389,826	7,456,982	8,397,273	10,062,721
C unit class	24,542,688	24,709,792	19,984,431	22,603,383
Total Client Select Series contributions	29,932,514	32,166,774	28,381,704	32,666,104
Total contributions	56,383,411	49,381,929	40,897,010	45,087,968
Investment income:				
Dividend and interest income	7,551,291	17,961,960	17,436,924	21,188,033
Net appreciation (depreciation) in value of investments	668,096	2,666,176	5,536,782	9,664,681
Net investment income	8,219,387	20,628,136	22,973,706	30,852,714
Exchanges in	2,298,685	81,205,586	124,279,325	156,106,321
<b>Total Additions</b>	<b>66,901,483</b>	<b>151,215,651</b>	<b>188,150,041</b>	<b>232,047,003</b>
<b>DEDUCTIONS</b>				
Withdrawals				
Client Direct Series				
H unit class	99	8,022	6,666	-
Direct unit class	1,159,322	2,013,399	1,258,589	2,221,068
Total Client Direct Series withdrawals	1,159,421	2,021,421	1,265,255	2,221,068
Client Select Series				
A unit class	1,490,973	5,403,474	7,414,169	9,714,705
C unit class	1,000,940	2,804,483	2,483,136	3,052,238
Total Client Select Series withdrawals	2,491,913	8,207,957	9,897,305	12,766,943
Total withdrawals	3,651,334	10,229,378	11,162,560	14,988,011
Fees and expenses:				
Management fees	234,283	626,589	536,710	670,397
Maine administration fees	67,223	221,940	260,034	361,903
Total fees and expenses	301,506	848,529	796,744	1,032,300
Exchanges out	62,200,354	126,925,338	148,674,015	196,851,143
<b>Total Deductions</b>	<b>66,153,194</b>	<b>138,003,245</b>	<b>160,633,319</b>	<b>212,871,454</b>
<b>NET INCREASE (DECREASE)</b>	<b>748,289</b>	<b>13,212,406</b>	<b>27,516,722</b>	<b>19,175,549</b>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<b>141,626,449</b>	<b>340,380,910</b>	<b>350,763,360</b>	<b>448,461,852</b>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<b>\$142,374,738</b>	<b>\$ 353,593,316</b>	<b>\$378,280,082</b>	<b>\$467,637,401</b>
<b>ONE YEAR AVERAGE RETURNS</b>				
H unit class	5.92%	6.29%	6.65%	2.50%
Direct unit class	5.93%	6.20%	6.67%	7.24%
A unit class	5.49%	5.82%	6.25%	6.89%
C unit class	4.74%	5.17%	5.48%	6.07%

See notes to financial statements and notes to combining statements.

<b>BlackRock Age-Based 14-16 Years Portfolio</b>	<b>BlackRock Age-Based 17-19 Years Portfolio</b>	<b>BlackRock Age-Based 20+ Years Portfolio</b>	<b>BlackRock 100% Equity Portfolio</b>	<b>BlackRock 75% Equity Portfolio</b>	<b>BlackRock Fixed Income Portfolio</b>
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
11,335,578	5,749,590	2,481,027	15,024,057	-	4,222,355
11,335,578	5,749,590	2,481,027	15,024,057	-	4,222,355
9,181,404	5,470,625	1,357,390	7,500,556	5,177,815	1,854,399
21,354,963	14,979,886	6,724,836	16,708,665	12,045,776	3,253,586
30,536,367	20,450,511	8,082,226	24,209,221	17,223,591	5,107,985
41,871,945	26,200,101	10,563,253	39,233,278	17,223,591	9,330,340
22,916,637	17,793,021	6,139,465	27,305,619	15,784,483	3,684,010
14,154,147	9,115,212	1,882,408	(6,308,740)	(516,158)	2,409,587
37,070,784	26,908,233	8,021,873	20,996,879	15,268,325	6,093,597
202,999,444	216,345,583	116,722,248	26,954,566	23,982,222	14,299,790
281,942,173	269,453,917	135,307,374	87,184,723	56,474,138	29,723,727
-	-	-	-	-	-
1,263,487	6,191,762	3,969,744	5,150,169	-	1,124,676
1,263,487	6,191,762	3,969,744	5,150,169	-	1,124,676
12,415,905	68,169,313	59,747,059	36,166,653	25,134,610	10,501,750
4,387,587	25,750,997	19,902,562	7,852,657	6,694,127	2,590,327
16,803,492	93,920,310	79,649,621	44,019,310	31,828,737	13,092,077
18,066,979	100,112,072	83,619,365	49,169,479	31,828,737	14,216,753
870,475	735,219	267,518	518,039	420,714	125,246
453,814	418,357	210,158	358,468	263,636	86,335
1,324,289	1,153,576	477,676	876,507	684,350	211,581
219,507,239	141,403,319	17,451,025	38,564,549	26,668,110	10,752,842
238,898,507	242,668,967	101,548,066	88,610,535	59,181,197	25,181,176
43,043,666	26,784,950	33,759,308	(1,425,812)	(2,707,059)	4,542,551
542,735,641	497,540,054	238,309,396	478,262,138	304,478,459	110,375,054
\$585,779,307	\$524,325,004	\$272,068,704	\$476,836,326	\$301,771,400	\$114,917,605
7.09%	5.83%	3.38%	4.90%		5.96%
6.71%	5.44%	3.13%	4.55%	5.29%	5.54%
5.86%	4.61%	2.37%	3.76%	4.49%	4.78%

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)  
For the Year Ended June 30, 2019

	BlackRock Advantage Large Cap Core Portfolio	BlackRock Advantage Large Cap Growth Portfolio	BlackRock Global Allocation Portfolio	BlackRock Equity Dividend Portfolio
<b>ADDITIONS</b>				
Contributions				
Client Direct Series				
H unit class	\$ -	\$ -	\$ -	\$ -
Direct unit class	-	-	-	-
Total Client Direct Series contributions	-	-	-	-
Client Select Series				
A unit class	2,121,204	2,641,679	17,486,610	3,297,009
C unit class	4,041,905	6,737,797	38,612,527	8,338,836
Total Client Select Series contributions	6,163,109	9,379,476	56,099,137	11,635,845
Total contributions	6,163,109	9,379,476	56,099,137	11,635,845
Investment income:				
Dividend and interest income	6,449,607	8,394,033	40,664,978	15,648,620
Net appreciation (depreciation) in value of investments	(321,959)	1,223,980	(10,404,898)	(5,779,889)
Net investment income	6,127,648	9,618,013	30,260,080	9,868,731
Exchanges in	11,373,176	14,592,227	57,136,511	18,450,342
<b>Total Additions</b>	23,663,933	33,589,716	143,495,728	39,954,918
<b>DEDUCTIONS</b>				
Withdrawals				
Client Direct Series				
H unit class	-	-	-	-
Direct unit class	-	-	-	-
Total Client Direct Series withdrawals	-	-	-	-
Client Select Series				
A unit class	5,188,333	6,765,513	63,281,543	8,201,623
C unit class	1,695,322	2,472,240	24,754,284	4,098,077
Total Client Select Series withdrawals	6,883,655	9,237,753	88,035,827	12,299,700
Total withdrawals	6,883,655	9,237,753	88,035,827	12,299,700
Fees and expenses:				
Management fees	128,634	191,784	1,527,368	306,159
Maine administration fees	68,780	95,608	776,209	123,732
Total fees and expenses	197,414	287,392	2,303,577	429,891
Exchanges out	7,989,225	11,845,529	119,264,497	17,219,211
<b>Total Deductions</b>	15,070,294	21,370,674	209,603,901	29,948,802
<b>NET INCREASE (DECREASE)</b>	8,593,639	12,219,042	(66,108,173)	10,006,116
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	72,872,292	102,461,645	918,567,680	135,118,492
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	\$ 81,465,931	\$114,680,687	\$852,459,507	\$145,124,608
<b>ONE YEAR AVERAGE RETURNS</b>				
H unit class				
Direct unit class				
A unit class	8.04%	9.16%	3.60%	7.20%
C unit class	7.27%	8.38%	2.88%	6.41%

See notes to financial statements and notes to combining statements.

<b>BlackRock Balanced Portfolio</b>	<b>BlackRock Equity Index Portfolio</b>	<b>iShares Age-Based 0-3 Years Portfolio</b>	<b>iShares Age-Based 4-7 Years Portfolio</b>	<b>iShares Age-Based 8-10 Years Portfolio</b>	<b>iShares Age-Based 11-13 Years Portfolio</b>
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
12,715,919	29,716,942	23,898,898	19,550,621	12,736,779	14,235,988
<u>12,715,919</u>	<u>29,716,942</u>	<u>23,898,898</u>	<u>19,550,621</u>	<u>12,736,779</u>	<u>14,235,988</u>
-	-	5,150,185	6,051,206	4,418,652	4,754,412
-	-	27,207,950	18,710,853	14,601,217	16,361,383
-	-	32,358,135	24,762,059	19,019,869	21,115,795
<u>12,715,919</u>	<u>29,716,942</u>	<u>56,257,033</u>	<u>44,312,680</u>	<u>31,756,648</u>	<u>35,351,783</u>
2,338,126	2,151,959	-	-	-	-
726,150	8,038,857	8,444,473	14,072,131	10,292,398	10,775,880
<u>3,064,276</u>	<u>10,190,816</u>	<u>8,444,473</u>	<u>14,072,131</u>	<u>10,292,398</u>	<u>10,775,880</u>
2,023,218	8,391,443	2,226,970	53,275,170	54,182,375	56,162,356
<u>17,803,413</u>	<u>48,299,201</u>	<u>66,928,476</u>	<u>111,659,981</u>	<u>96,231,421</u>	<u>102,290,019</u>
-	-	-	-	-	-
3,621,967	5,140,438	1,021,144	1,847,720	1,034,554	1,370,554
<u>3,621,967</u>	<u>5,140,438</u>	<u>1,021,144</u>	<u>1,847,720</u>	<u>1,034,554</u>	<u>1,370,554</u>
-	-	1,041,910	2,294,069	2,456,409	2,247,250
-	-	1,070,298	1,669,973	1,468,455	1,625,283
-	-	2,112,208	3,964,042	3,924,864	3,872,533
<u>3,621,967</u>	<u>5,140,438</u>	<u>3,133,352</u>	<u>5,811,762</u>	<u>4,959,418</u>	<u>5,243,087</u>
-	66,643	671,039	983,657	747,372	844,003
-	-	61,772	98,470	79,113	90,171
-	66,643	732,811	1,082,127	826,485	934,174
<u>3,355,573</u>	<u>7,390,000</u>	<u>47,656,378</u>	<u>52,943,441</u>	<u>51,047,504</u>	<u>55,814,585</u>
6,977,540	12,597,081	51,522,541	59,837,330	56,833,407	61,991,846
<u>10,825,873</u>	<u>35,702,120</u>	<u>15,405,935</u>	<u>51,822,651</u>	<u>39,398,014</u>	<u>40,298,173</u>
43,032,685	79,872,605	106,483,718	168,402,323	117,739,315	125,814,870
<u>\$ 53,858,558</u>	<u>\$115,574,725</u>	<u>\$121,889,653</u>	<u>\$220,224,974</u>	<u>\$ 157,137,329</u>	<u>\$166,113,043</u>
6.18%	10.23%	6.79%	6.71%	7.10%	6.99%
		6.39%	6.34%	6.72%	6.57%
		5.60%	5.59%	5.97%	5.81%

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)  
For the Year Ended June 30, 2019

	iShares Age-Based 14-16 Years Portfolio	iShares Age-Based 17-19 Years Portfolio	iShares Age-Based 20+ Years Portfolio	iShares Diversified Equity Portfolio
<b>ADDITIONS</b>				
Contributions				
Client Direct Series				
H unit class	\$ -	\$ -	\$ -	\$ -
Direct unit class	12,446,616	6,391,169	2,075,958	23,604,629
Total Client Direct Series contributions	12,446,616	6,391,169	2,075,958	23,604,629
Client Select Series				
A unit class	2,623,730	1,123,152	265,892	12,978,999
C unit class	13,645,222	5,236,038	1,870,744	17,828,221
Total Client Select Series contributions	16,268,952	6,359,190	2,136,636	30,807,220
Total contributions	28,715,568	12,750,359	4,212,594	54,411,849
Investment income:				
Dividend and interest income	-	-	-	-
Net appreciation (depreciation) in value of investments	9,836,250	4,989,189	746,597	20,417,677
Net investment income	9,836,250	4,989,189	746,597	20,417,677
Exchanges in	60,399,920	50,039,982	15,313,267	31,997,605
<b>Total Additions</b>	98,951,738	67,779,530	20,272,458	106,827,131
<b>DEDUCTIONS</b>				
Withdrawals				
Client Direct Series				
H unit class	-	-	-	-
Direct unit class	858,847	3,657,933	1,902,666	4,513,273
Total Client Direct Series withdrawals	858,847	3,657,933	1,902,666	4,513,273
Client Select Series				
A unit class	2,595,210	4,330,874	2,214,575	10,178,317
C unit class	2,391,283	7,982,820	3,537,690	6,077,562
Total Client Select Series withdrawals	4,986,493	12,313,694	5,752,265	16,255,879
Total withdrawals	5,845,340	15,971,627	7,654,931	20,769,152
Fees and expenses:				
Management fees	963,610	640,465	155,675	1,754,053
Maine administration fees	93,088	59,484	14,370	198,482
Total fees and expenses	1,056,698	699,949	170,045	1,952,535
Exchanges out	47,838,532	19,601,596	2,004,360	31,407,531
<b>Total Deductions</b>	54,740,570	36,273,172	9,829,336	54,129,218
<b>NET INCREASE (DECREASE)</b>	44,211,168	31,506,358	10,443,122	52,697,913
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	122,644,259	75,593,951	18,155,295	290,484,937
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	\$166,855,427	\$107,100,309	\$ 28,598,417	\$343,182,850
<b>ONE YEAR AVERAGE RETURNS</b>				
H unit class				
Direct unit class	6.38%	5.19%	3.05%	6.14%
A unit class	5.95%	4.74%	2.64%	5.75%
C unit class	5.23%	3.99%	1.82%	4.90%

See notes to financial statements and notes to combining statements.

iShares Diversified Fixed Income Portfolio	iShares Core Growth Allocation Portfolio	iShares Core Conservative Allocation Portfolio	iShares Core Moderate Allocation Portfolio	iShares Balanced Portfolio	BlackRock Totals
\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,758,619
4,578,165	-	-	-	3,602,564	266,211,458
4,578,165	-	-	-	3,602,564	272,970,077
1,747,090	2,474,824	379,682	504,378	-	129,867,695
2,119,375	7,411,214	764,234	2,838,234	-	353,233,756
3,866,465	9,886,038	1,143,916	3,342,612	-	483,101,451
8,444,630	9,886,038	1,143,916	3,342,612	3,602,564	756,071,528
-	-	-	-	-	233,408,766
2,476,945	3,265,959	828,365	1,684,079	680,427	121,264,802
2,476,945	3,265,959	828,365	1,684,079	680,427	354,673,568
8,241,103	4,176,526	3,061,973	3,817,155	1,263,688	1,421,318,777
19,162,678	17,328,523	5,034,254	8,843,846	5,546,679	2,532,063,873
-	-	-	-	-	14,787
1,377,862	-	-	-	1,289,597	51,988,771
1,377,862	-	-	-	1,289,597	52,003,558
1,731,603	2,206,653	970,292	2,045,861	-	353,908,646
1,101,667	2,582,436	848,381	1,746,873	-	141,641,698
2,833,270	4,789,089	1,818,673	3,792,734	-	495,550,344
4,211,132	4,789,089	1,818,673	3,792,734	1,289,597	547,553,902
217,456	403,945	90,358	209,091	18,793	14,925,295
22,683	45,496	10,776	23,604	-	4,563,706
240,139	449,441	101,134	232,695	18,793	19,489,001
4,810,279	5,291,036	1,182,352	3,623,321	1,070,388	1,480,353,272
9,261,550	10,529,566	3,102,159	7,648,750	2,378,778	2,047,396,175
9,901,128	6,798,957	1,932,095	1,195,096	3,167,901	484,667,698
36,413,094	48,392,473	11,552,792	26,214,255	8,451,648	5,961,201,642
\$ 46,314,222	\$ 55,191,430	\$ 13,484,887	\$ 27,409,351	\$ 11,619,549	\$6,445,869,340
5.96%				6.49%	
5.51%	5.65%	6.43%	5.96%		
4.80%	4.87%	5.67%	5.21%		

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (*Continued*)  
For the Year Ended June 30, 2019

	Franklin Templeton Age-Based 0-8 Years Portfolio	Franklin Templeton Age-Based 9-10 Years Portfolio	Franklin Templeton Age-Based 11-12 Years Portfolio
<b>ADDITIONS</b>			
Contributions			
Client Select Series			
A unit class	\$ 7,000,718	\$ 2,417,428	\$ 3,427,959
C unit class	22,233,725	5,411,271	6,643,218
Total Client Select Series contributions	29,234,443	7,828,699	10,071,177
Investment income (loss):			
Dividend and interest income	10,482,548	5,538,607	7,400,087
Net appreciation (depreciation) in value of investments	(1,443,033)	(215,810)	415,359
Net investment income (loss)	9,039,515	5,322,797	7,815,446
Exchanges in	13,988,356	56,528,332	78,816,461
<b>Total Additions</b>	<b>52,262,314</b>	<b>69,679,828</b>	<b>96,703,084</b>
<b>DEDUCTIONS</b>			
Withdrawals			
Client Select Series			
A unit class	4,316,388	2,648,548	4,591,769
C unit class	1,889,695	817,488	1,052,657
Total Client Select Series withdrawals	6,206,083	3,466,036	5,644,426
Fees and expenses:			
Management fees	491,921	185,593	227,667
Maine administration fees	180,681	105,694	147,826
Total fees and expenses	672,602	291,287	375,493
Exchanges out	63,920,492	76,761,261	107,527,492
<b>Total Deductions</b>	<b>70,799,177</b>	<b>80,518,584</b>	<b>113,547,411</b>
<b>NET INCREASE (DECREASE)</b>	<b>(18,536,863)</b>	<b>(10,838,756)</b>	<b>(16,844,327)</b>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<b>213,819,718</b>	<b>125,789,585</b>	<b>174,394,851</b>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<b>\$ 195,282,855</b>	<b>\$ 114,950,829</b>	<b>\$ 157,550,524</b>
<b>ONE YEAR AVERAGE RETURNS</b>			
A unit class	4.52%	4.78%	4.90%
C unit class	3.73%	4.00%	4.13%

See notes to financial statements and notes to combining statements.

Franklin Templeton Age-Based 13-14 Years Portfolio	Franklin Templeton Age-Based 15-16 Years Portfolio	Franklin Templeton Age-Based 17-18 Years Portfolio	Franklin Templeton Age-Based 19-20 Years Portfolio	Franklin Templeton Age-Based 21+ Years Portfolio
\$ 5,002,715	\$ 3,078,982	\$ 2,508,088	\$ 1,486,664	\$ 640,931
7,579,978	7,126,186	6,044,262	3,480,288	1,868,171
<u>12,582,693</u>	<u>10,205,168</u>	<u>8,552,350</u>	<u>4,966,952</u>	<u>2,509,102</u>
9,028,911	9,234,914	8,911,863	4,739,803	3,687,982
1,106,939	2,053,762	2,132,535	1,150,051	994,245
<u>10,135,850</u>	<u>11,288,676</u>	<u>11,044,398</u>	<u>5,889,854</u>	<u>4,682,227</u>
108,474,226	127,822,964	132,764,564	90,473,582	47,761,726
<u>131,192,769</u>	<u>149,316,808</u>	<u>152,361,312</u>	<u>101,330,388</u>	<u>54,953,055</u>
5,008,183	5,749,807	24,634,834	36,239,238	23,810,576
1,256,891	1,423,803	8,220,694	10,873,207	6,947,689
<u>6,265,074</u>	<u>7,173,610</u>	<u>32,855,528</u>	<u>47,112,445</u>	<u>30,758,265</u>
289,386	331,105	308,260	160,023	92,319
188,599	202,987	202,417	112,529	90,901
477,985	534,092	510,677	272,552	183,220
<u>127,614,080</u>	<u>133,604,189</u>	<u>99,538,760</u>	<u>51,811,111</u>	<u>8,510,373</u>
134,357,139	141,311,891	132,904,965	99,196,108	39,451,858
(3,164,370)	8,004,917	19,456,347	2,134,280	15,501,197
<u>211,927,935</u>	<u>226,842,994</u>	<u>220,265,333</u>	<u>131,291,347</u>	<u>96,260,235</u>
<u>\$ 208,763,565</u>	<u>\$ 234,847,911</u>	<u>\$ 239,721,680</u>	<u>\$ 133,425,627</u>	<u>\$ 111,761,432</u>
4.93%	4.96%	4.87%	4.71%	4.59%
<u>4.15%</u>	<u>4.08%</u>	<u>4.05%</u>	<u>3.93%</u>	<u>3.78%</u>

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)

For the Year Ended June 30, 2019

	Franklin Templeton Growth Portfolio	Franklin Templeton Growth and Income Portfolio	Franklin Templeton Balanced Portfolio	Franklin Templeton Global Bond Portfolio
<b>ADDITIONS</b>				
Contributions				
Client Select Series				
A unit class	\$ 4,017,435	\$ 4,456,847	\$ 1,622,086	\$ 753,694
C unit class	7,195,506	8,546,394	4,625,782	1,680,809
Total Client Select Series contributions	<u>11,212,941</u>	<u>13,003,241</u>	<u>6,247,868</u>	<u>2,434,503</u>
Investment income (loss):				
Dividend and interest income	10,622,760	11,553,375	4,983,761	2,255,779
Net appreciation (depreciation) in value of investments	<u>(1,614,966)</u>	<u>(70,457)</u>	<u>743,126</u>	<u>(653,943)</u>
Net investment income (loss)	<u>9,007,794</u>	<u>11,482,918</u>	<u>5,726,887</u>	<u>1,601,836</u>
Exchanges in	<u>11,761,061</u>	<u>13,919,875</u>	<u>10,421,350</u>	<u>3,131,255</u>
<b>Total Additions</b>	<u>31,981,796</u>	<u>38,406,034</u>	<u>22,396,105</u>	<u>7,167,594</u>
<b>DEDUCTIONS</b>				
Withdrawals				
Client Select Series				
A unit class	16,748,451	19,733,994	9,512,395	2,283,851
C unit class	<u>3,526,450</u>	<u>5,277,344</u>	<u>3,335,259</u>	<u>884,493</u>
Total Client Select Series withdrawals	<u>20,274,901</u>	<u>25,011,338</u>	<u>12,847,654</u>	<u>3,168,344</u>
Fees and expenses:				
Management fees	279,519	345,410	176,902	63,248
Maine administration fees	<u>182,822</u>	<u>221,094</u>	<u>104,567</u>	<u>27,958</u>
Total fees and expenses	<u>462,341</u>	<u>566,504</u>	<u>281,469</u>	<u>91,206</u>
Exchanges out	<u>18,650,332</u>	<u>23,971,908</u>	<u>12,086,944</u>	<u>4,495,716</u>
<b>Total Deductions</b>	<u>39,387,574</u>	<u>49,549,750</u>	<u>25,216,067</u>	<u>7,755,266</u>
<b>NET INCREASE (DECREASE)</b>	<u>(7,405,778)</u>	<u>(11,143,716)</u>	<u>(2,819,962)</u>	<u>(587,672)</u>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<u>213,225,961</u>	<u>256,775,295</u>	<u>120,622,078</u>	<u>31,443,559</u>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<u>\$ 205,820,183</u>	<u>\$ 245,631,579</u>	<u>\$ 117,802,116</u>	<u>\$ 30,855,887</u>
<b>ONE YEAR AVERAGE RETURNS</b>				
A unit class	<u>4.52%</u>	<u>4.74%</u>	<u>4.93%</u>	<u>5.14%</u>
C unit class	<u>3.73%</u>	<u>4.01%</u>	<u>4.14%</u>	<u>4.42%</u>

See notes to financial statements and notes to combining statements.

Franklin Templeton Mutual Shares Portfolio	Franklin Templeton Small Cap Value Portfolio	Franklin Templeton Small-Mid Cap Growth Portfolio	Franklin Templeton Totals
\$ 440,984	\$ 1,068,139	\$ 1,992,236	\$ 39,914,906
1,090,649	2,344,188	3,898,934	89,769,361
<u>1,531,633</u>	<u>3,412,327</u>	<u>5,891,170</u>	<u>129,684,267</u>
1,468,748	6,430,664	6,141,808	102,481,610
(460,464)	(8,566,572)	1,829,132	(2,600,096)
<u>1,008,284</u>	<u>(2,135,908)</u>	<u>7,970,940</u>	<u>99,881,514</u>
1,843,340	3,542,664	7,736,677	708,986,433
<u>4,383,257</u>	<u>4,819,083</u>	<u>21,598,787</u>	<u>938,552,214</u>
1,619,894	3,077,442	3,473,113	163,448,483
532,822	884,887	1,325,785	48,249,164
<u>2,152,716</u>	<u>3,962,329</u>	<u>4,798,898</u>	<u>211,697,647</u>
42,273	72,898	113,670	3,180,194
21,777	41,448	51,490	1,882,790
64,050	114,346	165,160	5,062,984
<u>2,572,150</u>	<u>5,829,793</u>	<u>6,589,592</u>	<u>743,484,193</u>
4,788,916	9,906,468	11,553,650	960,244,824
(405,659)	(5,087,385)	10,045,137	(21,692,610)
<u>24,904,210</u>	<u>49,412,161</u>	<u>54,297,173</u>	<u>2,151,272,435</u>
<u>\$ 24,498,551</u>	<u>\$ 44,324,776</u>	<u>\$ 64,342,310</u>	<u>\$ 2,129,579,825</u>
4.16%	-4.39%	14.32%	
<u>3.31%</u>	<u>-5.12%</u>	<u>13.44%</u>	

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)  
For the Year Ended June 30, 2019

	MFS Age-Based 0-5 Years Portfolio	MFS Age-Based 6-10 Years Portfolio	MFS Age-Based 11-13 Years Portfolio	MFS Age-Based 14-15 Years Portfolio
<b>ADDITIONS</b>				
Contributions				
Client Select Series				
A unit class	\$ 4,455,834	\$ 4,631,911	\$ 3,823,819	\$ 2,388,944
C unit class	19,066,693	14,414,043	9,884,278	6,569,900
Total Client Select Series contributions	23,522,527	19,045,954	13,708,097	8,958,844
Investment income:				
Dividend and interest income	4,969,110	9,543,022	7,397,969	5,534,674
Net appreciation (depreciation) in value of investments	656,156	3,636,440	4,063,463	3,356,787
Net investment income	5,625,266	13,179,462	11,461,432	8,891,461
Exchanges in	4,717,000	42,237,309	53,932,284	68,266,275
<b>Total Additions</b>	33,864,793	74,462,725	79,101,813	86,116,580
<b>DEDUCTIONS</b>				
Withdrawals				
Client Select Series				
A unit class	1,488,618	3,075,440	3,375,823	3,214,426
C unit class	1,094,265	1,817,851	1,213,036	1,213,298
Total Client Select Series withdrawals	2,582,883	4,893,291	4,588,859	4,427,724
Fees and expenses:				
Management fees	258,795	360,109	266,475	239,536
Maine administration fees	74,218	157,731	137,285	117,686
Total fees and expenses	333,013	517,840	403,760	357,222
Exchanges out	32,264,912	55,060,825	67,310,475	80,106,701
<b>Total Deductions</b>	35,180,808	60,471,956	72,303,094	84,891,647
<b>NET INCREASE (DECREASE)</b>	(1,316,015)	13,990,769	6,798,719	1,224,933
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	84,964,314	172,247,784	154,473,661	130,997,355
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	\$83,648,299	\$ 186,238,553	\$ 161,272,380	\$ 132,222,288
<b>ONE YEAR AVERAGE RETURNS</b>				
A unit class	6.61%	7.40%	7.64%	6.94%
C unit class	5.85%	6.58%	6.82%	6.17%

See notes to financial statements and notes to combining statements.

<b>MFS Age-Based 16 Years Portfolio</b>	<b>MFS Age-Based 17 Years Portfolio</b>	<b>MFS Age-Based 18+ Years Portfolio</b>	<b>MFS Equity Portfolio</b>	<b>MFS Fixed Income Portfolio</b>
\$ 1,002,116	\$ 960,096	\$ 2,342,464	\$ 5,878,084	\$ 912,691
2,857,986	2,583,960	5,787,485	9,659,458	1,520,311
<u>3,860,102</u>	<u>3,544,056</u>	<u>8,129,949</u>	<u>15,537,542</u>	<u>2,433,002</u>
2,776,807	2,723,872	6,349,639	17,493,734	1,242,417
2,013,371	2,173,093	5,288,426	806,659	1,529,919
<u>4,790,178</u>	<u>4,896,965</u>	<u>11,638,065</u>	<u>18,300,393</u>	<u>2,772,336</u>
75,601,999	80,434,459	87,616,982	17,833,882	5,748,796
<u>84,252,279</u>	<u>88,875,480</u>	<u>107,384,996</u>	<u>51,671,817</u>	<u>10,954,134</u>
2,269,096	2,714,635	43,029,921	24,452,841	4,069,111
596,997	982,134	15,831,756	5,821,806	1,034,456
<u>2,866,093</u>	<u>3,696,769</u>	<u>58,861,677</u>	<u>30,274,647</u>	<u>5,103,567</u>
132,417	137,090	272,239	368,473	58,548
64,518	70,343	172,275	258,179	33,836
<u>196,935</u>	<u>207,433</u>	<u>444,514</u>	<u>626,652</u>	<u>92,384</u>
79,313,512	81,484,061	14,557,764	29,970,453	4,245,977
<u>82,376,540</u>	<u>85,388,263</u>	<u>73,863,955</u>	<u>60,871,752</u>	<u>9,441,928</u>
1,875,739	3,487,217	33,521,041	(9,199,935)	1,512,206
<u>72,689,220</u>	<u>75,315,760</u>	<u>187,198,284</u>	<u>300,893,124</u>	<u>38,513,571</u>
<u>\$ 74,564,959</u>	<u>\$ 78,802,977</u>	<u>\$220,719,325</u>	<u>\$291,693,189</u>	<u>\$40,025,777</u>
6.73%	6.26%	5.96%	6.64%	7.54%
<u>5.96%</u>	<u>5.49%</u>	<u>5.13%</u>	<u>5.81%</u>	<u>6.74%</u>

See notes to financial statements and notes to combining statements.

**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)  
For the Year Ended June 30, 2019

	<b>MFS Value Portfolio</b>	<b>MFS Research International Portfolio</b>	<b>MFS Conservative Mixed Asset Portfolio</b>	<b>MFS Totals</b>
<b>ADDITIONS</b>				
Contributions				
Client Select Series				
A unit class	\$ 2,537,793	\$ 1,642,828	\$ 1,244,461	\$ 31,821,041
C unit class	4,762,334	2,805,941	651,892	80,564,281
Total Client Select Series contributions	7,300,127	4,448,769	1,896,353	112,385,322
Investment income:				
Dividend and interest income	2,861,155	2,509,833	396,628	63,798,860
Net appreciation (depreciation) in value of investments	5,995,223	(1,394,099)	326,486	28,451,924
Net investment income	8,856,378	1,115,734	723,114	92,250,784
Exchanges in	10,584,482	4,882,847	1,884,925	453,741,240
<b>Total Additions</b>	<b>26,740,987</b>	<b>10,447,350</b>	<b>4,504,392</b>	<b>658,377,346</b>
<b>DEDUCTIONS</b>				
Withdrawals				
Client Select Series				
A unit class	5,183,106	3,694,300	546,676	97,113,993
C unit class	1,491,595	1,143,650	495,333	32,736,177
Total Client Select Series withdrawals	6,674,701	4,837,950	1,042,009	129,850,170
Fees and expenses:				
Management fees	156,772	92,227	23,756	2,366,437
Maine administration fees	77,281	48,581	10,800	1,222,733
Total fees and expenses	234,053	140,808	34,556	3,589,170
Exchanges out	11,647,828	6,934,466	886,087	463,783,061
<b>Total Deductions</b>	<b>18,556,582</b>	<b>11,913,224</b>	<b>1,962,652</b>	<b>597,222,401</b>
<b>NET INCREASE (DECREASE)</b>	<b>8,184,405</b>	<b>(1,465,874)</b>	<b>2,541,740</b>	<b>61,154,945</b>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<b>83,881,374</b>	<b>57,628,448</b>	<b>11,159,332</b>	<b>1,369,962,227</b>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<b>\$92,065,779</b>	<b>\$56,162,574</b>	<b>\$13,701,072</b>	<b>\$1,431,117,172</b>
<b>ONE YEAR AVERAGE RETURNS</b>				
A unit class	10.48%	2.13%	5.99%	
C unit class	9.65%	1.44%	5.20%	

See notes to financial statements and notes to combining statements.

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**NextGen 529™**

Combining Statements of Changes in Fiduciary Net Position – Portfolios (Continued)  
For the Year Ended June 30, 2019

	American Century Inflation- Adjusted Bond Portfolio	Lord Abbott Total Return Portfolio
<b>ADDITIONS</b>		
Contributions		
Client Direct Series		
Direct unit class	\$ -	\$ -
Matching grant program funds	-	-
Total Client Direct Series contributions	-	-
Client Select Series		
A unit class	636,345	1,418,984
C unit class	850,187	2,233,517
Total Client Select Series contributions	1,486,532	3,652,501
Total contributions	1,486,532	3,652,501
Investment income (loss):		
Dividend and interest income	294,825	1,797,623
Net appreciation (depreciation) in value of investments	330,231	2,010,812
Net investment income (loss)	625,056	3,808,435
Exchanges in	1,997,063	5,989,963
<b>Total Additions</b>	<b>4,108,651</b>	<b>13,450,899</b>
<b>DEDUCTIONS</b>		
Withdrawals		
Client Direct Series		
Direct unit class	-	-
Matching grant program funds	-	-
Total Client Direct Series withdrawals	-	-
Client Select Series		
A unit class	1,286,607	4,717,096
C unit class	458,812	1,879,477
Total Client Select Series withdrawals	1,745,419	6,596,573
Total withdrawals	1,745,419	6,596,573
Fees and expenses:		
Management fees	32,996	95,588
Maine administration fees	15,036	48,294
Total fees and expenses	48,032	143,882
Exchanges out	1,993,037	6,023,709
<b>Total Deductions</b>	<b>3,786,488</b>	<b>12,764,164</b>
<b>NET INCREASE (DECREASE)</b>	<b>322,163</b>	<b>686,735</b>
<b>FIDUCIARY NET POSITION, BEGINNING OF YEAR</b>	<b>17,098,383</b>	<b>54,780,136</b>
<b>FIDUCIARY NET POSITION, END OF YEAR</b>	<b>\$17,420,546</b>	<b>\$ 55,466,871</b>
<b>ONE YEAR AVERAGE RETURNS</b>		
Direct unit class		
Matching grant program funds		
A unit class	3.71%	7.20%
C unit class	2.95%	6.50%

See notes to financial statements and notes to combining statements.

<b>MainStay Large Cap Growth Portfolio</b>	<b>Neuberger Berman International Equity Portfolio</b>	<b>Principal Plus Portfolio</b>	<b>NextGen Savings Portfolio</b>
\$ -	\$ -	\$ 9,776,287	\$ 11,347,500
-	-	6,362,799	-
-	-	16,139,086	11,347,500
2,748,558	1,254,247	9,048,940	2,246,259
6,437,762	2,419,462	17,576,829	4,639,857
9,186,320	3,673,709	26,625,769	6,886,116
9,186,320	3,673,709	42,764,855	18,233,616
15,176,970	359,354	7,777,409	1,306,124
(5,203,847)	(1,310,896)	-	-
9,973,123	(951,542)	7,777,409	1,306,124
15,619,030	5,280,837	106,039,044	36,244,136
34,778,473	8,003,004	156,581,308	55,783,876
-	-	3,426,392	4,988,136
-	-	893,365	-
-	-	4,319,757	4,988,136
4,550,116	2,839,892	46,308,062	11,912,171
1,900,630	999,406	18,695,848	6,334,648
6,450,746	3,839,298	65,003,910	18,246,819
6,450,746	3,839,298	69,323,667	23,234,955
183,149	82,920	1,130,630	-
79,095	36,165	264,129	-
262,244	119,085	1,394,759	-
10,535,413	7,144,952	30,326,129	11,572,757
17,248,403	11,103,335	101,044,555	34,807,712
17,530,070	(3,100,331)	55,536,753	20,976,164
81,388,921	43,263,665	326,744,365	87,651,732
\$ 98,918,991	\$ 40,163,334	\$ 382,281,118	\$ 108,627,896
		2.14%	1.38%
		2.04%	
11.43%	-2.11%	1.79%	1.38%
10.58%	-2.86%	1.82%	1.48%

See notes to financial statements and notes to combining statements.

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## **Cash Allocation Account Investments**

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## **Independent Auditor's Report on the Schedule of Cash Allocation Account Investments**

The Board of Directors  
Finance Authority of Maine  
Augusta, Maine

We have audited the accompanying Schedule of Cash Allocation Account Investments (the "Schedule") as of June 30, 2019, and the related Notes to the Schedule. The Cash Allocation Account is a separate account managed for the benefit of certain Portfolios offered to participants in the Maine Education Savings Program, also known as NextGen or NextGen 529 (the "Program"). The information in the Schedule is presented for purposes of additional analysis, and the Schedule is not a required part of the basic financial statements of the Program.

### **Management's Responsibility for the Schedule**

Management is responsible for the preparation and fair presentation of the Schedule 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 the Schedule that is free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Schedule based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Schedule is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Schedule. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Schedule, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the Schedule 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 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 Schedule.

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

### **Opinion**

In our opinion, the Schedule referred to above presents fairly, in all material respects, the investments held in the Cash Allocation Account, their respective credit ratings, face amounts, interest rates, maturity dates, interest rate reset dates and fair values as of June 30, 2019, in accordance with accounting principles generally accepted in the United States of America.

### **Report on the Basic Financial Statements**

We have audited, in accordance with auditing standards generally accepted in the United States of America, the basic financial statements of the Program as of and for the year ended June 30, 2019, and our report thereon dated October 7, 2019, expresses an unmodified opinion on those financial statements.

*Landmark PLLC*  
Certified Public Accountants

October 7, 2019  
Little Rock, Arkansas

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**NOTE 1: ORGANIZATION AND OPERATIONS****(a) General**

The Cash Allocation Account (the "Account") is a separate account managed by BlackRock Capital Management, Inc. ("BlackRock") that serves as an underlying asset for certain Portfolios offered under the Program, including several of the age-based and diversified Portfolios. The Account commenced operations on September 5, 2001, and is managed exclusively for the Program and its Portfolios. The accompanying schedule details investments by type that were held in the Account at June 30, 2019.

The Account may invest in securities that are high quality, short-term securities, which may primarily consist of U.S. Government obligations, U.S. Government agency securities, obligations of domestic and foreign banks, U.S. dollar denominated commercial paper, other short-term debt securities issued by U.S. and foreign entities, and repurchase agreements. In addition, the Account may be invested in certificates of deposit issued by Maine financial institutions ("Maine CDs") as instructed by FAME. At June 30, 2019, there are no investments in Maine CDs. BlackRock is responsible for the selection and management of securities other than Maine CDs, if any. The Account is not a registered mutual fund.

The assets of the Account are included in the assets of the Program. The Account's assets do not represent discretionary assets of FAME to finance its operations and can only be used for the benefit of participants and beneficiaries of the Program.

**(b) Administration**

Merrill has entered into an investment advisory agreement with BlackRock, amended and restated as of July 1, 2018 (the "Cash Allocation Account Agreement"). Merrill has also entered into an agreement with State Street Corporation ("State Street"), pursuant to which State Street provides certain accounting services to the Account.

BlackRock provides the necessary personnel, facilities, equipment and certain other services necessary to the management of the Account. For such services, the Account pays to BlackRock a monthly fee based upon the average daily value of the Account's fiduciary net position. For the period from July 1, 2018 through June 30, 2019, the fee was based on a flat annual rate of 0.55%. There are no additional expenses accrued at the Account level. All remaining expenses are paid by BlackRock. To enable the Account to maintain minimum levels of net investment income, BlackRock has agreed to waive a portion of its management fees under the Cash Allocation Account Agreement, and Merrill has agreed to reduce other fees due to it by BlackRock, accordingly. BlackRock and Merrill may discontinue such waiver and reimbursement at any time.

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES****(a) Investment Valuation**

Investments are reported in the accompanying schedule at fair value. Fair values are determined by State Street based on available bid prices, which are considered Level 2 inputs, under the fair value measurement hierarchy established by U.S. GAAP. Level 2 inputs are other than quoted prices for identical assets in active markets, but can be observed.

**(b) Federal Income Tax**

The Program has been designed to comply with the requirements for treatment as a qualified tuition program under Section 529 of the Internal Revenue Code of 1986, as amended. The Program and the Account are exempt from federal income tax.

**(c) Estimates**

The preparation of the Schedule in conformity with U.S. GAAP requires management to make estimates and assumptions that are integral to the determination of fair values. Actual results could differ from the amounts reported.

**NOTE 3: INVESTMENT RISK DISCLOSURES**

The Account's investments are exposed to various risks, such as interest rate, market and credit risk, and it is at least reasonably possible that changes in fair values could occur in the near term, and such changes could materially affect participant balances and amounts reported in the Account's Schedule. GASB Statement No. 3, *Deposits with Financial Institutions, Investments (including Repurchase Agreements), and Reverse Repurchase Agreements*, GASB Statement No. 40, *Deposit and Investment Risk Disclosures* and GASB Statement No. 59, *Financial Instruments Omnibus*, require that certain disclosures be made related to the Account's investment policy and its exposure to credit risk, interest rate risk and foreign currency risk, which are included in the paragraphs that follow.

**(a) Investment Policy**

Permissible investments, maturity and credit quality are specified in the Cash Allocation Agreement, as discussed in Note 1(a).

**(b) Credit Risk**

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Certain underlying funds for which the Account invests may be exposed to credit risk. Credit quality ratings, as determined by nationally recognized statistical rating organizations, are disclosed in the Schedule.

**(c) Custodial Credit Risk**

Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the government and are held by either the counterparty or the counterparty's trust department or agent but not in the government's name. Deposits are exposed to custodial credit risk if they are not covered by depository insurance and they are uncollateralized or collateralized with securities held by the pledging financial institution, or collateralized with securities held by the pledging financial institution's trust department or agent but not in the depositor-government's name.

The Account's investments are registered in the name of State Street as custodian and held in a separate account in the name of the Account. The Account may invest in bank deposit products other than Maine CDs, and these balances are not covered by depository insurance.

**(d) Concentration of Credit Risk**

A concentration of credit risk is the risk of loss attributed to the magnitude of the Account's investments in a single issuer. There are no investments in the Account that represent 5% or more of the total investments of the Account.

**(e) Interest Rate Risk**

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. In general, the value of a debt security will generally increase when interest rates decline and decrease when interest rates increase. Prices of longer term securities generally change more in response to interest rate changes than the prices of shorter term securities. The maturity dates and interest rate reset dates for each underlying security are disclosed in the Schedule.

**(f) Foreign Currency Risk**

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The Account does not have any direct exposure to foreign currency risk.

**NextGen 529™**
**Schedule of Cash Allocation Account Investments  
For the Year Ended June 30, 2019**

S&P Rating	Moody's Rating	Issue	Face Amount <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Interest Rate Reset Date	Fair Value <sup>(1)</sup>
		<b>Certificates of Deposit</b>					
NR <sup>(5)</sup>	P-1	Bayerische Landesbank	5,000	2.630	8/22/2019	8/22/2019	\$ 5,001
A-1	P-1	Citibank NA	5,000	2.530	8/15/2019	8/15/2019	5,001
A-1	P-1	Landesbank Hessen Thueringen Giroz	7,000	2.660	1/6/2020	1/6/2020	7,014
A-1	P-1	Mitsubishi UFJ Trust and Banking Corp.	7,000	2.618 <sup>(3)</sup>	2/28/2020	7/29/2019	7,004
A-1	P-1	Sumitomo Mitsui Trust Banking Corp.	6,500	2.553 <sup>(3)</sup>	11/12/2019	7/12/2019	6,500
		<b>Total Certificates of Deposit</b>					<b>\$ 30,520</b>
		<b>Certificates of Deposit - Yankee</b>					
A-1	P-1	Banco Santander SA	5,500	2.850	2/21/2020	2/21/2020	\$ 5,518
A-1	P-1	Bank of Montreal	7,000	2.480	9/3/2019	9/3/2019	7,002
A-1	P-1	Bank of Montreal	5,000	2.564 <sup>(3)</sup>	5/15/2020	7/15/2019	5,001
A-1	P-1	Bank of Nova Scotia	6,000	2.587	9/20/2019	9/20/2019	6,003
A-1	P-1	BNP Paribas SA	3,000	2.635	9/18/2019	9/18/2019	3,002
A-1	P-1	Credit Industriel ET Commercial SA	4,000	2.670	8/1/2019	8/1/2019	4,001
A-1	P-1	Credit Suisse AG	4,000	2.780	7/1/2019	7/1/2019	4,000
A-1	P-1	Credit Suisse AG	1,050	2.940	9/27/2019	9/27/2019	1,052
A-1	P-1	Credit Suisse AG	3,500	2.690	11/4/2019	11/4/2019	3,504
A-1	P-1	Lloyds Bank Corporate Markets PLC	5,000	2.640	8/2/2019	8/2/2019	5,001
A-1	P-1	Mizuho Bank LTD	5,000	2.540	8/15/2019	8/15/2019	5,002
A-1	P-1	Mizuho Bank LTD	6,000	2.550	9/10/2019	9/10/2019	6,003
A-1	P-1	Norinchukin Bank	7,000	2.570	7/2/2019	7/2/2019	7,000
A-1	P-1	Norinchukin Bank	7,000	2.520	8/9/2019	8/9/2019	7,001
A-1	P-1	Norinchukin Bank	5,000	2.530	11/25/2019	11/25/2019	5,005
A-1	P-1	Skandinaviska Enskilda Banken AB	6,000	2.970	9/6/2019	9/6/2019	6,008
A-1	P-1	Skandinaviska Enskilda Banken AB	6,000	2.604 <sup>(3)</sup>	10/11/2019	7/11/2019	6,000
A-1	P-1	Standard Chartered Bank	5,000	2.700	10/23/2019	10/23/2019	5,005
A-1	P-1	Standard Chartered Bank	5,000	2.542 <sup>(3)</sup>	10/31/2019	7/31/2019	5,001
A-1	P-1	Sumitomo Mitsui Trust Bank LTD	5,000	2.540	8/15/2019	8/15/2019	5,001
A-1	P-1	Sumitomo Mitsui Trust Bank LTD	1,000	2.712	7/1/2019	7/1/2019	1,000
A-1+	P-1	Svenska Handelsbanken AB	7,000	2.628 <sup>(3)</sup>	12/19/2019	9/19/2019	7,006
A-1+	P-1	Svenska Handelsbanken AB	5,000	2.721 <sup>(3)</sup>	8/6/2019	7/8/2019	5,001
A-1+	P-1	Svenska Handelsbanken AB	3,000	2.602 <sup>(3)</sup>	10/4/2019	7/5/2019	3,000
A-1+	P-1	Svenska Handelsbanken AB	3,000	2.522 <sup>(3)</sup>	10/11/2019	7/11/2019	3,001
A-1+	P-1	Toronto-Dominion Bank	6,000	2.570	7/9/2019	7/9/2019	6,000
		<b>Total Certificates of Deposit - Yankee</b>					<b>\$ 126,118</b>

<sup>(1)</sup> In thousands.

<sup>(2)</sup> Amounts rounded to the nearest hundredth percent.

<sup>(3)</sup> Variable rate security. Rate shown is as of June 30, 2019.

<sup>(4)</sup> Purchased at a discount. Value increases until maturity.

<sup>(5)</sup> Not rated.

See notes to financial statements and notes to schedule.

**NextGen 529™**Schedule of Cash Allocation Account Investments (Continued)  
For the Year Ended June 30, 2019

S&P Rating	Moody's Rating	Issue	Face Amount <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Interest Rate Reset Date	Fair Value <sup>(1)</sup>
<b>Commercial Paper</b>							
A-1+	P-1	Apple Inc.	2,060	0.000 <sup>(4)</sup>	11/13/2019	11/13/2019	\$ 2,042
A-1	P-1	Antalis SA	7,000	0.000 <sup>(4)</sup>	7/16/2019	7/16/2019	6,992
A-1	P-1	Bank of Nova Scotia	5,000	2.592 <sup>(3)</sup>	6/11/2020	7/11/2019	4,999
A-1	P-1	Bank of Nova Scotia	3,000	2.620 <sup>(3)</sup>	5/1/2020	7/1/2019	3,000
NR <sup>(5)</sup>	P-1	Bayerische Landesbank	4,000	0.000 <sup>(4)</sup>	7/15/2019	7/15/2019	3,995
NR <sup>(5)</sup>	P-1	Bayerische Landesbank	7,000	0.000 <sup>(4)</sup>	8/1/2019	8/1/2019	6,983
NR <sup>(5)</sup>	P-1	Bayerische Landesbank	4,000	0.000 <sup>(4)</sup>	8/8/2019	8/8/2019	3,989
A-1	P-1	Bennington Stark Capital	6,000	0.000 <sup>(4)</sup>	8/2/2019	8/2/2019	5,986
A-1	P-1	Cafco LLC	7,000	0.000 <sup>(4)</sup>	9/10/2019	9/10/2019	6,968
A-1	P-1	Cancara Asset Security LLC	7,000	0.000 <sup>(4)</sup>	8/26/2019	8/26/2019	6,973
A-1	P-1	Cancara Asset Security LLC	7,000	0.000 <sup>(4)</sup>	9/3/2019	9/3/2019	6,970
A-1	P-1	Chariot Funding LLC	7,000	0.000 <sup>(4)</sup>	7/12/2019	7/12/2019	6,994
A-1	P-1	Chariot Funding LLC	4,000	0.000 <sup>(4)</sup>	9/19/2019	9/19/2019	3,978
A-1	P-1	Chariot Funding LLC	3,000	0.000 <sup>(4)</sup>	9/23/2019	9/23/2019	2,983
A-1	P-1	Coca-Cola Company	6,000	0.000 <sup>(4)</sup>	12/13/2019	12/13/2019	5,937
A-1	P-1	Credit Suisse AG	4,000	0.000 <sup>(4)</sup>	11/26/2019	11/26/2019	3,960
A-1	P-1	CRC Funding LLC	2,500	0.000 <sup>(4)</sup>	8/12/2019	8/12/2019	2,493
A-2	P-2	Enbridge Inc.	4,000	0.000 <sup>(4)</sup>	7/9/2019	7/9/2019	3,997
A-1+	P-1	Exxon Mobile Corp.	1,250	0.000 <sup>(4)</sup>	10/25/2019	10/25/2019	1,241
A-1	P-1	Glencove Funding LLC	7,000	0.000 <sup>(4)</sup>	7/9/2019	7/9/2019	6,995
A-1	P-1	Gotham Funding	6,000	0.000 <sup>(4)</sup>	8/8/2019	8/8/2019	5,984
A-2	P-2	Hyundai Capital America	3,000	0.000 <sup>(4)</sup>	7/11/2019	7/11/2019	2,997
A-1	P-1	ING US Funding LLC	7,000	2.692 <sup>(3)</sup>	4/1/2020	7/1/2019	7,000
A-1	P-1	JP Morgan Securities LLC	7,000	2.786	7/26/2019	7/26/2019	7,001
A-1	P-1	Jupiter Securitization Co.	4,000	0.000 <sup>(4)</sup>	9/10/2019	9/10/2019	3,980
A-1	P-1	LMA Americas LLC	6,000	0.000 <sup>(4)</sup>	8/5/2019	8/5/2019	5,985
A-1	P-1	LMA Americas LLC	2,000	0.000 <sup>(4)</sup>	10/1/2019	10/1/2019	1,988
A-1	P-1	LMA Americas LLC	6,000	0.000 <sup>(4)</sup>	10/8/2019	10/8/2019	5,961
A-1	P-1	Macquarie Bank LTD	7,000	0.000 <sup>(4)</sup>	9/23/2019	9/23/2019	6,962
A-1	P-1	Macquarie Bank LTD	6,000	0.000 <sup>(4)</sup>	3/31/2020	3/31/2020	5,895
A-1	P-1	Matchpoint Finance PLC	3,000	0.000 <sup>(4)</sup>	7/16/2019	7/16/2019	2,996
A-1	P-1	Mont Blanc Capital Corp.	5,000	0.000 <sup>(4)</sup>	8/6/2019	8/6/2019	4,987
A-1	P-1	Mont Blanc Capital Corp.	6,000	0.000 <sup>(4)</sup>	9/5/2019	9/5/2019	5,973
A-1+	P-1	Nestle Capital Corp.	5,000	0.000 <sup>(4)</sup>	9/3/2019	9/3/2019	4,979
A-1	P-1	National Bank of Canada	7,000	2.542 <sup>(3)</sup>	12/11/2019	7/11/2019	7,002
A-1	P-1	Natixis	4,600	0.000 <sup>(4)</sup>	7/9/2019	7/9/2019	4,597
A-1	P-1	NIEUW Amsterdam Receivables Corp.	4,000	0.000 <sup>(4)</sup>	8/2/2019	8/2/2019	3,990
A-1	P-1	NIEUW Amsterdam Receivables Corp.	3,100	0.000 <sup>(4)</sup>	8/2/2019	8/2/2019	3,093
A-2	P-2	Nissan Motor Acceptance Corp.	4,000	0.000 <sup>(4)</sup>	10/8/2019	10/8/2019	3,972
A-1+	P-1	Nordea Bank	5,000	0.000 <sup>(4)</sup>	8/20/2019	8/20/2019	4,983
A-1	P-1	Ridgefield Funding LLC	4,968	0.000 <sup>(4)</sup>	7/8/2019	7/8/2019	4,965
A-1	P-1	Ridgefield Funding LLC	8,000	0.000 <sup>(4)</sup>	9/16/2019	9/16/2019	7,959

<sup>(1)</sup> In thousands.<sup>(2)</sup> Amounts rounded to the nearest hundredth percent.<sup>(3)</sup> Variable rate security. Rate shown is as of June 30, 2019.<sup>(4)</sup> Purchased at a discount. Value increases until maturity.<sup>(5)</sup> Not rated.

See notes to financial statements and notes to schedule.

**NextGen 529™**

Schedule of Cash Allocation Account Investments (Continued)  
For the Year Ended June 30, 2019

S&P Rating	Moody's Rating	Issue	Face Amount <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Interest Rate Reset Date	Fair Value <sup>(1)</sup>
<b>Commercial Paper (Continued)</b>							
A-1+	P-1	Royal Bank of Canada	7,000	2.640 <sup>(3)</sup>	6/12/2020	9/12/2019	\$ 7,000
A-1+	P-1	Royal Bank of Canada	5,000	2.682 <sup>(3)</sup>	1/30/2020	7/31/2019	5,003
A-1	P-1	Skandinaviska Enskilda Banken AB	7,000	0.000 <sup>(4)</sup>	9/4/2019	9/4/2019	6,971
A-1	P-1	Sumitomo Mitsui Trust Banking Corp.	6,000	0.000 <sup>(4)</sup>	7/12/2019	7/12/2019	5,994
A-1	P-1	Sumitomo Mitsui Trust Banking Corp.	7,000	0.000 <sup>(4)</sup>	9/6/2019	9/6/2019	6,968
A-1	P-1	Suncorp Metway LTD	4,000	0.000 <sup>(4)</sup>	7/9/2019	7/9/2019	3,997
A-1	P-1	Suncorp Metway LTD	6,250	0.000 <sup>(4)</sup>	11/20/2019	11/20/2019	6,187
A-1+	(P)P-1	Toyota Motor Credit Corp.	6,000	2.631 <sup>(3)</sup>	1/7/2020	7/16/2019	6,000
A-2	P-2	TransCanada Pipelines Limited	4,000	0.000 <sup>(4)</sup>	7/8/2019	7/8/2019	3,997
A-1	P-1	UBS AG	5,500	2.759	8/1/2019	8/1/2019	5,501
A-1	P-1	UBS AG	5,000	2.738 <sup>(3)</sup>	12/19/2019	9/19/2019	5,007
A-1+	P-1	United Overseas Bank LTD	7,000	0.000 <sup>(4)</sup>	8/29/2019	8/29/2019	6,972
A-1	P-1	Versailles CDS LLC	3,000	0.000 <sup>(4)</sup>	7/26/2019	7/26/2019	2,994
A-1	P-1	Victory Receivables Corp.	7,000	0.000 <sup>(4)</sup>	7/29/2019	7/29/2019	6,985
A-2	P-2	VW Credit Inc.	3,000	0.000 <sup>(4)</sup>	7/8/2019	7/8/2019	2,998
A-2	P-2	VW Credit Inc.	1,500	0.000 <sup>(4)</sup>	9/10/2019	9/10/2019	1,492
A-2	P-2	Walgreens Boots Alliance Inc.	4,000	0.000 <sup>(4)</sup>	11/4/2019	11/4/2019	3,962
A-1+	P-1	Westpac Banking Corp.	7,000	2.630 <sup>(3)</sup>	6/8/2020	9/9/2019	7,000
A-1+	P-1	Westpac Banking Corp.	6,000	2.763 <sup>(3)</sup>	10/31/2019	7/31/2019	6,004
<b>Total Commercial Paper</b>							<b>\$ 311,756</b>
<b>Corporate Notes</b>							
A	A1	ABN Amro Bank NV	1,000	1.800	9/20/2019	9/20/2019	\$ 998
A+	Aa2	Bank of Montreal	7,000	1.750	9/11/2019	9/11/2019	6,992
A+	Aa3	Cooperatieve Rabobank	3,500	1.375	8/9/2019	8/9/2019	3,496
AA-	Aa3	National Australia Bank Ltd.	4,900	2.826	7/25/2019	7/25/2019	4,901
A+	Aa3	Rabobank Nederland NV	2,500	4.750	1/15/2020	1/15/2020	2,532
A	Aa3	Santander UK PLC	4,040	2.375	3/16/2020	3/16/2020	4,039
AA-	Aa1	Toronto-Dominion Bank	4,000	3.000	6/11/2020	6/11/2020	4,029
A+	Aa2	Wells Fargo Bank NA	6,000	2.400	1/15/2020	1/15/2020	6,002
<b>Total Corporate Notes</b>							<b>\$ 32,989</b>

<sup>(1)</sup> In thousands.

<sup>(2)</sup> Amounts rounded to the nearest hundredth percent.

<sup>(3)</sup> Variable rate security. Rate shown is as of June 30, 2019.

<sup>(4)</sup> Purchased at a discount. Value increases until maturity.

<sup>(5)</sup> Not rated.

See notes to financial statements and notes to schedule.

**NextGen 529™**

Schedule of Cash Allocation Account Investments (Continued)  
For the Year Ended June 30, 2019

S&P Rating	Moody's Rating	Issue	Face Amount <sup>(1)</sup>	Interest Rate <sup>(2)</sup>	Maturity Date	Interest Rate Reset Date	Fair Value <sup>(1)</sup>
		<b>Municipal Variable Rate Demand Notes</b>					
NR <sup>(6)</sup>	VMIG1	San Francisco California City and County CT	3,000	2.400 <sup>(3)</sup>	11/1/2041	7/5/2019	\$ 3,000
NR <sup>(6)</sup>	VMIG1	San Francisco California City and County CT	3,000	2.400 <sup>(3)</sup>	11/1/2041	7/5/2019	3,000
A-1	NR <sup>(6)</sup>	Wisconsin HSG & Economic Development Authority	95	2.300 <sup>(3)</sup>	3/1/2036	7/3/2019	95
A-1	NR <sup>(6)</sup>	Wisconsin HSG & Economic Development Authority	6,005	2.300 <sup>(3)</sup>	3/1/2036	7/3/2019	6,005
		<b>Total Municipal Variable Rate Demand Notes</b>					\$ 12,100
		<b>Total Investments</b>					\$ 513,483

<sup>(1)</sup> In thousands.

<sup>(2)</sup> Amounts rounded to the nearest hundredth percent.

<sup>(3)</sup> Variable rate security. Rate shown is as of June 30, 2019.

<sup>(4)</sup> Purchased at a discount. Value increases until maturity.

<sup>(5)</sup> Not rated.

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