

Colorado Surplus Asset Fund Trust (CSAFE)

Independent Auditor's Report and Financial Statements

December 31, 2013 and 2012

Colorado Surplus Asset Fund Trust (CSAFE)
December 31, 2013 and 2012

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Independent Auditor's Report

Board of Trustees
Colorado Surplus Asset Fund Trust
Denver, Colorado

We have audited the accompanying financial statements of Colorado Surplus Asset Fund Trust (CSAFE), which comprise the statements of net position as of December 31, 2013 and 2012, and the related statements of operations and changes in net position for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Colorado Surplus Asset Fund Trust as of December 31, 2013 and 2012, and the results of its operations and the changes in its net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

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

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplementary information listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The 2013 and 2012 information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the 2013 and 2012 information is fairly stated in all material respects in relation to the basic financial statements as a whole. We have also previously audited in accordance with auditing standards generally accepted in the United States of America CSAFE's basic financial statements as of and for the years ended December 31, 2009, 2010 and 2011, which are not presented with the accompanying financial statements. In our reports dated March 12, 2010, February 21, 2011 and March 19, 2012, we expressed unmodified opinions on the respective basic financial statements. In our opinion the 2009, 2010 and 2011 information is fairly stated in all material respects in relation to the basic financial statements as of and for the years ended December 31, 2009, 2010 and 2011, taken as a whole.

Other Information

Our audit was conducted for the purpose of forming an opinion on the basic financial statements as a whole. The CSAFE Board of Trustees listed in the table of contents is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide assurance on it.

BKD, LLP

Denver, Colorado
March 21, 2014

Colorado Surplus Asset Fund Trust (CSAFE)
Management's Discussion and Analysis
(Unaudited)
December 31, 2013 and 2012

Colorado Surplus Asset Fund Trust (CSAFE) is a local government investment pool trust fund organized under C.R.S. §24-75-701, *et seq.*, registered as such with the Colorado Securities Commissioner pursuant to the Local Government Investment Pool Trust Fund Administration and Enforcement Act, C.R.S. §11-51-901, *et seq.* As such a trust, CSAFE pools and invests the funds of its Colorado local government participants within the investment policies and limitations set forth in CSAFE's Indenture of Trust and C.R.S. §24-75-601, *et seq.*

CSAFE is overseen by an eleven-member Board of Trustees predominately comprised of Colorado local government officials. All of the assets entrusted to CSAFE are held by its Custodian, U.S. Bank. BKD, LLP serves as the independent auditor to CSAFE. Davidson Fixed Income Management, Inc., an investment advisor registered with the U.S. Securities and Exchange Commission, serves as CSAFE's investment advisor and administrator.

CSAFE operates to provide daily liquidity for Colorado government entities. CSAFE participants include school districts, counties, municipalities, and special districts. In addition, CSAFE is rated AAAM by the Standard & Poor's Corporation (S&P). S&P has strict requirements that further govern the composition of investments, the average maturity of the investments and the types of investments. CSAFE reports to S&P on a weekly basis and is subject to an annual rating review.

CSAFE adheres to the maturity, liquidity, and eligibility guidelines set by S.E.C. rule 2a-7.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to CSAFE's basic financial statements. In accordance with Governmental Accounting Standards Board (GASB) Statements, including GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, CSAFE presents a statement of net position and a statement of changes in net position prepared on the economic resources measurement focus and the accrual basis of accounting. Additionally, CSAFE presents a statement of operations in its basic statements. All applicable GASB pronouncements are applied in these financial statements.

The statement of net position presents information on all of CSAFE's assets and liabilities, with the difference between the two reported as net position applicable to shares outstanding.

The statement of changes in net position presents information showing how CSAFE's net position changed during the fiscal years presented. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows.

The statement of operations reports a detail of the changes in net position resulting from operations, or net investment income, which is included in the statements of changes in net position.

Colorado Surplus Asset Fund Trust (CSAFE)

Management's Discussion and Analysis

(Unaudited)

December 31, 2013 and 2012

The notes to the financial statements are required to be presented in accordance with accounting principles generally accepted in the United States of America and provide information about CSAFE's significant accounting policies used in the preparation of its basic financial statements as well as other explanatory information about amounts included in the basic financial statements. The notes to the financial statements should be read in connection with the basic financial statements.

Financial Highlights

- CSAFE's net position totaled \$1.45 billion as of December 31, 2013, an increase of 13.9% over the prior year.
- As of December 31, 2013, the composition of investments remain relatively unchanged compared to 2012. Approximately 9.2% of CSAFE's total cash and cash equivalents and investments were invested in U.S. government agency securities (floating rate notes), 46.4% in commercial paper (including fixed and variable rate commercial paper, Bankers Acceptances and A-1 collateralized bank sweep accounts), 34.4% in collateralized bank deposits, and 10.0% in AAAM money market funds. As of December 31, 2012 approximately 22.2% of CSAFE's cash and cash equivalents and investments were invested in U.S. government agency securities (fixed and floating rate notes), 58.2% in commercial paper (including fixed and variable rate commercial paper, Bankers Acceptances and A-1 collateralized bank sweep accounts), 0.9% in corporate bonds, and 18.7% in collateralized bank deposits.
- Net investment income decreased \$0.152 million in 2013 compared to 2012, totaling \$2.2 million. The decrease in investment income from 2012 through 2013 was the result of a lower rate of return and increase of expenses. The increase in investment income from 2011 through 2012 of \$1.6 million was primarily the result of increased asset levels.

CSAFE Asset Summary

From 2012 to 2013 CSAFE recorded an increase in net position. Year-end net position increased from \$788.8 million in 2011, to \$1.27 billion in 2012 and to \$1.45 billion in 2013. CSAFE invests primarily in U.S. government agency securities, highly rated commercial paper, highly rated corporate bonds, collateralized bank deposits, and AAAM rated money market funds.

By following the AAAM rating guidelines of Standard & Poor's Corporation, CSAFE maintained a per share value of \$1.00 per share in 2011, 2012 and 2013.

Colorado Surplus Asset Fund Trust (CSAFE)
Management's Discussion and Analysis
(Unaudited)
December 31, 2013 and 2012

Shown below is a three-year summary of the net position of CSAFE as of December 31, 2013, 2012 and 2011:

Table 1: Condensed Statements of Net Position (in Millions)

	2013	2012	2011
Assets			
Investments			
U.S. government agency securities	\$ 134.0	\$ 282.5	\$ 202.0
Commercial paper	673.6	740.6	382.8
Corporate fixed notes	-	11.5	23.5
Total investments	<u>807.6</u>	<u>1,034.6</u>	<u>608.3</u>
Cash and cash equivalents	642.8	237.4	177.5
Other assets			
Related party contribution receivable	0.9	1.8	2.7
Accrued interest and other receivables	<u>0.3</u>	<u>0.6</u>	<u>0.4</u>
Total other assets	<u>1.2</u>	<u>2.4</u>	<u>3.1</u>
Total assets	1,451.6	1,274.4	788.9
Liabilities			
Accrued expenses and other payables	<u>0.2</u>	<u>0.2</u>	<u>0.1</u>
Total liabilities	<u>0.2</u>	<u>0.2</u>	<u>0.1</u>
Net position applicable to shares outstanding	<u>\$ 1,451.4</u>	<u>\$ 1,274.2</u>	<u>\$ 788.8</u>
Net asset value per share	<u>\$ 1.00</u>	<u>\$ 1.00</u>	<u>\$ 1.00</u>

Colorado Surplus Asset Fund Trust (CSAFE)

Management's Discussion and Analysis

(Unaudited)

December 31, 2013 and 2012

CSAFE Changes in Net Position Summary

The changes in CSAFE's net position is the result of increases in net investment income and purchases and redemptions of shares by participants.

Shown below is a three-year summary of changes in net position of CSAFE for the years ended December 31, 2013, 2012 and 2011:

**Table 2: Condensed Statements of Changes
in Net Position (in Millions)**

	2013	2012	2011
Increase in net position attributed to operations – net investment income	\$ 2.2	\$ 2.3	\$ 0.7
Share transactions			
Net proceeds from sales of shares	3,679.6	3,610.0	1,810.3
Cost of shares redeemed	(3,504.6)	(3,126.9)	(1,729.9)
Net increase in net position derived from share transactions	175.0	483.1	80.4
Net increase in net position	177.2	485.4	81.1
Net position at beginning of year	1,274.2	788.8	707.7
Net position at end of year	\$ 1,451.4	\$ 1,274.2	\$ 788.8

Currently Known Facts, Decisions or Conditions

Because CSAFE operates in a fiduciary capacity on behalf of various Colorado government entities, changes in interest rates, changes in the number of participating governments and investment decisions of those Colorado government entities are the primary drivers of CSAFE's net position and changes in net position.

Requests for Information

This financial report is designed to provide a general overview of CSAFE's finances for all those with an interest in its finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Trisha Mingo, Fund Administrator, 1600 Broadway, Suite 1100, Denver, Colorado 80202.

Colorado Surplus Asset Fund Trust (CSAFE)

Statements of Net Position December 31, 2013 and 2012

Assets

	<u>2013</u>	<u>2012</u>
Investments		
U.S. government agency securities	\$ 134,006,416	\$ 282,524,887
Commercial paper	673,630,642	740,607,579
Corporate fixed notes	-	11,505,045
	<hr/>	<hr/>
Total investments	807,637,058	1,034,637,511
Cash and cash equivalents	642,776,290	237,423,007
Other assets		
Related party contribution receivable	900,000	1,800,000
Other receivables	-	30,564
Accrued interest	274,357	514,362
	<hr/>	<hr/>
Total other assets	1,174,357	2,344,926
	<hr/>	<hr/>
Total assets	1,451,587,705	1,274,405,444

Liabilities

Accrued expenses	183,725	172,074
Participant distributions payable	11,555	-
	<hr/>	<hr/>
Total liabilities	195,280	172,074
	<hr/>	<hr/>
Net position applicable to shares outstanding	\$ 1,451,392,425	\$ 1,274,233,370
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Net asset value per share	\$ 1.00	\$ 1.00
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Colorado Surplus Asset Fund Trust (CSAFE)

Statements of Operations

Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Revenues		
Investment income	\$ 4,325,655	\$ 3,999,667
Total revenues	<u>4,325,655</u>	<u>3,999,667</u>
Expenses		
Advisory fees	1,829,438	1,389,584
Custodian fees	171,424	136,761
Insurance	16,328	14,645
Activity and transaction fees	35,378	27,042
Legal fees	1,619	4,738
Rating agency fee	32,853	27,148
Accounting and auditing	31,750	31,250
Miscellaneous	3,895	6,151
Trustee board meeting expenses	19,969	19,734
Internet/web page	<u>9,500</u>	<u>17,238</u>
Total expenses	<u>2,152,154</u>	<u>1,674,291</u>
Net increase in net position resulting from operations – net investment income	<u>\$ 2,173,501</u>	<u>\$ 2,325,376</u>

Colorado Surplus Asset Fund Trust (CSAFE)
Statements of Changes in Net Position
Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Increase in net position attributed to operations – net investment income	\$ 2,173,501	\$ 2,325,376
Share transactions		
Net proceeds from sales of shares	3,679,592,060	3,609,990,362
Cost of shares redeemed	<u>(3,504,606,506)</u>	<u>(3,126,897,296)</u>
Net increase in net position derived from share transactions	<u>174,985,554</u>	<u>483,093,066</u>
Net increase in net position	177,159,055	485,418,442
Net position at beginning of year	<u>1,274,233,370</u>	<u>788,814,928</u>
Net position at end of year	<u><u>\$ 1,451,392,425</u></u>	<u><u>\$ 1,274,233,370</u></u>

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Colorado Surplus Asset Fund Trust (CSAFE or the Trust) was established under authority of, and in conformity with, Part 7 of Article 75 of Title 24 of the Colorado Revised Statutes. CSAFE began operations on October 3, 1988. The Trust was formed by and for Colorado local governmental entities as a means of investing funds. CSAFE operates as a liquid money market fund with each share equal in value to \$1.00. The State of Colorado provides regulatory oversight over CSAFE and CSAFE is not registered with the U.S. Securities and Exchange Commission.

Following is a summary of significant accounting policies consistently applied by CSAFE in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (US GAAP).

Measurement Focus

The accompanying financial statements are prepared using the economic resources measurement focus and the accrual basis of accounting. Earnings on investments are recognized as revenue in the period in which they are earned and administrative costs are recognized as expense when incurred, regardless of the timing of related cash flows.

CSAFE prepares its financial statements as a special-purpose government in conformity with applicable pronouncements of the Governmental Accounting Standards Board (GASB).

Custodian

U.S. Bank Trust Department serves as custodian for CSAFE pursuant to a custody agreement. The custodian is responsible for the safekeeping of all securities and trust accounting. All securities owned by CSAFE are held by the Federal Reserve Bank in the account maintained for the U.S. Bank Trust Department.

Cash Equivalents

CSAFE considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2013, cash equivalents consisted of money market funds and bank deposits. At December 31, 2012, cash equivalents consisted of bank deposits.

Security Valuation

As CSAFE adheres to the guidelines set by S.E.C. rule 2a-7, securities are reported at amortized cost.

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Net Asset Valuation

For the purpose of calculating CSAFE's net asset value per share, the securities held by CSAFE are valued weekly as follows: securities for which market quotations are readily available are valued at the most recent bid price or yield equivalent as obtained from one or more market makers for such securities, except that any such securities maturing within 60 days of the valuation date may be valued at cost, plus or minus any amortized discount or premium.

The result of this calculation will be a per-share value, which is rounded to the nearest penny. Accordingly, the price at which portfolio shares are sold and redeemed will not reflect net realized or unrealized gains or losses on portfolio securities which amounts to less than \$0.005 per share. CSAFE will endeavor to minimize the amount of such gains or losses. However, if net realized or unrealized gains or losses should exceed \$0.005 per share, a portfolio's net asset value per share may change from \$1.00 or be maintained at \$1.00 per share by reducing on a pro rata basis each participant's shares in the event of losses, or by a distribution of additional shares in the event of gains.

There has been no involuntary participation (required by legal provisions) in the pool.

Investment Income

Investment income is recognized on an accrual basis. Distributions from net investment income are declared and payable on a daily basis. It is currently the policy of CSAFE not to invest in securities to realize capital gains.

Income Taxes

CSAFE was organized to provide pooling of public funds for local governmental entities in Colorado, which are exempt from federal and state income taxation. Accordingly, no provision for income or other taxes is required in the accompanying financial statements.

Use of Estimates

In preparing financial statements in conformity with US GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Note 2: Cash Deposits and Investments

Custodial Credit Risk

The custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, a government will not be able to recover the value of investment or collateral securities that are in the possession of an outside party.

The FDIC's insurance limit is \$250,000. CSAFE's deposits are either covered by depository insurance or are collateralized under the Colorado Public Deposit Protection Act and are therefore not deemed to be exposed to custodial credit risk.

None of CSAFE's investments are deemed to be exposed to custodial credit risk as they are either considered open-ended money market mutual funds (*i.e.* a fund that does not have restrictions on the number of shares it can issue) or are insured and held in CSAFE's name by the trust.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer.

Investments issued or explicitly guaranteed by the U.S. government are excluded from this disclosure requirement.

Commercial paper of \$673,630,642 and U.S. government agency securities implicitly guaranteed by the federal government of \$134,006,416 represent 83.4% and 16.6%, respectively, of CSAFE's total investment in securities as of December 31, 2013, and have maturities ranging from January 1, 2014 to April 1, 2015. Commercial paper includes fixed and variable rate commercial paper, Banker's Acceptances, and A-1 collateralized bank sweep accounts.

Commercial paper of \$740,607,579, U.S. government agency securities implicitly guaranteed by the federal government of \$229,987,952 and corporate fixed notes of \$11,505,045 represent 71.5%, 22.2% and 1.1%, respectively, of CSAFE's total investments in securities as of December 31, 2012, and have maturities ranging from January 1, 2013 to August 1, 2014. Commercial paper includes fixed and variable rate commercial paper, Banker's Acceptances and A-1 collateralized bank sweep accounts.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. CSAFE's investments as of December 31, 2013, all mature within one year of that date, with the exception of floating rate note securities which, according to 2a-7 guidelines, have a maturity equal to the next readjustment of the interest rate. Reset periods may not exceed 397 days.

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

CSAFE's cash and cash equivalents and investments at December 31, 2013 and 2012, consisted of the following:

	2013	2012
Deposits	\$ 498,585,495	\$ 237,423,007
Money market funds	144,190,795	-
U.S. government agency securities	134,006,416	282,524,887
Commercial paper	673,630,642	740,607,579
Corporate fixed notes	-	11,505,045
Total	<u>\$ 1,450,413,348</u>	<u>\$ 1,272,060,518</u>

Deposits

Colorado statutes require that local governments use eligible public depositories as defined by the Public Deposit Protection Act (PDPA or the Act) of 1989. Under the Act, the depository is required to pledge eligible collateral having a market value at all times equal to at least 102% of the aggregate public deposits held by the depository not insured by the Federal Deposit Insurance Corporation. Eligible collateral as defined by the Act primarily includes obligations of, or guarantees by, the U.S. government, the State of Colorado or any political subdivision thereof and obligations evidenced by notes secured by first lien mortgages or deeds of trust on real property.

CSAFE's deposits of cash held in PDPA eligible public depositories at December 31, 2013 and 2012 had a bank value of \$498,698,399 and \$237,422,921, respectively, and a carrying value of \$498,585,495 and \$237,423,007, respectively.

CSAFE maintains a controlled disbursement account for the use of its participants. Participants can use the account as a demand deposit account and may make withdrawals in amounts up to their share account total.

Investments

Pursuant to the Trust investment policy, CSAFE may invest in U.S. government treasury securities, U.S. government agency securities, commercial paper, corporate fixed notes and repurchase agreements collateralized with securities valued in excess of the repurchase agreement amount. The maximum maturity allowed for any investment is 397 days.

As discussed in Note 1, CSAFE's investments in securities are held by the Federal Reserve Bank in the account maintained for the custodian. The custodian's internal records identify the specific investments owned by CSAFE.

Pursuant to the Indenture of Trust, CSAFE may not borrow money or incur indebtedness with the intent to purchase investments, except as a temporary measure to facilitate withdrawal requests that would otherwise require selling investments before their maturity.

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Investments in U.S. government agency securities implicitly guaranteed by the federal government rated A-1+ by Standard & Poor's at December 31, 2013, were as follows:

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
\$ 30,000,000	0.200% FHCB premium float note due January 2, 2014	0.200%	\$ 30,000,004	\$ 30,000,000
5,000,000	0.190% FHLB discount float note due March 6, 2014	0.190%	4,999,953	5,001,400
29,000,000	0.226% FFCB premium float note due March 24, 2014	0.226%	29,005,527	29,004,640
20,000,000	0.220% FFCB float note due August 1, 2014	0.220%	20,000,000	20,018,800
25,000,000	0.186% FFCB premium float note due September 19, 2014	0.186%	25,000,932	25,003,750
25,000,000	0.211% FFCB float note due April 1, 2015	0.211%	25,000,000	25,007,750
			\$ 134,006,416	\$ 134,036,340

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Investments in commercial paper rated A-1 or A-1+ by Standard & Poor's at December 31, 2013, were as follows:

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
\$ 72,918,030	U.S. Bank overnight commercial paper sweep due January 1, 2014	0.200%	\$ 72,918,030	\$ 72,918,030
10,450,000	Suncorp Metway Ltd. due January 13, 2014	0.755%	10,447,388	10,449,478
10,000,000	Salvation Army due January 21, 2014	0.240%	9,998,667	9,999,200
5,000,000	Suncorp Metway Ltd. due February 3, 2014	0.755%	4,996,563	4,999,200
30,000,000	Caisse Cent Desjardins due February 18, 2014	0.255%	29,989,800	29,993,100
30,000,000	National Australia Funding DE due February 18, 2014	0.255%	29,989,800	29,993,100
20,000,000	Sumitomo Mitsubishi Trust NY due February 26, 2014	0.250%	19,992,222	19,994,600
2,000,000	U.S. Bank NA Bankers Acceptance due February 28, 2014	0.254%	1,998,139	1,999,440
20,000,000	Suncorp Metway Ltd. due March 17, 2014	0.806%	19,966,667	19,992,200
25,000,000	Mizuho Funding LLC due March 21, 2014	0.255%	24,986,010	24,989,750
22,000,000	Toronto Dominion Holdings USA due March 28, 2014	0.321%	21,983,182	21,990,100
25,000,000	FCAR A-1+ due April 1, 2014	0.200%	24,987,500	24,988,250
45,000,000	Union Bank NA due June 2, 2014	0.270%	44,949,011	44,949,150
40,000,000	Commonwealth Bank of Australia due June 6, 2014	0.258%	40,000,000	40,000,000

(continued)

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
15,000,000	Union Bank NA due June 9, 2014	0.270%	14,982,113	14,982,300
30,000,000	Westpac Banking Corp due June 20, 2014	0.280%	30,000,000	30,000,000
10,000,000	Prudential PLC due June 26, 2014	0.361%	9,982,400	9,986,900
35,000,000	Sumitomo Mitsubishi Trust NY due July 1, 2014	0.250%	34,956,007	34,952,750
35,000,000	Suncorp Metway Ltd. due July 10, 2014	0.565%	34,893,075	34,945,050
25,000,000	Standard Chartered Bank due August 12, 2014	0.301%	24,953,542	24,949,250
35,000,000	DNB Bank ASA due August 25, 2014	0.346%	34,920,842	34,924,750
15,000,000	DNB Bank ASA due August 26, 2014	0.351%	14,965,438	14,967,600
20,000,000	DNB Bank ASA due September 10, 2014	0.331%	19,953,800	19,954,000
30,000,000	Westpac Banking Corp due September 24, 2014	0.236%	30,000,000	30,000,000
10,000,000	Prudential PLC due September 25, 2014	0.431%	9,968,108	9,975,600
40,000,000	Australia & NZ Banking Group due October 9, 2014	0.321%	39,900,089	39,897,200
17,000,000	Standard Chartered Bank due November 13, 2014	0.321%	16,952,249	16,950,870
			<u>\$ 673,630,642</u>	<u>\$ 673,741,868</u>

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Investments in U.S. government agency securities explicitly guaranteed by the federal government and implicitly guaranteed by the federal government rated A-1+ by Standard & Poor's at December 31, 2012, were as follows:

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
<i>Explicitly Guaranteed</i>				
\$ 40,000,000	0.280% FHLMC premium float note due January 10, 2013	0.280%	\$ 40,001,214	\$ 40,001,600
12,535,000	0.246% FNMA premium float note due March 14, 2013	0.246%	12,535,721	12,538,510
<i>Implicitly Guaranteed</i>				
35,000,000	0.196% FFCB discount float note due March 1, 2013	0.196%	34,999,370	35,005,250
30,000,000	0.140% FHLB float note due May 15, 2013	0.140%	30,000,000	30,004,200
10,000,000	0.316% FFCB discount float note due June 14, 2013	0.316%	9,999,645	10,008,600
50,000,000	0.300% FFCB discount float note due July 10, 2013	0.300%	49,989,383	50,028,000
25,000,000	0.220% FFCB float note due August 6, 2013	0.220%	25,000,000	25,003,500
25,000,000	0.280% FFCB discount float note due August 28, 2013	0.280%	24,998,348	25,013,250
30,000,000	0.280% FHLB premium float note due January 2, 2014	0.280%	30,001,520	30,018,000
5,000,000	0.210% FHLB discount float note due March 6, 2014	0.210%	4,999,686	5,003,700
20,000,000	0.310% FFCB float note due August 1, 2014	0.310%	20,000,000	20,020,400
			\$ 282,524,887	\$ 282,645,010

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Investments in commercial paper rated A-1 or A-1+ by Standard & Poor's at December 31, 2012, were as follows:

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
\$ 43,367,048	JP Morgan overnight commercial paper sweep due January 1, 2013	0.170%	\$ 43,367,048	\$ 43,367,048
54,412,450	U.S. Bank overnight commercial paper sweep due January 1, 2013	0.200%	54,412,450	54,412,450
20,000,000	National Australia Funding DE due January 2, 2013	0.386%	19,999,786	20,000,000
22,000,000	Bank of Nova Scotia NY due January 11, 2013	0.351%	21,997,861	21,998,900
5,000,000	Suncorp Metway Ltd. due January 15, 2013	0.280%	4,999,456	4,999,650
20,000,000	Westpac Banking Corporation due January 17, 2013	0.492%	19,995,644	19,998,400
15,000,000	Bank of Tokyo Mitsubishi UFJ NY due January 17, 2013	0.531%	14,996,467	14,998,800
22,000,000	Suncorp Metway Ltd. due January 22, 2013	0.400%	21,994,622	21,997,580
12,000,000	Suncorp Metway Ltd. due January 29, 2013	0.350%	11,996,733	11,998,200
9,750,000	Westpac Banking Corporation due February 1, 2013	0.492%	9,745,886	9,748,343
7,000,000	Toyota Motor Credit Corp due February 6, 2013	0.331%	6,997,690	6,998,390
1,600,000	U.S. Bank NA Bankers Acceptance due February 19, 2013	0.200%	1,599,564	1,599,488
10,000,000	Toyota Motor Credit Corp due February 20, 2013	0.321%	9,995,556	9,996,700
1,300,000	U.S. Bank NA Bankers Acceptance due February 20, 2013	0.200%	1,299,639	1,299,571

(continued)

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
1,200,000	U.S. Bank NA Bankers Acceptance due February 25, 2013	0.200%	1,199,633	1,199,568
10,000,000	Toyota Motor Credit Corp due February 26, 2013	0.310%	9,995,178	9,996,300
27,800,000	FCAR A-1+ due March 1, 2013	0.401%	27,781,776	27,789,158
20,000,000	Union Bank due March 1, 2013	0.331%	19,989,183	19,992,200
22,690,000	Salvation Army due March 6, 2013	0.240%	22,680,319	22,678,428
10,000,000	Toronto Dominion Holdings due March 15, 2013	0.341%	9,993,106	9,994,200
25,000,000	Bank of Nova Scotia NY due March 18, 2013	0.260%	24,986,278	24,985,000
35,000,000	Australia & New Zealand Banking Group due March 19, 2013	0.482%	34,964,067	34,978,650
9,200,000	Suncorp Metway Ltd. due March 20, 2013	0.451%	9,191,030	9,194,296
3,850,000	FCAR A-1+ due April 1, 2013	0.310%	3,847,016	3,847,228
15,655,000	Salvation Army due April 8, 2013	0.220%	15,645,720	15,639,971
20,000,000	Sumitomo Mitsubishi Trust NY due April 9, 2013	0.401%	19,978,222	19,980,600
20,000,000	Coca-Cola Company due April 15, 2013	0.250%	19,985,556	19,979,400
18,000,000	Toyota Motor Credit Corp due April 17, 2013	0.270%	17,985,690	17,981,100
15,000,000	Toronto Dominion Holdings due April 19, 2013	0.300%	14,986,500	14,983,950

(continued)

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
20,000,000	Sumitomo Mitsubishi Trust NY due April 25, 2013	0.361%	19,977,200	19,977,400
10,000,000	Sumitomo Mitsubishi Trust NY due May 6, 2013	0.361%	9,987,500	9,985,200
20,000,000	Toronto Dominion Holdings due May 24, 2013	0.301%	19,976,167	19,966,000
10,000,000	Sumitomo Mitsubishi Trust NY due June 3, 2013	0.361%	9,984,700	9,978,000
5,000,000	U.S. Bank NA Bankers Acceptance due June 4, 2013	0.371%	4,992,086	4,988,950
10,000,000	Bank of Tokyo Mitsubishi UFJ NY due June 18, 2013	0.321%	9,985,067	9,975,900
35,000,000	Bank of Tokyo Mitsubishi UFJ NY due June 21, 2013	0.321%	34,946,800	34,913,900
10,400,000	FCAR A-1+ due August 16, 2013	0.502%	10,367,211	10,356,216
18,000,000	Toyota Motor Credit Corp due August 19, 2013	0.270%	17,968,950	17,923,320
20,000,000	National Australia Funding DE due August 27, 2013	0.427%	19,943,806	19,911,800
15,000,000	National Australia Funding DE due October 9, 2013	0.326%	14,961,948	14,921,850
44,000,000	Commonwealth Bank of Australia due December 2, 2013	0.310%	44,000,000	44,000,000
27,000,000	Westpac Banking Corporation due December 6, 2013	0.361%	26,908,468	26,830,170
			<u>\$ 740,607,579</u>	<u>\$ 740,362,275</u>

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Investments in corporate securities rated A-1+ by Standard & Poor's at December 31, 2012, were as follows:

Face Amount	Security	Yield	Carrying Value – Amortized Cost	Market Value
\$ 4,500,000	GE Capital Services Corp due January 8, 2013	0.506%	\$ 4,501,974	\$ 4,501,260
7,000,000	GE Capital Services Corp due January 8, 2013	0.485%	7,003,071	7,001,960
			<u>\$ 11,505,045</u>	<u>\$ 11,503,220</u>

CSAFE's investment in money market funds at December 31, 2013 are rated AAAM by Standard & Poor's. These investments are made principally when the net rate of the money market fund exceeds the rate that can be obtained on a repurchase agreement. Money market management fees for the year ended December 31, 2013 related to these money market funds were 0.10%. These fees are in addition to the fees paid by CSAFE participants to the Trust's advisor.

In 2009, CSAFE held shares in the Reserve Primary money market fund (the money market fund) totaling \$42,442,140 prior to the recording of a realized loss of \$5,042,400. The money market fund incurred liquidity issues in 2008 due to its holding of debt securities issued by Lehman Brothers Holdings, Inc., which filed for bankruptcy protection in 2008. As of December 31, 2013, CSAFE had received distributions representing approximately 99% of its assets in the money market fund. CSAFE does not expect any further distributions from the money market fund other than accrued interest earned as addressed in the fund's final plan of liquidation. The remaining 1% of the assets will be received in accordance with the Standby Capital Agreement with Davidson Fixed Income Management, Inc. (Note 4).

Note 3: Investment Advisory and Administrative Fees

Davidson Fixed Income Management, Inc. (DFIM) provides investment advisory services to CSAFE. Fees for such services are calculated daily and paid monthly, at a rate equal to 0.18% of the average daily net assets up to \$200 million, and 0.15% of the average daily net assets in excess of \$200 million. Fees paid in 2013 and 2012 totaled \$1,829,438 and \$1,389,584, respectively.

During the year, the Administrator accrues 0.04% of average daily net assets of the Trust to meet administrative and custodial expenses. This accrual is adjusted at year-end to actual.

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Note 4: Standby Capital Agreement

On December 11, 2008, CSAFE entered into a Standby Capital Agreement (the Agreement) with DFIM whereby DFIM placed into escrow with U.S. Bank (CSAFE's custodian) \$3 million to fund potential losses related to the Reserve Primary money market fund (Note 2). On January 22, 2010, the Agreement was amended and restated with the "Amended and Restated Standby Capital Agreement" and was subsequently amended on February 2, 2010. On December 8, 2010, the Agreement was amended and restated with the "Third Amended and Restated Standby Capital Agreement" (the Amended Agreement). The Amended Agreement provides for the following:

- DFIM will make an irrevocable contribution to CSAFE to bring the CSAFE NAV to \$1.00 as a result of losses due to the Reserve Primary investment, subject to a maximum dollar cap of \$4.5 million. The contribution will be paid in increments of \$900,000 starting on the date of, and continuing through the fourth anniversary date of, the Amended Agreement. The initial payment required under the Amended Agreement of \$900,000 was received by CSAFE during 2010.

Changes in the related party contribution receivable were as follows for the years ended December 31, 2013 and 2012:

2013			
Beginning Balance	Additions	Reductions	Ending Balance
\$ 1,800,000	\$ -	\$ 900,000	\$ 900,000

2012			
Beginning Balance	Additions	Reductions	Ending Balance
\$ 2,700,000	\$ -	\$ 900,000	\$ 1,800,000

Colorado Surplus Asset Fund Trust (CSAFE)

Notes to Financial Statements

December 31, 2013 and 2012

Scheduled maturities for the related party contribution receivable are as follows as of December 31, 2013:

Year Ending December 31,	Amount
2014	<u>\$ 900,000</u>

Supplementary Information

Colorado Surplus Asset Fund Trust (CSAFE)
Supplementary Information
December 31, 2013 and 2012

Selected data for each share outstanding at December 31 for each of the last five years is as follows:

	2013	2012	2011	2010	2009
Investment income	\$ 0.002662	\$ 0.003075	\$ 0.002561	\$ 0.003358	\$ 0.006304
Expenses	<u>0.001324</u>	<u>0.001287</u>	<u>0.001756</u>	<u>0.001900</u>	<u>0.002068</u>
Net investment income	<u>\$ 0.001338</u>	<u>\$ 0.001788</u>	<u>\$ 0.000805</u>	<u>\$ 0.001458</u>	<u>\$ 0.004236</u>
	2013	2012	2011	2010	2009
Weighted-average maturity in days	57	54	35	38	36
Number of participant shares at December 31	1,451,392,425	1,274,233,370	788,814,928	707,656,823	612,850,507

The Trust's net average yield for 2013 and 2012 was 0.13% and 0.18%, respectively. For example, \$1,000 invested in the Trust on January 1, 2013, would have been worth \$1,001.30 at December 31, 2013 and \$1,000 invested on January 1, 2012 would have been worth \$1,001.80 at December 31, 2012. For 2013 and 2012 the unamortized portion of realized losses on investments is excluded from the above calculations, because it did not impact participant valuation calculations.

Colorado Surplus Asset Fund Trust (CSAFE)

CSAFE Board of Trustees

(Unaudited)

December 31, 2013 and 2012

YOUR CSAFE BOARD OF TRUSTEES

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Evergreen Metropolitan District

Alan Krcmarik, Vice-Chairman

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Special District Management Services, Inc.

Jay Valentine, Director

City of Grand Junction

Pursuant to Article IX of CSAFE's Indenture of Trust, as amended, a majority of Trustees must be members of the Board of Participants (treasurers of the respective participants) and any non-treasurer trustee must be appointed or elected as a non-treasurer trustee.