

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>BEST FRIENDS ANIMAL SOCIETY 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2002</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2002</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2002</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BEST FRIENDS ANIMAL SOCIETY</u> <u>5001 ANGEL CANYON ROAD</u> <u>KANAB, UT 84741</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-7147797</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>435-644-2001</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>812910</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-7147797</u>	2c Plan Sponsor's telephone number <u>435-644-2001</u>	2d Business code (see instructions) <u>812910</u>	
2b Employer Identification Number (EIN) <u>23-7147797</u>					
2c Plan Sponsor's telephone number <u>435-644-2001</u>					
2d Business code (see instructions) <u>812910</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2022	MARY MCDONELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	974
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	684
a(2) Total number of active participants at the end of the plan year		6a(2)	726
b Retired or separated participants receiving benefits.....		6b	24
c Other retired or separated participants entitled to future benefits		6c	230
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	980
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1
f Total. Add lines 6d and 6e		6f	981
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	960
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3F			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan BEST FRIENDS ANIMAL SOCIETY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEST FRIENDS ANIMAL SOCIETY	D Employer Identification Number (EIN) 23-7147797	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WILMINGTON TRUST
51-0099033

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MATRIX TRUST COMPANY
75-3182674

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TRI-AD ACTUARIES, INC.

95-2887986

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	79987	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MATRIX TRUST COMPANY

75-3182674

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 25 33 50	NONE	36088	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TRI-AD CAPITAL MANAGEMENT, INC.

33-0600835

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	23651	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan BEST FRIENDS ANIMAL SOCIETY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEST FRIENDS ANIMAL SOCIETY		
D Employer Identification Number (EIN) 23-7147797		

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	527129	366617
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	62027	4056
(2) Participant contributions.....	1b(2)	118431	1775
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	5003840	6627534
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	653417	534835
(9) Value of interest in common/collective trusts.....	1c(9)	1023192	966878
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	37965403	43816921
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities.....	1d(1)	
(2)	Employer real property.....	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	45353439 52318616
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness.....	1i	
j	Other liabilities.....	1j	4553 4263
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	4553 4263
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	45348886 52314353

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	1767706
	(B) Participants	2a(1)(B)	3250353
	(C) Others (including rollovers).....	2a(1)(C)	257509
(2)	Noncash contributions.....	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	5275568
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	4401
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans.....	2b(1)(E)	29424
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	33825
(2)	Dividends: (A) Preferred stock.....	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	4774464
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	4774464
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		14001
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1967466
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		12065324
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	4956068	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		4956068
f Corrective distributions (see instructions).....	2f		4063
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	23651	
(2) Contract administrator fees.....	2i(2)	79987	
(3) Investment advisory and management fees.....	2i(3)	36088	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		139726
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5099857
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		6965467
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: TANNER LLC

(2) EIN: 20-2253063

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan BEST FRIENDS ANIMAL SOCIETY 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEST FRIENDS ANIMAL SOCIETY	D Employer Identification Number (EIN) 23-7147797

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-3439945 75-3182674	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
---------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.	
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c
If you completed line 6c, skip lines 8 and 9.	
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase ☐ Decrease ☐ Both ☐ No
--	--

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year.....

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____



TANNER

Accountants & Advisors

BEST FRIENDS ANIMAL SOCIETY 401(k) SAVINGS PLAN

Financial Statements and Supplemental Schedule

**As of December 31, 2021 and 2020
and for the Year Ended December 31, 2021
Together with Independent Auditors' Report**



TANNER

Independent Auditors' Report

To the Audit Committee of the Board of Directors Best Friends Animal Society

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of the Best Friends Animal Society 401(k) Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the Best Friends Animal Society 401(k) Savings Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 7 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section—

- the amounts and disclosures in the financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Best Friends Animal Society 401(k) Savings Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management 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, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the Plan; and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

Other Matter—Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2021 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. 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 financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Tanner LLC

October 12, 2022



TANNER

Independent Auditors' Report

To the Audit Committee of the Board of Directors Best Friends Animal Society

We were engaged to audit the accompanying financial statements of the Best Friends Animal Society 401(k) Savings Plan (the Plan) as of December 31, 2020, and the related notes to the financial statement.

Management's Responsibility for the Financial Statement

Plan management is responsible for the preparation and fair presentation of the financial statement 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 a financial statement that is free from material misstatement, whether due to error or fraud.

Auditors' Responsibility

Our responsibility is to express an opinion on the 2020 financial statement based on conducting the audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Matrix Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statement. We have been informed by the Plan Administrator that the trustee holds the Plan's investments and notes receivable from participants and executes related transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2020, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion on the 2020 financial statement. Accordingly, we do not express an opinion on the 2020 financial statement.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2020 Financial Statement

The form and content of the information included in the 2020 financial statement, other than that derived from the information certified by the trustee, have been audited by us in accordance with US GAAS and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tanner LLC

October 12, 2022

Statements of Net Assets Available for Benefits

As of December 31,

	2021	2020
Assets:		
Investments, at fair value:		
Mutual funds	\$ 43,816,920	\$ 37,965,403
Common stock	6,515,651	4,941,262
Collective fund	966,878	1,023,192
Interest-bearing cash	109,869	62,185
Preferred stock	-	393
American depository receipts	2,014	-
Total investments, at fair value	51,411,332	43,992,435
Non-interest-bearing cash	366,617	527,128
Receivables:		
Participant contributions	1,775	118,431
Employer contributions	4,056	62,027
Notes receivable from participants	534,836	653,417
Total receivables	540,667	833,875
Total assets	52,318,616	45,353,438
Liabilities:		
Payables:		
Other payables	4,263	4,551
Total payables	4,263	4,551
Net assets available for benefits	\$ 52,314,353	\$ 45,348,887

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2021

Additions:

Investment income:

Interest, dividends, and other income	\$ 4,778,865
Net appreciation in fair value of investments	<u>1,981,467</u>

Investment income, net	<u>6,760,332</u>
------------------------	------------------

Interest income on notes receivable from participants	<u>29,424</u>
---	---------------

Contributions:

Participant	3,250,353
Employer	1,767,706
Rollovers	<u>257,509</u>

Total contributions	<u>5,275,568</u>
---------------------	------------------

Total additions	<u>12,065,324</u>
-----------------	-------------------

Deductions:

Benefits paid to participants	(4,960,131)
Administrative expenses	<u>(139,727)</u>

Total deductions	<u>(5,099,858)</u>
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Net increase in net assets available for benefits	6,965,466
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Net assets available for benefits:

Beginning of year	<u>45,348,887</u>
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End of year	<u>\$ 52,314,353</u>
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1. Description of the Plan

The following description of the Best Friends Animal Society 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document and summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of Best Friends Animal Society (the Company, Plan Sponsor or Employer) who have completed at least two months of service and have reached at least 21 years of age, excluding union employees whose employment is governed by a collective bargaining agreement, certain nonresident aliens and leased employees. The Plan became effective January 1, 2002 and was restated effective January 1, 2015. The Plan provides for automatic enrollment upon employees reaching eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Audit Committee of the Board of Directors (the Committee) is responsible for the general administration of the Plan. Matrix Trust Company is the trustee of the Plan. Tri-Ad Actuaries, Inc. is the record-keeper of the Plan.

Contributions

Contributions to the Plan include: (i) salary reduction contributions authorized by participants, (ii) matching contributions made by the Company, (iii) discretionary profit-sharing contributions made by the Company; and (iv) participant rollovers from other plans.

Participants may elect to contribute a percentage of their eligible compensation, as defined by the Plan document, to the Plan each year, subject to the limitations of the Internal Revenue Code (IRC). Such contributions are excluded from the participant's taxable income for federal income tax purposes until received as a withdrawal or distribution from the Plan. Roth 401(k) contributions are not excluded from the participant's taxable income for federal income tax purposes, but withdrawals of contributions and earnings thereon at retirement are tax free. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate. Automatically enrolled participants have their deferral rate set at 3% of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions.

Employees who have completed two years of service are also eligible to receive a matching contribution. The Employer has two types of employees, namely founder employees and non-founder employees. Founders are individuals who were directly involved in the Company's formation. Founders are specifically identified in the Company bylaws, and certain Founders are employees of the Company. Founder employee participants with at least two years of service receive matching contributions of 100% of their elected contribution up to 25% of compensation but not exceeding \$7,000. Non-founder participants may receive matching contributions of 100% of their elected contribution up to 6% of compensation but not exceeding \$7,000. The Plan also allows for profit-sharing contributions; there were no profit-sharing contributions made during the year ended December 31, 2021.

Participants may also contribute to the Plan amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participant Accounts

Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's profit-sharing contribution and Plan earnings or losses. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. Participants may direct the investment of their account balance into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their voluntary contributions and the Employer's contributions plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of one-half of the vested account balance or \$50,000. The loans are secured by an assignment of a participant's vested interest in the Plan, and bear interest at a rate commensurate with local prevailing rates at the time funds are borrowed as determined by the Plan Sponsor. Principal and interest are paid ratably through payroll deductions or as a lump sum for the outstanding loan balance. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. As of December 31, 2021, participant loans had maturities through 2050 at interest rates ranging from 4.25% to 6.50%.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. In accordance with the Bipartisan Budget Act passed in February 2018, effective January 1, 2019, participants who take a hardship distribution are no longer restricted from making contributions into the plan for six months.

Administrative Expenses

Plan administrative expenses may be paid by the Plan Sponsor or by the Plan and deducted from participants' individual accounts. During the year ended December 31, 2021, the Plan paid \$139,727 in administrative expenses.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

2. Summary of Significant Accounting Policies***Basis of Accounting***

The accompanying financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties

The Plan provides for investments in securities that are exposed to various risks, such as interest rate, currency exchange rate, credit, and the overall fluctuation in the market. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Investment Valuation and Income Recognition

Investments are reported at fair value. Investments in mutual funds, common stock, interest bearing cash, American depository receipts, and preferred stock are stated at fair value based upon quoted market prices. Investments in the collective fund are stated at net asset value (NAV) per share as a practical expedient, which is based on the fair value of the underlying investments. Net appreciation (depreciation) of investments includes realized and unrealized gains or losses on investments and is recognized in income currently. Amounts invested may earn interest and dividends, which in turn are reinvested. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan invests in a Humane Index Fund, which fund is managed by an investment company and which includes common stocks of publicly traded companies. Because the Plan has a direct investment in the underlying common stocks within the fund, the investments in the common stocks are shown separately in the Plan's financial statements.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent participant loans are recorded as distributions when the participant has a distributable event.

Payment of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions.

Subsequent Events

The Plan's management has evaluated events occurring subsequent to year-end through October 12, 2022, which is the date the financial statements were available to be issued.

3. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Financial Accounting Standards Board established a framework for measuring fair value in the form of a fair value hierarchy, which prioritizes inputs into valuation techniques used to measure fair value into three broad levels. This hierarchy requires assets to be classified by level in their entirety based upon the lowest level of input that was significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1, including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3 - Unobservable inputs supported by little or no market data for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following tables summarize the fair values of the Plan's investments and the levels of inputs under which those investments were valued as of December 31:

2021				
Description	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 43,816,920	\$ -	\$ -	\$ 43,816,920
Common stock	6,515,651	-	-	6,515,651
Interest bearing cash	109,869.00	-	-	109,869
American depository receipts	2,014	-	-	2,014
	<u>\$ 50,444,454</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 50,444,454</u>
Collective fund, at NAV practical expedient *				966,878
Total investments, at fair value				<u>\$ 51,411,332</u>

2020				
Description	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 37,965,403	\$ -	\$ -	\$ 37,965,403
Common stock	4,941,262	-	-	4,941,262
Interest bearing cash	62,185	-	-	62,185
Preferred stock	393	-	-	393
	<u>\$ 42,969,243</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 42,969,243</u>
Collective fund, at NAV practical expedient *				1,023,192
Total investments, at fair value				<u>\$ 43,992,435</u>

* The fair value of this investment is provided above to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

The following tables set forth a summary of the Plan's investments reported at NAV as a practical expedient as of December 31, 2021 and 2020.

December 31, 2021				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective fund	\$ 966,878	n/a	Daily	Daily

December 31, 2020				
Investment	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective fund	\$ 1,023,192	n/a	Daily	Daily

4. Unpaid Benefits

As of December 31, 2021 and 2020, certain participants have elected to withdraw from the Plan, but have not been paid. These unpaid benefits amount to \$1,686 and \$522,431, respectively.

5. Exempt Party-In-Interest Transactions

The notes receivable from participants are exempt party-in-interest transactions.

6. Federal Income Tax Status

The Plan uses a prototype plan document sponsored by FIS Business Systems, LLC (formerly Sungard Business Systems LLC). FIS Business Systems LLC received an opinion letter from the IRS, dated March 31, 2014, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the Internal Revenue Service. However, Plan management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by tax authorities. The Plan Administrator has analyzed the tax positions of the Plan and has concluded that as of December 31, 2021, there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits in tax jurisdictions for tax years for which the applicable statutes of limitations have not expired; however, there are currently no audits for any tax periods in progress.

7. Information Certified by The Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under that election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Matrix Trust Company, the trustee of the Plan, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedules:

- All investment assets held by the Plan
- Notes receivable from participants
- The recording of transactions related to all investment assets and notes receivable from participants, including related earnings (losses) and interest and dividends.

8. Subsequent Events

Effective July 1, 2022, employees who have completed at least 2 months of service and have reached at least 18 years of age, excluding certain employees noted in Note 1, will be eligible to participate in the Plan. Participants eligible to participate in the Plan that have completed 1 year of service will also be eligible for matching contributions made by the Company.

Best Friends Animal Society 401(k) Savings Plan**Employer ID No: 23-7147797****Plan No: 001****Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)***As of December 31, 2021*

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
Mutual Funds:			
	VANGUARD	Vanguard Target Retirement 2035	\$ 5,755,504
	VANGUARD	Vanguard Target Retirement 2040	4,519,067
	VANGUARD	Vanguard Target Retirement 2050	5,080,710
	VANGUARD	Vanguard Target Retirement 2045	5,161,942
	VANGUARD	Vanguard Target Retirement 2015	3,543,761
	VANGUARD	Vanguard Target Retirement 2030	3,256,773
	VANGUARD	Vanguard 500 Index Admiral	3,258,143
	VANGUARD	Vanguard Target Retirement 2020	1,987,134
	VANGUARD	Vanguard Target Retirement 2025	1,585,303
	VANGUARD	Vanguard Total Bond Index Admiral	1,019,890
	VANGUARD	Vanguard Total Stock Admiral	1,497,175
	VANGUARD	Vanguard Small Cap Index Admiral	1,286,754
	VANGUARD	Vanguard Developed Markets Index - Admiral	873,644
	VANGUARD	Vanguard Growth Index Admiral	841,523
	VANGUARD	Vanguard Small Cap Growth Index	615,748
	VANGUARD	Vanguard Target Retirement 2055	994,981
	VANGUARD	Vanguard Infl-Protected Secs Admiral	416,675
	VANGUARD	Vanguard International Growth - Admiral	279,595
	VANGUARD	Vanguard Mid Cap Index Admiral	471,407
	VANGUARD	Vanguard Value Index	520,692
	VANGUARD	Vanguard Target Retirement 2060	375,995
	VANGUARD	Vanguard Emerging Mkts	236,518
	VANGUARD	Vanguard REIT Admiral	187,070
	VANGUARD	Vanguard Target Retirement Income	50,916
		Total mutual funds	<u>\$ 43,816,920</u>

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
Common Stock:			
	ACCENTURE PLC IRELAND	114 shares	\$ 47,259
	ACTIVISION BLIZZARD INC	137 shares	9,115
	ADOBE INC	81 shares	45,932
	ADVANCED MICRO DEVICES INC	188 shares	27,053
	AFLAC INC	168 shares	9,810
	AGNC INVT CORP	170 shares	2,557
	AIR PRODS & CHEMS INC	54 shares	16,430
	AKAMAI TECHNOLOGIES INC	14 shares	1,639
	ALEXANDRIA REAL ESTATE EQ INC	18 shares	4,013
	ALIGN TECHNOLOGY INC	19 shares	12,486
	ALLSCRIPTS HEALTHCARE SOLUTNS	294 shares	5,424
	ALLSTATE CORP	84 shares	9,883
	ALPHABET INC	45 shares	130,212
	ALPHABET INC	45 shares	130,367
	AMAZON COM INC	64 shares	213,398
	AMCOR PLC	280 shares	3,363
	AMEDISYS INC	9 shares	1,457
	AMEREN CORP	45 shares	4,005
	AMERICAN AIRLS GROUP INC	83 shares	1,491
	AMERICAN EXPRESS CO	139 shares	22,740
	AMERICAN INTL GROUP INC	112 shares	6,368
	AMERICAN TOWER CORP NEW	72 shares	21,060
	AMERICAN WELL CORP CL A	164 shares	991
	AMERICAN WTR WKS CO INC NEW	19 shares	3,588
	AMERIPRISE FINL INC	26 shares	7,843
	AMERISOURCEBERGEN CORP	96 shares	12,757
	AMETEK INC NEW	54 shares	7,940
	AMPHENOL CORP NEW	134 shares	11,720
	ANALOG DEVICES INC	98 shares	17,225
	ANNALY CAP MGMT INC	314 shares	2,455
	ANSYS INC	7 shares	2,808
	AON PLC CL A	52 shares	15,629
	APA CORPORATION COM	90 shares	2,420
	APPLE INC	2311 shares	410,364
	APPLIED MATLS INC	159 shares	25,020
	APTARGROUP INC	35 shares	4,287
	APTIV PLC	28 shares	4,619
	ARCH CAP GROUP LTD	64 shares	2,845
	ARISTA NETWORKS INC	36 shares	5,175
	ASPEN TECHNOLOGY INC	21 shares	3,196
	AT&T INC	1544 shares	37,982
	AUTODESK INC	16 shares	4,499
	AUTOMATIC DATA PROCESSING INC	102 shares	25,151
	AUTOZONE INC	2 shares	4,193
	AVALARA INC	14 shares	1,808
	AVALONBAY CMNTYS INC	28 shares	7,073

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	AVANOS MED INC	59 shares	\$ 2,046
	AVERY DENNISON CORP	46 shares	9,962
	AZENTA INC COM	30 shares	3,093
	BAKER HUGHES COMPANY CL A	157 shares	3,777
	BALL CORP	83 shares	7,990
	BANK AMER CORP	1389 shares	61,797
	BANK HAWAII CORP	33 shares	2,764
	BANK NEW YORK MELLON CORP	184 shares	10,687
	BERRY GLOBAL GROUP INC	46 shares	3,394
	BEST BUY INC	79 shares	8,026
	BEYOND MEAT INC	16 shares	1,043
	BILL COM HOLDINGS INC	17 shares	4,236
	BLOCK H & R INC	124 shares	2,921
	BLOCK INC	48 shares	7,752
	BOEING CO	90 shares	18,119
	BOOKING HLDGS INC	7 shares	16,795
	BORGWARNER INC	43 shares	1,938
	BOSTON BEER INC	3 shares	1,515
	BOSTON PROPERTIES INC	21 shares	2,419
	BRIGHT HORIZONS FAM SOL IN DEL	15 shares	1,888
	BROADCOM INC	63 shares	41,921
	BROWN FORMAN CORP	98 shares	7,140
	BRUKER CORP	401 shares	33,648
	BURLINGTON STORES INC	9 shares	2,624
	C H ROBINSON WORLDWIDE INC	39 shares	4,198
	CADENCE DESIGN SYSTEM INC	25 shares	4,659
	CAESARS ENTERTAINMENT INC	18 shares	1,684
	CAMPBELL SOUP CO	135 shares	5,867
	CAPITAL ONE FINL CORP	86 shares	12,478
	CARNIVAL CORP	132 shares	2,656
	CARRIER GLOBAL CORPORATION COM	138 shares	7,485
	CARVANA CO	9 shares	2,086
	CATALENT INC	188 shares	24,070
	CATERPILLAR INC DEL	104 shares	21,501
	CBOE GLOBAL MARKETS INC	32 shares	4,173
	CBRE GROUP INC	33 shares	3,581
	CELANESE CORP DEL	61 shares	10,252
	CENTENE CORP DEL	69 shares	5,686
	CERNER CORP	324 shares	30,090
	CF INDS HLDGS INC	83 shares	5,875
	CHARTER COMMUNICATIONS INC NEW	27 shares	17,603
	CHENIERE ENERGY INC	32 shares	3,245
	CHEVRON CORP NEW	350 shares	41,073
	CHIPOTLE MEXICAN GRILL INC	5 shares	8,741
	CHUBB LIMITED	109 shares	21,071

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	CIGNA CORP NEW	73 shares	\$ 16,763
	CINCINNATI FINL CORP	49 shares	5,583
	CINEMARK HOLDINGS INC	30 shares	484
	CINTAS CORP	5 shares	2,216
	CISCO SYS INC	918 shares	58,174
	CITIGROUP INC	350 shares	21,137
	CITRIX SYS INC	9 shares	851
	CLEVELAND CLIFFS INC	129 shares	2,808
	CME GROUP INC	86 shares	19,648
	CNA FINL CORP	62 shares	2,733
	COGNEX CORP	31 shares	2,411
	COGNIZANT TECHNOLOGY SOLUTIONS	73 shares	6,477
	COLFAX CORP	64 shares	2,942
	COMCAST CORP NEW	822 shares	41,371
	COMMERCE BANCSHARES INC	40 shares	2,750
	CONAGRA BRANDS INC	146 shares	4,986
	CONOCOPHILLIPS	276 shares	19,922
	CONSOLIDATED EDISON INC	111 shares	9,471
	CONSTELLATION BRANDS INC	53 shares	13,301
	COSTAR GROUP INC	50 shares	3,952
	COTERRA ENERGY INC	141 shares	2,679
	COUPA SOFTWARE INC	8 shares	1,264
	CROWDSTRIKE HOLDINGS INC CL A	39 shares	7,985
	CROWN CASTLE INC	81 shares	16,908
	CSX CORP	426 shares	16,018
	CUMMINS INC	57 shares	12,434
	CVS HEALTH CORP	280 shares	28,885
	D R HORTON INC	44 shares	4,772
	DARDEN RESTAURANTS INC	21 shares	3,163
	DATADOG INC CL A COM	28 shares	4,987
	DEERE & CO	47 shares	16,116
	DELL TECHNOLOGIES INC	34 shares	1,910
	DELTA AIR LINES INC DEL	157 shares	6,136
	DEVON ENERGY CORP NEW	83 shares	3,656
	DIAMONDBACK ENERGY INC	47 shares	5,069
	DIGITAL RLTY TR INC	57 shares	10,082
	DISCOVER FINL SVCS	59 shares	6,818
	DISCOVERY INC	102 shares	2,336
	DISH NETWORK CORP	27 shares	876
	DOCUSIGN INC	27 shares	4,112
	DOLLAR GEN CORP NEW	65 shares	15,329
	DOLLAR TREE INC	44 shares	6,183
	DOMINION ENERGY INC	195 shares	15,319
	DOVER CORP	36 shares	6,538
	DUKE ENERGY CORP NEW	245 shares	25,701
	DUKE RLTY LTD PARTNERSHIP	172 shares	11,290

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	DXC TECHNOLOGY CO	1 shares	\$ 32
	EAST WEST BANCORP INC	41 shares	3,226
	EATON CORP PLC	111 shares	19,183
	EBAY INC	157 shares	10,441
	ELANCO ANIMAL HEALTH INC	439 shares	12,459
	ELASTIC NV	16 shares	1,969
	ELECTRONIC ARTS INC	73 shares	9,629
	ELEMENT SOLUTIONS INC	146 shares	3,545
	ELEVANCE HEALTH INC	32 shares	14,833
	EMERSON ELEC CO	184 shares	17,106
	ENCOMPASS HEALTH CORP	18 shares	1,175
	ENERGIZER HLDGS INC NEW	71 shares	2,847
	ENPHASE ENERGY INC	14 shares	2,561
	EOG RES INC	127 shares	11,281
	EQT CORP	88 shares	1,919
	EQUIFAX INC	19 shares	5,563
	EQUINIX INC	22 shares	18,608
	EQUITABLE HOLDINGS INC	238 shares	7,804
	EQUITRANS MIDSTREAM CORPORATIO	70 shares	724
	EQUITY RESIDENTIAL	112 shares	10,136
	ERIE INDTY CO	15 shares	2,890
	ESSEX PPTY TR INC	2 shares	704
	ETSY INC	17 shares	3,722
	EVEREST RE GROUP LTD	6 shares	1,644
	EVERSOURCE ENERGY	72 shares	6,551
	EXELON CORP	60 shares	3,466
	EXPEDIA GROUP INC	34 shares	6,144
	EXPEDITORS INTL WASH INC	38 shares	5,103
	EXTRA SPACE STORAGE INC	42 shares	9,523
	FACTSET RESH SYS INC	9 shares	4,374
	FASTENAL CO	71 shares	4,548
	FEDEX CORP	38 shares	9,828
	FIDELITY NATIONAL FINANCIAL IN	23 shares	1,200
	FIDELITY NATL INFORMATION SVCS	104 shares	11,352
	FIRST REP BK SAN FRANCISCO CAL	16 shares	3,304
	FIRST SOLAR INC	38 shares	3,312
	FISERV INC	76 shares	7,888
	FLEETCOR TECHNOLOGIES INC	10 shares	2,238
	FLOWSERVE CORP	51 shares	1,561
	FORD MTR CO DEL	645 shares	13,397
	FORTINET INC	26 shares	9,344
	FORTIVE CORP	77 shares	5,874
	FORTUNE BRANDS HOME & SEC INC	5 shares	535
	FOX CORP CL A COM	62 shares	2,288
	FOX CORP CL B COM	71.9999 shares	2,467
	FRANKLIN RES INC	117 shares	3,918

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	FREEMPORT-MCMORAN INC	231 shares	\$ 9,640
	GALLAGHER ARTHUR J & CO	50 shares	8,484
	GARMIN LTD	42 shares	5,719
	GENERAC HLDGS INC	11 shares	3,871
	GENERAL DYNAMICS CORP	85 shares	17,720
	GENERAL MLS INC	338 shares	22,774
	GENERAL MTRS CO	236 shares	13,837
	GENTEX CORP	90 shares	3,137
	GENUINE PARTS CO	32 shares	4,486
	GLOBAL PMTS INC	33 shares	4,461
	GOLDMAN SACHS GROUP INC	60 shares	22,953
	GRAINGER W W INC	7 shares	3,628
	HANESBRANDS INC	153 shares	2,558
	HARTFORD FINL SVCS GROUP INC	103 shares	7,111
	HASBRO INC	36 shares	3,664
	HCA HEALTHCARE INC	52 shares	13,360
	HEALTHPEAK PROPERTIES INC	158 shares	5,702
	HENRY JACK & ASSOC INC	16 shares	2,672
	HERSHEY CO	31 shares	5,998
	HESS CORP	23 shares	1,703
	HEWLETT PACKARD ENTERPRISE CO	198 shares	3,122
	HOME DEPOT INC	165 shares	68,477
	HOST HOTELS & RESORTS INC	116 shares	2,017
	HP INC	284 shares	10,698
	HUBSPOT INC	5 shares	3,296
	HUMANA INC	14 shares	6,494
	HUNT J B TRANS SVCS INC	18 shares	3,679
	HUNTINGTON BANCSHARES INC	204 shares	3,146
	HUNTINGTON INGALLS INDS INC	7 shares	1,307
	IDEX CORP	30 shares	7,090
	IDEXX LABS INC	44 shares	28,972
	IHS MARKIT LTD	63 shares	8,374
	ILLINOIS TOOL WKS INC	87 shares	21,472
	ILLUMINA INC	75 shares	28,533
	INGERSOLL RAND INC	93 shares	5,754
	INGREDION INC	4 shares	387
	INSULET CORP	28 shares	7,450
	INTEL CORP	668 shares	34,402
	INTERCONTINENTAL EXCHANGE INC	140 shares	19,148
	INTERNATIONAL BUSINESS MACHS	179 shares	23,925
	INTERPUBLIC GROUP COS INC	94 shares	3,520

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	INTL PAPER CO	213 shares	\$ 10,007
	INTUIT	40 shares	25,729
	JOHNSON CTLS INTL PLC	262 shares	21,303
	JPMORGAN CHASE & CO	576 shares	91,210
	JUNIPER NETWORKS INC	59 shares	2,107
	KELLOGG CO	163 shares	10,500
	KEURIG DR PEPPER INC	243 shares	8,957
	KEYSIGHT TECHNOLOGIES INC	25 shares	5,163
	KILROY RLTY CORP	40 shares	2,658
	KINDER MORGAN INC DEL	461 shares	7,311
	KLA CORPORATION COM NEW	15 shares	6,452
	KOHLS CORP	34 shares	1,679
	KROGER CO	156 shares	7,061
	KYNDRYL HOLDINGS INC COMMON STOCK	35 shares	634
	L3HARRIS TECHNOLOGIES INC COM	58 shares	12,368
	LAM RESEARCH CORP	24 shares	17,260
	LAMB WESTON HLDGS INC	22 shares	1,394
	LAS VEGAS SANDS CORP	154 shares	5,797
	LIBERTY BROADBAND CORP	67 shares	10,780
	LIBERTY GLOBAL PLC	22 shares	610
	LIBERTY GLOBAL PLC	168 shares	4,719
	LIBERTY LATIN AMERICA LTD	28 shares	319
	LIBERTY MEDIA CORP DELAWARE	71 shares	4,213
	LIBERTY MEDIA CORP DELAWARE	15 shares	763
	LINDE PLC	57 shares	19,747
	LIVE NATION ENTERTAINMENT INC	46 shares	5,506
	LOCKHEED MARTIN CORP	75 shares	26,656
	LOWES COS INC	130 shares	33,602
	LULULEMON ATHLETICA INC	33 shares	12,918
	LUMEN TECHNOLOGIES INC	200 shares	2,510
	LYFT INC	50 shares	2,137
	LYONDELLBASELL INDUSTRIES N V	91 shares	8,393
	M & T BK CORP	27 shares	4,147
	MADISON SQUARE GRDN SPRT CORP CL A	16 shares	2,780
	MARATHON PETE CORP	108 shares	6,911
	MARKEL CORP	2 shares	2,468
	MARKETAXESS HLDGS INC	7 shares	2,879
	MARRIOTT INTL INC NEW	80 shares	13,219
	MARRIOTT VACATIONS WRDLWDE CP	1 shares	169
	MARSH & MCLENNAN COS INC	116 shares	20,163
	MARTIN MARIETTA MATLS INC	13 shares	5,727
	MARVELL TECHNOLOGY GROUP LTD	156 shares	13,648
	MASCO CORP	44 shares	3,090

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	MASIMO CORP	45 shares	\$ 13,175
	MASTERCARD INCORPORATED	135 shares	48,508
	MATCH GROUP INC COM	22 shares	2,910
	MATTEL INC	147 shares	3,169
	MCCORMICK & CO INC	90 shares	8,695
	MCDONALDS CORP	142 shares	38,066
	MCKESSON CORP	50 shares	12,429
	META PLATFORMS INC	361 shares	121,422
	METLIFE INC	227 shares	14,185
	METTLER TOLEDO INTERNATIONAL	32 shares	54,311
	MICROCHIP TECHNOLOGY INC	16 shares	1,393
	MICRON TECHNOLOGY INC	178 shares	16,581
	MICROSOFT CORP	1132 shares	380,714
	MIDDLEBY CORP	4 shares	787
	MOHAWK INDS INC	14 shares	2,551
	MOLSON COORS BEVERAGE COMPANY CL B	61 shares	2,827
	MONDELEZ INTL INC	423 shares	28,049
	MONGODB INC CL A	15 shares	7,940
	MONSTER BEVERAGE CORP NEW	188 shares	18,056
	MOODYS CORP	29 shares	11,327
	MORGAN STANLEY	190 shares	18,650
	MOTOROLA SOLUTIONS INC	21 shares	5,706
	MSCI INC	15 shares	9,190
	NASDAQ INC	37 shares	7,770
	NATERA INC	136 shares	12,701
	NEOGEN CORP	138 shares	6,267
	NETAPP INC	38 shares	3,496
	NETFLIX INC	74 shares	44,581
	NEW YORK TIMES CO	65 shares	3,140
	NEWMARKET CORP	17 shares	5,826
	NEWMONT CORPORATION COM	189 shares	11,722
	NEWS CORP NEW	54 shares	1,215
	NEWS CORP NEW	24 shares	535
	NEXTERA ENERGY INC	407 shares	37,998
	NORFOLK SOUTHERN CORP	53 shares	15,779
	NORTHERN TR CORP	56 shares	6,698
	NORTHROP GRUMMAN CORP	30 shares	11,612
	NORTONLIFELOCK INC	102 shares	2,650
	NORWEGIAN CRUISE LINE HLDG LTD	100 shares	2,074
	NOW INC	1 shares	9
	NRG ENERGY INC	79 shares	3,403
	NUANCE COMMUNICATIONS INC	93 shares	5,145
	NUCOR CORP	130 shares	14,840
	NVIDIA CORP	348 shares	102,350

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	NXP SEMICONDUCTORS NV	45 shares	\$ 10,250
	O REILLY AUTOMOTIVE INC NEW	8 shares	5,650
	OCCIDENTAL PETE CORP DEL	142 shares	4,117
	OKTA INC	16 shares	3,587
	OLD DOMINION FGHT LINES INC	13 shares	4,659
	OLLIES BARGAIN OUTLT HLDGS INC	33 shares	1,689
	OMNICOM GROUP INC	114 shares	8,353
	ONEOK INC NEW	90 shares	5,288
	ORACLE CORP	315 shares	27,471
	ORGANON & CO	345 shares	10,505
	ORION OFFICE REIT INC	6 shares	112
	OSHKOSH CORP	8 shares	902
	OTIS WORLDWIDE CORP	108 shares	9,404
	PACCAR INC	73 shares	6,443
	PACKAGING CORP AMER	39 shares	5,310
	PALANTIR TECHNOLOGIES INC CL A	394 shares	7,175
	PALO ALTO NETWORKS INC	18 shares	10,022
	PARAMOUNT GLOBAL CLASS B COM	137 shares	4,135
	PARKER HANNIFIN CORP	16 shares	5,090
	PATTERSON COMPANIES INC	83 shares	2,436
	PAYCHEX INC	88 shares	12,012
	PAYPAL HLDGS INC	190 shares	35,830
	PELOTON INTERACTIVE INC CL A COM	122 shares	4,363
	PENTAIR PLC	61 shares	4,455
	PEPSICO INC	448 shares	77,822
	PG&E CORP	203 shares	2,464
	PHILLIPS 66	150 shares	10,869
	PINTEREST INC CL A	65 shares	2,363
	PIONEER NAT RES CO	36 shares	6,548
	PNC FINL SVCS GROUP INC	74 shares	14,838
	POOL CORPORATION	7 shares	3,962
	PPL CORP	151 shares	4,539
	PREMIER INC	90 shares	3,705
	PRESTIGE CONSMR HEALTHCARE INC	349 shares	21,167
	PRICE T ROWE GROUP INC	56 shares	11,012
	PRINCIPAL FINL GROUP INC	38 shares	2,749
	PROGRESSIVE CORP OHIO	176 shares	18,066
	PROLOGIS INC	161 shares	27,106
	PRUDENTIAL FINL INC	152 shares	16,452
	PUBLIC STORAGE	55 shares	20,601
	PUBLIC SVC ENTERPRISE GROUP	153 shares	10,210
	QUALCOMM INC	166 shares	30,356

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	QUEST DIAGNOSTICS INC	53 shares	\$ 9,170
	RAYMOND JAMES FINANCIAL INC	33 shares	3,313
	RAYTHEON TECHNOLOGIES CORP	267 shares	22,978
	REALTY INCOME CORP	66 shares	4,725
	REPLIGEN CORP	90 shares	23,836
	REPUBLIC SVCS INC	58 shares	8,088
	REYNOLDS CONSUMER PRODS INC	145 shares	4,553
	RINGCENTRAL INC	12 shares	2,248
	ROCKWELL AUTOMATION INC	28 shares	9,768
	ROKU INC	18 shares	4,108
	ROPER TECHNOLOGIES INC	38 shares	18,691
	ROSS STORES INC	44 shares	5,028
	ROYAL CARIBBEAN CRUISES LTD	38 shares	2,922
	RPM INTL INC	22 shares	2,222
	S&P GLOBAL INC	36 shares	16,989
	SABRA HEALTH CARE REIT INC	1 shares	14
	SALESFORCE INC	158 shares	40,153
	SBA COMMUNICATIONS CORP NEW	12 shares	4,668
	SCHLUMBERGER LTD	249 shares	7,458
	SEMPRA	58 shares	7,672
	SERVICE CORP INTL	60 shares	4,259
	SERVICENOW INC	27 shares	17,526
	SHERWIN WILLIAMS CO	66 shares	23,243
	SIMON PPTY GROUP INC NEW	54 shares	8,628
	SIRIUS XM HLDGS INC	601 shares	3,816
	SKYWORKS SOLUTIONS INC	19 shares	2,948
	SMITH A O	39 shares	3,348
	SMUCKER J M CO	47 shares	6,384
	SNAP ON INC	43 shares	9,261
	SNOWFLAKE INC CL A	35 shares	11,856
	SOLAREdge TECHNOLOGIES INC	8 shares	2,245
	SOUTHERN CO	241 shares	16,528
	SOUTHWEST AIRLS CO	137 shares	5,869
	SPLUNK INC	23 shares	2,662
	STANLEY BLACK & DECKER INC	24 shares	4,527
	STARBUCKS CORP	186 shares	21,756
	STATE STR CORP	57 shares	5,301
	STERIS PLC	69 shares	16,795
	SUNRUN INC	84 shares	2,881
	SVB FINL GROUP	12 shares	8,139
	SYLVAMO CORP COMMON STOCK	1 shares	28
	SYNCHRONY FINL	97 shares	4,500
	SYNOPSIS INC	19 shares	7,002
	SYSCO CORP	82 shares	6,441
	T MOBILE US INC	60 shares	6,959

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	TAKE-TWO INTERACTIVE SOFTWARE	29 shares	\$ 5,154
	TARGET CORP	88 shares	20,367
	TE CONNECTIVITY LTD	31 shares	5,002
	TELADOC HEALTH INC	41 shares	3,765
	TELEDYNE TECHNOLOGIES INC	1 shares	437
	TESLA INC	120 shares	126,814
	TEXAS INSTRS INC	156 shares	29,401
	THE TRADE DESK INC	91 shares	8,339
	TJX COS INC NEW	239 shares	18,145
	TOOTSIE ROLL INDS INC	214 shares	7,753
	TRACTOR SUPPLY CO	33 shares	7,874
	TRADEWEB MKTS INC	37 shares	3,705
	TRANE TECHNOLOGIES PLC	52 shares	10,506
	TRAVELERS COMPANIES INC	87 shares	13,609
	TRIMBLE INC	40 shares	3,488
	TRUIST FINANCIAL CORP	195 shares	11,417
	TWILIO INC	23 shares	6,057
	TWITTER INC	123 shares	5,316
	TYLER TECHNOLOGIES INC	6 shares	3,228
	UBER TECHNOLOGIES INC	202 shares	8,470
	ULTA BEAUTY INC	9 shares	3,711
	UNION PAC CORP	134 shares	33,759
	UNITED PARCEL SERVICE INC	138 shares	29,579
	UNITEDHEALTH GROUP INC	192 shares	96,411
	UNIVERSAL HLTH SVCS INC	12 shares	1,556
	US BANCORP DEL	373 shares	20,951
	USANA HEALTH SCIENCES INC	37 shares	3,744
	V F CORP	74 shares	5,418
	VAIL RESORTS INC	11 shares	3,607
	VALERO ENERGY CORP NEW	89 shares	6,685
	VEEVA SYS INC	45 shares	11,497
	VENTAS INC	62 shares	3,169
	VERISK ANALYTICS INC	22 shares	5,032
	VERITIV CORP	1 shares	123
	VERIZON COMMUNICATIONS INC	808 shares	41,984
	VIRTU FINL INC	90 shares	2,595
	VISA INC	305 shares	66,097
	VISTRA CORP	162 shares	3,689
	VMWARE INC	36 shares	4,172
	VONTIER CORPORATION COM	1 shares	31
	VORNADO RLTY TR	58 shares	2,428
	VULCAN MATLS CO	40 shares	8,303
	WABTEC CORP	4 shares	368
	WALGREENS BOOTS ALLIANCE INC	213 shares	11,110
	WALMART INC	375 shares	54,259
	WASTE MGMT INC DEL	103 shares	17,191

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	WATSCO INC	14 shares	\$ 4,380
	WAYFAIR INC	8 shares	1,520
	WD-40 CO	24 shares	5,871
	WEC ENERGY GROUP INC	128 shares	12,425
	WELLS FARGO CO NEW	567 shares	27,205
	WELLTOWER OP INC	59 shares	5,060
	WEST PHARMACEUTICAL SVSC INC	88 shares	41,273
	WESTERN ALLIANCE BANCORP	30 shares	3,230
	WESTERN DIGITAL CORP	71 shares	4,630
	WESTLAKE CORPORATION COM	30 shares	2,914
	WEYERHAEUSER CO	156 shares	6,424
	WHIRLPOOL CORP	13 shares	3,051
	WHITE MTNS INS GROUP LTD	3 shares	3,042
	WILEY JOHN & SONS INC	13 shares	745
	WILLIAMS COS INC DEL	237 shares	6,171
	WILLIAMS SONOMA INC	18 shares	3,044
	WILLIS TOWERS WATSON PUB LTD	33 shares	7,837
	WORKDAY INC	25 shares	6,830
	WYNN RESORTS LTD	20 shares	1,701
	XCEL ENERGY INC	158 shares	10,697
	XILINX INC	55 shares	11,662
	XYLEM INC	32 shares	3,837
	ZEBRA TECHNOLOGIES CORP	12 shares	7,142
	ZILLOW GROUP INC	25 shares	1,556
	ZOETIS INC	352 shares	85,899
	ZOOM VIDEO COMMUNICATIONS INC CL A	46 shares	8,460
	ZSCALER INC	14 shares	4,499
	ZYNGA INC CL A	285 shares	1,824
		Total common stock	<u>6,515,651</u>

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	American Depository Receipts		
	CANADIAN PACIFIC RAILWAY LTD	28 shares	2,014
	Collective Fund		
	METLIFE STABLE VALUE SOLUTIONS	51,763 shares	966,878
	Interest-Bearing Cash:		
	CHARLES SCHWAB	Schwab Money Market	109,869
*	Notes receivable from participants	Maturity dates through 2050 with interest rates ranging from 4.25% to 6.50%	534,836
			<u>\$ 51,946,168</u>

* Denotes a party-in-interest as defined by ERISA

Note: Column (d), cost information, has been omitted because all investments are participant directed.

Best Friends Animal Society 401(k) Savings Plan**Employer ID No: 23-7147797****Plan No: 001****Schedule H, Part IV, Line 4i****Schedule of Assets (Held at End of Year)***As of December 31, 2021*

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
Mutual Funds:			
	VANGUARD	Vanguard Target Retirement 2035	\$ 5,755,504
	VANGUARD	Vanguard Target Retirement 2040	4,519,067
	VANGUARD	Vanguard Target Retirement 2050	5,080,710
	VANGUARD	Vanguard Target Retirement 2045	5,161,942
	VANGUARD	Vanguard Target Retirement 2015	3,543,761
	VANGUARD	Vanguard Target Retirement 2030	3,256,773
	VANGUARD	Vanguard 500 Index Admiral	3,258,143
	VANGUARD	Vanguard Target Retirement 2020	1,987,134
	VANGUARD	Vanguard Target Retirement 2025	1,585,303
	VANGUARD	Vanguard Total Bond Index Admiral	1,019,890
	VANGUARD	Vanguard Total Stock Admiral	1,497,175
	VANGUARD	Vanguard Small Cap Index Admiral	1,286,754
	VANGUARD	Vanguard Developed Markets Index - Admiral	873,644
	VANGUARD	Vanguard Growth Index Admiral	841,523
	VANGUARD	Vanguard Small Cap Growth Index	615,748
	VANGUARD	Vanguard Target Retirement 2055	994,981
	VANGUARD	Vanguard Infl-Protected Secs Admiral	416,675
	VANGUARD	Vanguard International Growth - Admiral	279,595
	VANGUARD	Vanguard Mid Cap Index Admiral	471,407
	VANGUARD	Vanguard Value Index	520,692
	VANGUARD	Vanguard Target Retirement 2060	375,995
	VANGUARD	Vanguard Emerging Mkts	236,518
	VANGUARD	Vanguard REIT Admiral	187,070
	VANGUARD	Vanguard Target Retirement Income	50,916
		Total mutual funds	<u>\$ 43,816,920</u>

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
Common Stock:			
	ACCENTURE PLC IRELAND	114 shares	\$ 47,259
	ACTIVISION BLIZZARD INC	137 shares	9,115
	ADOBE INC	81 shares	45,932
	ADVANCED MICRO DEVICES INC	188 shares	27,053
	AFLAC INC	168 shares	9,810
	AGNC INVT CORP	170 shares	2,557
	AIR PRODS & CHEMS INC	54 shares	16,430
	AKAMAI TECHNOLOGIES INC	14 shares	1,639
	ALEXANDRIA REAL ESTATE EQ INC	18 shares	4,013
	ALIGN TECHNOLOGY INC	19 shares	12,486
	ALLSCRIPTS HEALTHCARE SOLUTNS	294 shares	5,424
	ALLSTATE CORP	84 shares	9,883
	ALPHABET INC	45 shares	130,212
	ALPHABET INC	45 shares	130,367
	AMAZON COM INC	64 shares	213,398
	AMCOR PLC	280 shares	3,363
	AMEDISYS INC	9 shares	1,457
	AMEREN CORP	45 shares	4,005
	AMERICAN AIRLS GROUP INC	83 shares	1,491
	AMERICAN EXPRESS CO	139 shares	22,740
	AMERICAN INTL GROUP INC	112 shares	6,368
	AMERICAN TOWER CORP NEW	72 shares	21,060
	AMERICAN WELL CORP CL A	164 shares	991
	AMERICAN WTR WKS CO INC NEW	19 shares	3,588
	AMERIPRISE FINL INC	26 shares	7,843
	AMERISOURCEBERGEN CORP	96 shares	12,757
	AMETEK INC NEW	54 shares	7,940
	AMPHENOL CORP NEW	134 shares	11,720
	ANALOG DEVICES INC	98 shares	17,225
	ANNALY CAP MGMT INC	314 shares	2,455
	ANSYS INC	7 shares	2,808
	AON PLC CL A	52 shares	15,629
	APA CORPORATION COM	90 shares	2,420
	APPLE INC	2311 shares	410,364
	APPLIED MATLS INC	159 shares	25,020
	APTARGROUP INC	35 shares	4,287
	APTIV PLC	28 shares	4,619
	ARCH CAP GROUP LTD	64 shares	2,845
	ARISTA NETWORKS INC	36 shares	5,175
	ASPEN TECHNOLOGY INC	21 shares	3,196
	AT&T INC	1544 shares	37,982
	AUTODESK INC	16 shares	4,499
	AUTOMATIC DATA PROCESSING INC	102 shares	25,151
	AUTOZONE INC	2 shares	4,193
	AVALARA INC	14 shares	1,808
	AVALONBAY CMNTYS INC	28 shares	7,073

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	AVANOS MED INC	59 shares	\$ 2,046
	AVERY DENNISON CORP	46 shares	9,962
	AZENTA INC COM	30 shares	3,093
	BAKER HUGHES COMPANY CL A	157 shares	3,777
	BALL CORP	83 shares	7,990
	BANK AMER CORP	1389 shares	61,797
	BANK HAWAII CORP	33 shares	2,764
	BANK NEW YORK MELLON CORP	184 shares	10,687
	BERRY GLOBAL GROUP INC	46 shares	3,394
	BEST BUY INC	79 shares	8,026
	BEYOND MEAT INC	16 shares	1,043
	BILL COM HOLDINGS INC	17 shares	4,236
	BLOCK H & R INC	124 shares	2,921
	BLOCK INC	48 shares	7,752
	BOEING CO	90 shares	18,119
	BOOKING HLDGS INC	7 shares	16,795
	BORGWARNER INC	43 shares	1,938
	BOSTON BEER INC	3 shares	1,515
	BOSTON PROPERTIES INC	21 shares	2,419
	BRIGHT HORIZONS FAM SOL IN DEL	15 shares	1,888
	BROADCOM INC	63 shares	41,921
	BROWN FORMAN CORP	98 shares	7,140
	BRUKER CORP	401 shares	33,648
	BURLINGTON STORES INC	9 shares	2,624
	C H ROBINSON WORLDWIDE INC	39 shares	4,198
	CADENCE DESIGN SYSTEM INC	25 shares	4,659
	CAESARS ENTERTAINMENT INC	18 shares	1,684
	CAMPBELL SOUP CO	135 shares	5,867
	CAPITAL ONE FINL CORP	86 shares	12,478
	CARNIVAL CORP	132 shares	2,656
	CARRIER GLOBAL CORPORATION COM	138 shares	7,485
	CARVANA CO	9 shares	2,086
	CATALENT INC	188 shares	24,070
	CATERPILLAR INC DEL	104 shares	21,501
	CBOE GLOBAL MARKETS INC	32 shares	4,173
	CBRE GROUP INC	33 shares	3,581
	CELANESE CORP DEL	61 shares	10,252
	CENTENE CORP DEL	69 shares	5,686
	CERNER CORP	324 shares	30,090
	CF INDS HLDGS INC	83 shares	5,875
	CHARTER COMMUNICATIONS INC NEW	27 shares	17,603
	CHENIERE ENERGY INC	32 shares	3,245
	CHEVRON CORP NEW	350 shares	41,073
	CHIPOTLE MEXICAN GRILL INC	5 shares	8,741
	CHUBB LIMITED	109 shares	21,071

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	CIGNA CORP NEW	73 shares	\$ 16,763
	CINCINNATI FINL CORP	49 shares	5,583
	CINEMARK HOLDINGS INC	30 shares	484
	CINTAS CORP	5 shares	2,216
	CISCO SYS INC	918 shares	58,174
	CITIGROUP INC	350 shares	21,137
	CITRIX SYS INC	9 shares	851
	CLEVELAND CLIFFS INC	129 shares	2,808
	CME GROUP INC	86 shares	19,648
	CNA FINL CORP	62 shares	2,733
	COGNEX CORP	31 shares	2,411
	COGNIZANT TECHNOLOGY SOLUTIONS	73 shares	6,477
	COLFAX CORP	64 shares	2,942
	COMCAST CORP NEW	822 shares	41,371
	COMMERCE BANCSHARES INC	40 shares	2,750
	CONAGRA BRANDS INC	146 shares	4,986
	CONOCOPHILLIPS	276 shares	19,922
	CONSOLIDATED EDISON INC	111 shares	9,471
	CONSTELLATION BRANDS INC	53 shares	13,301
	COSTAR GROUP INC	50 shares	3,952
	COTERRA ENERGY INC	141 shares	2,679
	COUPA SOFTWARE INC	8 shares	1,264
	CROWDSTRIKE HOLDINGS INC CL A	39 shares	7,985
	CROWN CASTLE INC	81 shares	16,908
	CSX CORP	426 shares	16,018
	CUMMINS INC	57 shares	12,434
	CVS HEALTH CORP	280 shares	28,885
	D R HORTON INC	44 shares	4,772
	DARDEN RESTAURANTS INC	21 shares	3,163
	DATADOG INC CL A COM	28 shares	4,987
	DEERE & CO	47 shares	16,116
	DELL TECHNOLOGIES INC	34 shares	1,910
	DELTA AIR LINES INC DEL	157 shares	6,136
	DEVON ENERGY CORP NEW	83 shares	3,656
	DIAMONDBACK ENERGY INC	47 shares	5,069
	DIGITAL RLTY TR INC	57 shares	10,082
	DISCOVER FINL SVCS	59 shares	6,818
	DISCOVERY INC	102 shares	2,336
	DISH NETWORK CORP	27 shares	876
	DOCUSIGN INC	27 shares	4,112
	DOLLAR GEN CORP NEW	65 shares	15,329
	DOLLAR TREE INC	44 shares	6,183
	DOMINION ENERGY INC	195 shares	15,319
	DOVER CORP	36 shares	6,538
	DUKE ENERGY CORP NEW	245 shares	25,701
	DUKE RLTY LTD PARTNERSHIP	172 shares	11,290

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	DXC TECHNOLOGY CO	1 shares	\$ 32
	EAST WEST BANCORP INC	41 shares	3,226
	EATON CORP PLC	111 shares	19,183
	EBAY INC	157 shares	10,441
	ELANCO ANIMAL HEALTH INC	439 shares	12,459
	ELASTIC NV	16 shares	1,969
	ELECTRONIC ARTS INC	73 shares	9,629
	ELEMENT SOLUTIONS INC	146 shares	3,545
	ELEVANCE HEALTH INC	32 shares	14,833
	EMERSON ELEC CO	184 shares	17,106
	ENCOMPASS HEALTH CORP	18 shares	1,175
	ENERGIZER HLDGS INC NEW	71 shares	2,847
	ENPHASE ENERGY INC	14 shares	2,561
	EOG RES INC	127 shares	11,281
	EQT CORP	88 shares	1,919
	EQUIFAX INC	19 shares	5,563
	EQUINIX INC	22 shares	18,608
	EQUITABLE HOLDINGS INC	238 shares	7,804
	EQUITRANS MIDSTREAM CORPORATIO	70 shares	724
	EQUITY RESIDENTIAL	112 shares	10,136
	ERIE INDTY CO	15 shares	2,890
	ESSEX PPTY TR INC	2 shares	704
	ETSY INC	17 shares	3,722
	EVEREST RE GROUP LTD	6 shares	1,644
	EVERSOURCE ENERGY	72 shares	6,551
	EXELON CORP	60 shares	3,466
	EXPEDIA GROUP INC	34 shares	6,144
	EXPEDITORS INTL WASH INC	38 shares	5,103
	EXTRA SPACE STORAGE INC	42 shares	9,523
	FACTSET RESH SYS INC	9 shares	4,374
	FASTENAL CO	71 shares	4,548
	FEDEX CORP	38 shares	9,828
	FIDELITY NATIONAL FINANCIAL IN	23 shares	1,200
	FIDELITY NATL INFORMATION SVCS	104 shares	11,352
	FIRST REP BK SAN FRANCISCO CAL	16 shares	3,304
	FIRST SOLAR INC	38 shares	3,312
	FISERV INC	76 shares	7,888
	FLEETCOR TECHNOLOGIES INC	10 shares	2,238
	FLOWSERVE CORP	51 shares	1,561
	FORD MTR CO DEL	645 shares	13,397
	FORTINET INC	26 shares	9,344
	FORTIVE CORP	77 shares	5,874
	FORTUNE BRANDS HOME & SEC INC	5 shares	535
	FOX CORP CL A COM	62 shares	2,288
	FOX CORP CL B COM	71.9999 shares	2,467
	FRANKLIN RES INC	117 shares	3,918

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	FREEMPORT-MCMORAN INC	231 shares	\$ 9,640
	GALLAGHER ARTHUR J & CO	50 shares	8,484
	GARMIN LTD	42 shares	5,719
	GENERAC HLDGS INC	11 shares	3,871
	GENERAL DYNAMICS CORP	85 shares	17,720
	GENERAL MLS INC	338 shares	22,774
	GENERAL MTRS CO	236 shares	13,837
	GENTEX CORP	90 shares	3,137
	GENUINE PARTS CO	32 shares	4,486
	GLOBAL PMTS INC	33 shares	4,461
	GOLDMAN SACHS GROUP INC	60 shares	22,953
	GRAINGER W W INC	7 shares	3,628
	HANESBRANDS INC	153 shares	2,558
	HARTFORD FINL SVCS GROUP INC	103 shares	7,111
	HASBRO INC	36 shares	3,664
	HCA HEALTHCARE INC	52 shares	13,360
	HEALTHPEAK PROPERTIES INC	158 shares	5,702
	HENRY JACK & ASSOC INC	16 shares	2,672
	HERSHEY CO	31 shares	5,998
	HESS CORP	23 shares	1,703
	HEWLETT PACKARD ENTERPRISE CO	198 shares	3,122
	HOME DEPOT INC	165 shares	68,477
	HOST HOTELS & RESORTS INC	116 shares	2,017
	HP INC	284 shares	10,698
	HUBSPOT INC	5 shares	3,296
	HUMANA INC	14 shares	6,494
	HUNT J B TRANS SVCS INC	18 shares	3,679
	HUNTINGTON BANCSHARES INC	204 shares	3,146
	HUNTINGTON INGALLS INDS INC	7 shares	1,307
	IDEX CORP	30 shares	7,090
	IDEXX LABS INC	44 shares	28,972
	IHS MARKIT LTD	63 shares	8,374
	ILLINOIS TOOL WKS INC	87 shares	21,472
	ILLUMINA INC	75 shares	28,533
	INGERSOLL RAND INC	93 shares	5,754
	INGREDION INC	4 shares	387
	INSULET CORP	28 shares	7,450
	INTEL CORP	668 shares	34,402
	INTERCONTINENTAL EXCHANGE INC	140 shares	19,148
	INTERNATIONAL BUSINESS MACHS	179 shares	23,925
	INTERPUBLIC GROUP COS INC	94 shares	3,520

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	INTL PAPER CO	213 shares	\$ 10,007
	INTUIT	40 shares	25,729
	JOHNSON CTLS INTL PLC	262 shares	21,303
	JPMORGAN CHASE & CO	576 shares	91,210
	JUNIPER NETWORKS INC	59 shares	2,107
	KELLOGG CO	163 shares	10,500
	KEURIG DR PEPPER INC	243 shares	8,957
	KEYSIGHT TECHNOLOGIES INC	25 shares	5,163
	KILROY RLTY CORP	40 shares	2,658
	KINDER MORGAN INC DEL	461 shares	7,311
	KLA CORPORATION COM NEW	15 shares	6,452
	KOHL'S CORP	34 shares	1,679
	KROGER CO	156 shares	7,061
	KYNDRYL HOLDINGS INC COMMON STOCK	35 shares	634
	L3HARRIS TECHNOLOGIES INC COM	58 shares	12,368
	LAM RESEARCH CORP	24 shares	17,260
	LAMB WESTON HLDGS INC	22 shares	1,394
	LAS VEGAS SANDS CORP	154 shares	5,797
	LIBERTY BROADBAND CORP	67 shares	10,780
	LIBERTY GLOBAL PLC	22 shares	610
	LIBERTY GLOBAL PLC	168 shares	4,719
	LIBERTY LATIN AMERICA LTD	28 shares	319
	LIBERTY MEDIA CORP DELAWARE	71 shares	4,213
	LIBERTY MEDIA CORP DELAWARE	15 shares	763
	LINDE PLC	57 shares	19,747
	LIVE NATION ENTERTAINMENT INC	46 shares	5,506
	LOCKHEED MARTIN CORP	75 shares	26,656
	LOWES COS INC	130 shares	33,602
	LULULEMON ATHLETICA INC	33 shares	12,918
	LUMEN TECHNOLOGIES INC	200 shares	2,510
	LYFT INC	50 shares	2,137
	LYONDELLBASELL INDUSTRIES N V	91 shares	8,393
	M & T BK CORP	27 shares	4,147
	MADISON SQUARE GRDN SPRT CORP CL A	16 shares	2,780
	MARATHON PETE CORP	108 shares	6,911
	MARKEL CORP	2 shares	2,468
	MARKETAXESS HLDGS INC	7 shares	2,879
	MARRIOTT INTL INC NEW	80 shares	13,219
	MARRIOTT VACATIONS WRDLWDE CP	1 shares	169
	MARSH & MCLENNAN COS INC	116 shares	20,163
	MARTIN MARIETTA MATLS INC	13 shares	5,727
	MARVELL TECHNOLOGY GROUP LTD	156 shares	13,648
	MASCO CORP	44 shares	3,090

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	MASIMO CORP	45 shares	\$ 13,175
	MASTERCARD INCORPORATED	135 shares	48,508
	MATCH GROUP INC COM	22 shares	2,910
	MATTEL INC	147 shares	3,169
	MCCORMICK & CO INC	90 shares	8,695
	MCDONALDS CORP	142 shares	38,066
	MCKESSON CORP	50 shares	12,429
	META PLATFORMS INC	361 shares	121,422
	METLIFE INC	227 shares	14,185
	METTLER TOLEDO INTERNATIONAL	32 shares	54,311
	MICROCHIP TECHNOLOGY INC	16 shares	1,393
	MICRON TECHNOLOGY INC	178 shares	16,581
	MICROSOFT CORP	1132 shares	380,714
	MIDDLEBY CORP	4 shares	787
	MOHAWK INDS INC	14 shares	2,551
	MOLSON COORS BEVERAGE COMPANY CL B	61 shares	2,827
	MONDELEZ INTL INC	423 shares	28,049
	MONGODB INC CL A	15 shares	7,940
	MONSTER BEVERAGE CORP NEW	188 shares	18,056
	MOODYS CORP	29 shares	11,327
	MORGAN STANLEY	190 shares	18,650
	MOTOROLA SOLUTIONS INC	21 shares	5,706
	MSCI INC	15 shares	9,190
	NASDAQ INC	37 shares	7,770
	NATERA INC	136 shares	12,701
	NEOGEN CORP	138 shares	6,267
	NETAPP INC	38 shares	3,496
	NETFLIX INC	74 shares	44,581
	NEW YORK TIMES CO	65 shares	3,140
	NEWMARKET CORP	17 shares	5,826
	NEWMONT CORPORATION COM	189 shares	11,722
	NEWS CORP NEW	54 shares	1,215
	NEWS CORP NEW	24 shares	535
	NEXTERA ENERGY INC	407 shares	37,998
	NORFOLK SOUTHERN CORP	53 shares	15,779
	NORTHERN TR CORP	56 shares	6,698
	NORTHROP GRUMMAN CORP	30 shares	11,612
	NORTONLIFELOCK INC	102 shares	2,650
	NORWEGIAN CRUISE LINE HLDG LTD	100 shares	2,074
	NOW INC	1 shares	9
	NRG ENERGY INC	79 shares	3,403
	NUANCE COMMUNICATIONS INC	93 shares	5,145
	NUCOR CORP	130 shares	14,840
	NVIDIA CORP	348 shares	102,350

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	NXP SEMICONDUCTORS NV	45 shares	\$ 10,250
	O REILLY AUTOMOTIVE INC NEW	8 shares	5,650
	OCCIDENTAL PETE CORP DEL	142 shares	4,117
	OKTA INC	16 shares	3,587
	OLD DOMINION FGHT LINES INC	13 shares	4,659
	OLLIES BARGAIN OUTLT HLDGS INC	33 shares	1,689
	OMNICOM GROUP INC	114 shares	8,353
	ONEOK INC NEW	90 shares	5,288
	ORACLE CORP	315 shares	27,471
	ORGANON & CO	345 shares	10,505
	ORION OFFICE REIT INC	6 shares	112
	OSHKOSH CORP	8 shares	902
	OTIS WORLDWIDE CORP	108 shares	9,404
	PACCAR INC	73 shares	6,443
	PACKAGING CORP AMER	39 shares	5,310
	PALANTIR TECHNOLOGIES INC CL A	394 shares	7,175
	PALO ALTO NETWORKS INC	18 shares	10,022
	PARAMOUNT GLOBAL CLASS B COM	137 shares	4,135
	PARKER HANNIFIN CORP	16 shares	5,090
	PATTERSON COMPANIES INC	83 shares	2,436
	PAYCHEX INC	88 shares	12,012
	PAYPAL HLDGS INC	190 shares	35,830
	PELOTON INTERACTIVE INC CL A COM	122 shares	4,363
	PENTAIR PLC	61 shares	4,455
	PEPSICO INC	448 shares	77,822
	PG&E CORP	203 shares	2,464
	PHILLIPS 66	150 shares	10,869
	PINTEREST INC CL A	65 shares	2,363
	PIONEER NAT RES CO	36 shares	6,548
	PNC FINL SVCS GROUP INC	74 shares	14,838
	POOL CORPORATION	7 shares	3,962
	PPL CORP	151 shares	4,539
	PREMIER INC	90 shares	3,705
	PRESTIGE CONSMR HEALTHCARE INC	349 shares	21,167
	PRICE T ROWE GROUP INC	56 shares	11,012
	PRINCIPAL FINL GROUP INC	38 shares	2,749
	PROGRESSIVE CORP OHIO	176 shares	18,066
	PROLOGIS INC	161 shares	27,106
	PRUDENTIAL FINL INC	152 shares	16,452
	PUBLIC STORAGE	55 shares	20,601
	PUBLIC SVC ENTERPRISE GROUP	153 shares	10,210
	QUALCOMM INC	166 shares	30,356

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	QUEST DIAGNOSTICS INC	53 shares	\$ 9,170
	RAYMOND JAMES FINANCIAL INC	33 shares	3,313
	RAYTHEON TECHNOLOGIES CORP	267 shares	22,978
	REALTY INCOME CORP	66 shares	4,725
	REPLIGEN CORP	90 shares	23,836
	REPUBLIC SVCS INC	58 shares	8,088
	REYNOLDS CONSUMER PRODS INC	145 shares	4,553
	RINGCENTRAL INC	12 shares	2,248
	ROCKWELL AUTOMATION INC	28 shares	9,768
	ROKU INC	18 shares	4,108
	ROPER TECHNOLOGIES INC	38 shares	18,691
	ROSS STORES INC	44 shares	5,028
	ROYAL CARIBBEAN CRUISES LTD	38 shares	2,922
	RPM INTL INC	22 shares	2,222
	S&P GLOBAL INC	36 shares	16,989
	SABRA HEALTH CARE REIT INC	1 shares	14
	SALESFORCE INC	158 shares	40,153
	SBA COMMUNICATIONS CORP NEW	12 shares	4,668
	SCHLUMBERGER LTD	249 shares	7,458
	SEMPRA	58 shares	7,672
	SERVICE CORP INTL	60 shares	4,259
	SERVICENOW INC	27 shares	17,526
	SHERWIN WILLIAMS CO	66 shares	23,243
	SIMON PPTY GROUP INC NEW	54 shares	8,628
	SIRIUS XM HLDGS INC	601 shares	3,816
	SKYWORKS SOLUTIONS INC	19 shares	2,948
	SMITH A O	39 shares	3,348
	SMUCKER J M CO	47 shares	6,384
	SNAP ON INC	43 shares	9,261
	SNOWFLAKE INC CL A	35 shares	11,856
	SOLAREDGE TECHNOLOGIES INC	8 shares	2,245
	SOUTHERN CO	241 shares	16,528
	SOUTHWEST AIRLS CO	137 shares	5,869
	SPLUNK INC	23 shares	2,662
	STANLEY BLACK & DECKER INC	24 shares	4,527
	STARBUCKS CORP	186 shares	21,756
	STATE STR CORP	57 shares	5,301
	STERIS PLC	69 shares	16,795
	SUNRUN INC	84 shares	2,881
	SVB FINL GROUP	12 shares	8,139
	SYLVAMO CORP COMMON STOCK	1 shares	28
	SYNCHRONY FINL	97 shares	4,500
	SYNOPSYS INC	19 shares	7,002
	SYSCO CORP	82 shares	6,441
	T MOBILE US INC	60 shares	6,959

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	TAKE-TWO INTERACTIVE SOFTWARE	29 shares	\$ 5,154
	TARGET CORP	88 shares	20,367
	TE CONNECTIVITY LTD	31 shares	5,002
	TELADOC HEALTH INC	41 shares	3,765
	TELEDYNE TECHNOLOGIES INC	1 shares	437
	TESLA INC	120 shares	126,814
	TEXAS INSTRS INC	156 shares	29,401
	THE TRADE DESK INC	91 shares	8,339
	TJX COS INC NEW	239 shares	18,145
	TOOTSIE ROLL INDS INC	214 shares	7,753
	TRACTOR SUPPLY CO	33 shares	7,874
	TRADEWEB MKTS INC	37 shares	3,705
	TRANE TECHNOLOGIES PLC	52 shares	10,506
	TRAVELERS COMPANIES INC	87 shares	13,609
	TRIMBLE INC	40 shares	3,488
	TRUIST FINANCIAL CORP	195 shares	11,417
	TWILIO INC	23 shares	6,057
	TWITTER INC	123 shares	5,316
	TYLER TECHNOLOGIES INC	6 shares	3,228
	UBER TECHNOLOGIES INC	202 shares	8,470
	ULTA BEAUTY INC	9 shares	3,711
	UNION PAC CORP	134 shares	33,759
	UNITED PARCEL SERVICE INC	138 shares	29,579
	UNITEDHEALTH GROUP INC	192 shares	96,411
	UNIVERSAL HLTH SVCS INC	12 shares	1,556
	US BANCORP DEL	373 shares	20,951
	USANA HEALTH SCIENCES INC	37 shares	3,744
	V F CORP	74 shares	5,418
	VAIL RESORTS INC	11 shares	3,607
	VALERO ENERGY CORP NEW	89 shares	6,685
	VEEVA SYS INC	45 shares	11,497
	VENTAS INC	62 shares	3,169
	VERISK ANALYTICS INC	22 shares	5,032
	VERITIV CORP	1 shares	123
	VERIZON COMMUNICATIONS INC	808 shares	41,984
	VIRTU FINL INC	90 shares	2,595
	VISA INC	305 shares	66,097
	VISTRA CORP	162 shares	3,689
	VMWARE INC	36 shares	4,172
	VONTIER CORPORATION COM	1 shares	31
	VORNADO RLTY TR	58 shares	2,428
	VULCAN MATLS CO	40 shares	8,303
	WABTEC CORP	4 shares	368
	WALGREENS BOOTS ALLIANCE INC	213 shares	11,110
	WALMART INC	375 shares	54,259
	WASTE MGMT INC DEL	103 shares	17,191

Schedule of Assets (Held at End of Year) – Continued

As of December 31, 2021

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	WATSCO INC	14 shares	\$ 4,380
	WAYFAIR INC	8 shares	1,520
	WD-40 CO	24 shares	5,871
	WEC ENERGY GROUP INC	128 shares	12,425
	WELLS FARGO CO NEW	567 shares	27,205
	WELLTOWER OP INC	59 shares	5,060
	WEST PHARMACEUTICAL SVSC INC	88 shares	41,273
	WESTERN ALLIANCE BANCORP	30 shares	3,230
	WESTERN DIGITAL CORP	71 shares	4,630
	WESTLAKE CORPORATION COM	30 shares	2,914
	WEYERHAEUSER CO	156 shares	6,424
	WHIRLPOOL CORP	13 shares	3,051
	WHITE MTNS INS GROUP LTD	3 shares	3,042
	WILEY JOHN & SONS INC	13 shares	745
	WILLIAMS COS INC DEL	237 shares	6,171
	WILLIAMS SONOMA INC	18 shares	3,044
	WILLIS TOWERS WATSON PUB LTD	33 shares	7,837
	WORKDAY INC	25 shares	6,830
	WYNN RESORTS LTD	20 shares	1,701
	XCEL ENERGY INC	158 shares	10,697
	XILINX INC	55 shares	11,662
	XYLEM INC	32 shares	3,837
	ZEBRA TECHNOLOGIES CORP	12 shares	7,142
	ZILLOW GROUP INC	25 shares	1,556
	ZOETIS INC	352 shares	85,899
	ZOOM VIDEO COMMUNICATIONS INC CL A	46 shares	8,460
	ZSCALER INC	14 shares	4,499
	ZYNGA INC CL A	285 shares	1,824
		Total common stock	<u>6,515,651</u>

Schedule of Assets (Held at End of Year) – Continued*As of December 31, 2021*

(a)	(b) Identity of issue	(c) Description of investment	(e) Current Value
	American Depository Receipts		
	CANADIAN PACIFIC RAILWAY LTD	28 shares	2,014
	Collective Fund		
	METLIFE STABLE VALUE SOLUTIONS	51,763 shares	966,878
	Interest-Bearing Cash:		
	CHARLES SCHWAB	Schwab Money Market	109,869
*	Notes receivable from participants	Maturity dates through 2050 with interest rates ranging from 4.25% to 6.50%	534,836
			<u>\$ 51,946,168</u>

* Denotes a party-in-interest as defined by ERISA

Note: Column (d), cost information, has been omitted because all investments are participant directed.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2021****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☐ the final return/report
☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here. ☐
- D** Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
☐ special extension (enter description) _____
- E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ☐

Part II Basic Plan Information—enter all requested information

1a Name of plan BEST FRIENDS ANIMAL SOCIETY 401(K) SAVINGS PLAN	1b Three-digit plan number (PN) ▶ <u>001</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON ROAD KANAB UT 84741	1c Effective date of plan 01/01/2002
	2b Employer Identification Number (EIN) 23-7147797
	2c Plan Sponsor's telephone number (435) 644-2001
	2d Business code (see instructions) 812910

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<i>Mary McDonnell</i>	<i>10-13-22</i>	MARY MCDONELL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624