

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>BRIGHTSPHERE INC. PROFIT SHARING & 401(K) 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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1989</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>BRIGHTSPHERE INC.</u> <u>TRACY ABER</u> <u>200 CLARENDON STREET, 53RD FLOOR</u> <u>BOSTON, MA 02116</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>04-2714625</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>617-369-7300</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-2714625</u>	2c Plan Sponsor's telephone number <u>617-369-7300</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>04-2714625</u>					
2c Plan Sponsor's telephone number <u>617-369-7300</u>					
2d Business code (see instructions) <u>551112</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.	05/03/2023	TRACY ABER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/03/2023	TRACY ABER
	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 ADMINISTRATIVE COMMITTEE 200 CLARENDON STREET, 53RD FLOOR BOSTON, MA 02116		3b Administrator's EIN 04-2714625																				
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		3c Administrator's telephone number 617-369-7300																				
5 Total number of participants at the beginning of the plan year		4b EIN 4d PN																				
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).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"></td> <td style="width: 90%;"></td> </tr> <tr> <td>6a(1)</td> <td>569</td> </tr> <tr> <td>6a(2)</td> <td>409</td> </tr> <tr> <td>6b</td> <td>2</td> </tr> <tr> <td>6c</td> <td>616</td> </tr> <tr> <td>6d</td> <td>1027</td> </tr> <tr> <td>6e</td> <td>0</td> </tr> <tr> <td>6f</td> <td>1027</td> </tr> <tr> <td>6g</td> <td>972</td> </tr> <tr> <td>6h</td> <td>2</td> </tr> </table>			6a(1)	569	6a(2)	409	6b	2	6c	616	6d	1027	6e	0	6f	1027	6g	972	6h	2
6a(1)	569																					
6a(2)	409																					
6b	2																					
6c	616																					
6d	1027																					
6e	0																					
6f	1027																					
6g	972																					
6h	2																					
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																			
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 2R 3H																						
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 BRIGHTSPHERE INC. PROFIT SHARING & 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRIGHTSPHERE INC.	D Employer Identification Number (EIN) 04-2714625	

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
CHARLES SCHWAB & CO. INC. AND AFFIL
94-1737782

(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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(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?
15 26 50 64	NONE	86955	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GARDE CAPITAL INC.

27-0321092

(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?
26 50	NONE	26432	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO. INC.

94-1737782

(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?
33 50 59 62 71	NONE	1884	Yes ☒ No ☐	Yes ☒ No ☐	0	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
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0

(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.
SEE ATTACHMENT 54-1968332	SEE ATTACHMENT

(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
(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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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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 <u>BRIGHTSPHERE INC. PROFIT SHARING & 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BRIGHTSPHERE INC.</u>	D Employer Identification Number (EIN) <u>04-2714625</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2010</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>761</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2020</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6729730</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2030</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10811834</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2040</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14293345</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2050</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5204226</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANGED RET 2060</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>893989</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANGED RET TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>563237</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: **WELLS FARGO STABLE VALUE FUND C****b** Name of sponsor of entity listed in (a): **WELLS FARGO BANK N.A.****c** EIN-PN **52-2250946-001****d** Entity
code **C****e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**0****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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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 BRIGHTSPHERE INC. PROFIT SHARING & 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BRIGHTSPHERE INC.	D Employer Identification Number (EIN) 04-2714625	

Part I Asset and Liability Statement			
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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6453884	6673689
(2) Participant contributions.....	1b(2)	813	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	10756629	4526671
(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)		
(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)	1646902	1485536
(9) Value of interest in common/collective trusts.....	1c(9)	95707624	92325526
(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)	142773798	151736212
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	33827708	15765981

		(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	291167358 272513615
Liabilities			
g	Benefit claims payable	1g	62207 96161
h	Operating payables	1h	
i	Acquisition indebtedness.....	1i	
j	Other liabilities.....	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	62207 96161
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	291105151 272417454

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)	8086696
	(B) Participants	2a(1)(B)	6050661
	(C) Others (including rollovers).....	2a(1)(C)	3264163
(2)	Noncash contributions.....	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	17401520
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	54455
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	57892
	(E) Participant loans.....	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	112347
(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)	16531141
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	16531141
(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)		
(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)		18071428
c Other income.....	2c		4339002
d Total income. Add all income amounts in column (b) and enter total.....	2d		56455438
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	75008658	
(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)		75008658
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	134477	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		134477
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		75143135
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		-18687697
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: **KPMG LLC**

(2) EIN: **13-5565207**

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		10000000
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?			
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?			
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.)			
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?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
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 <u>BRIGHTSPHERE INC. PROFIT SHARING & 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRIGHTSPHERE INC.</u>	D Employer Identification Number (EIN) <u>04-2714625</u>

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	<u>0</u>
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): _____ 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
-----------------	-------------------

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 _____

BrightSphere Inc.
PROFIT SHARING AND 401(k) PLAN

Financial Statements and Supplemental Schedule

December 31, 2021 and 2020

(With Independent Auditors' Report Thereon)

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN
Financial Statements and Supplemental Schedule

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Schedule H, Line 4(i) – Schedule of Assets (Held at end of Year) as of December 31, 2021	14–16
* Other schedules required by Section 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.	



KPMG LLP
Two Financial Center
60 South Street
Boston, MA 02111

Independent Auditors' Report

The Administrative Committee and Plan Participants
BrightSphere Inc. Profit Sharing & 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements

We have performed an audit of the financial statements of BrightSphere Inc. Profit Sharing & 401(k) 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 statement 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 (2021 financial statements).

Management, having determined it is permissible in the circumstances, has elected to have the audit of the Plan's 2021 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 8 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2021 Financial Statements section:

- The amounts and disclosures in the accompanying 2021 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with U.S. generally accepted accounting principles.
- The information in the accompanying 2021 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 on the 2021 Financial Statements

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 2021 Financial Statements section of our report. We are required to be independent of the 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 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles, 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 that 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 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the 2021 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 2021 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 U.S. generally accepted accounting principles.

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 U.S. generally accepted accounting principles.



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 Matters

2021 Supplemental Schedule Required by ERISA

The supplemental schedule of Schedule H, Line 4i - 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 the 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).

Auditors' Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated October 14, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information was presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

KPMG LLP

Boston, Massachusetts
October 14, 2022

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Assets:		
Investments, at fair value (note 3)	\$ 264,354,390	\$ 283,065,759
Receivables:		
Notes receivable from participants (notes 4 and 6)	1,485,536	1,646,902
Employee contributions	-	813
Employer contributions	<u>6,673,689</u>	<u>6,453,884</u>
Total receivables	<u>8,159,225</u>	<u>8,101,599</u>
Total assets	<u>272,513,615</u>	<u>291,167,358</u>
Liabilities:		
Excess contributions payable	<u>96,161</u>	<u>62,207</u>
Total liabilities	<u>96,161</u>	<u>62,207</u>
Net assets available for benefits	<u>\$ 272,417,454</u>	<u>\$ 291,105,151</u>

See accompanying notes to financial statements.

**BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN**

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments (note 3)	\$ 18,071,428
Interest income	54,455
Dividend income	16,531,141
Aggregate investment gain from participant self-directed brokerage accounts	4,339,002
Interest income on notes receivable from participants	57,892
Total investment income	<u>39,053,918</u>

Contributions:

Employer	8,086,696
Participants	6,050,661
Rollovers	3,210,840
Other	53,323
Total contributions	<u>17,401,520</u>
Total additions	<u>56,455,438</u>

Deductions

Benefits paid to participants	75,008,658
Administrative expenses	134,477
Total deductions	<u>75,143,135</u>
Net decrease in net assets available for benefits	(18,687,697)

Net assets available for benefits:

Beginning of year	291,105,151
End of year	<u>\$ 272,417,454</u>

See accompanying notes to financial statements.

**BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN**

Notes to Financial Statements

December 31, 2021 and 2020

(1) Description of the Plan

The following description of the BrightSphere Inc. Profit Sharing and 401(k) Plan (the Plan) provides only general information. Participants of the Plan should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution retirement and savings plan covering employees of BrightSphere Investment Group (BSIG) and certain of its majority owned subsidiaries ("Affiliate" or collectively "Affiliates") who elect to participate in the Plan. Employees are eligible to participate in the Plan upon full-time employment. The Plan is subject to the provisions of the Internal Revenue Code of 1986 (the Code) and Employee Retirement Income Security Act of 1974 ("ERISA"), both as amended. The Plan is administered by the Administrative Committee of the Plan.

(b) Employer Contributions

The total amount of any employer profit sharing contribution ("Employer Contribution") is determined annually by BSIG and each Affiliate (the Company) and is subject to certain limitations on the amount that can be contributed on behalf of any single participant. During the year ended December 31, 2021, the Company made a \$8,086,696 profit sharing contribution to the Plan. Contributions are subject to certain IRS limitations. Forfeitures resulting from the application of vesting provisions, as defined, are used to offset future Employer Contributions. Participants may voluntarily make contributions ("Employee Contributions") subject to certain limitations.

(c) Employee Contributions

BSIG and certain Affiliates participating in the Plan have elected to cover their employees under automatic enrollment provisions specific to each Affiliate. Unless an employee elects otherwise, an automatic enrollment contribution rate of 3-6% is utilized during the first year a participant is subject to automatic enrollment. The automatic enrollment rate increases by 1% each year until a rate of 5-10% is reached, depending on the employee's election. Employees subject to automatic enrollment may change their contribution rate or elect out of automatic enrollment in accordance with Plan provisions. Automatic contributions are invested in default fund(s) selected by the Investment Committee. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions.

All employees, upon commencement of employment, are provided the option of making a rollover contribution into the Plan from another qualified plan, a 403(b) plan, a governmental 457(b) plan, or a conduit IRA in accordance with the Code.

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(d) Participant Accounts

Each participant's account is credited with the participant's pro rata share of the Employer's Contribution. Each participant's account is credited directly for Employee Contributions. Investment earnings on pooled accounts are allocated pro rata to the participants' accounts based on the participants' account balances. Investment earnings on segregated participant accounts are credited directly to the participants' accounts. Each participant is responsible for determining how each participant's account is credited with the participant's contributions and Company's profit sharing contribution and Plan earnings. 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. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant is responsible for determining how his or her individual account balance is invested.

(e) Vesting

All Employee Contributions and earnings thereon are fully vested at all times. Vesting in Employer Contributions and earnings thereon is based on years of service. A participant is fully vested in Employer Contributions and earnings thereon after five years of service, with partial vesting beginning after two years of service.

Participating employer discretionary contributions	
Years of service	Percentage vested
Less than 2 years	—%
2 years	25
3 years	50
4 years	75
5 years	100

(f) Notes Receivable from Participants

Notes receivable from participants are recorded at amortized cost, which is 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.

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(g) Excess Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2021 excess contributions to the applicable participants prior to March 15, 2022.

(h) Benefits

Benefits are payable in a lump sum to each participant or each participant's beneficiary upon the participant's death, disability, retirement, attainment of age 59½, or termination of employment. In certain circumstances, participants may also make discretionary or hardship withdrawals.

(i) Termination

BSIG anticipates that the Plan will continue without interruption but reserves the right to discontinue the Plan. In the event of Plan termination, participants' accounts will become fully vested and non-forfeitable. Although no intent to do so has been expressed, the Company has the right under the Plan to change its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(j) Forfeited Accounts

At December 31, 2021, forfeited nonvested employer contributions totaled \$231,222. This balance was used to reduce future employer contributions. In 2021, employer contributions were reduced by \$231,222 from forfeited nonvested accounts.

(k) CARES Act

On March 27, 2021, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), which included several relief provisions available to tax qualified retirement plans and their participants. The provisions of the CARES Act were effective and operationalized immediately, prior to amending the Plan document. The Plan adopted certain measures included in the CARES Act which allow expanded penalty-free withdrawal rights, expanded loan rights and extended rights to repay loans and withdrawals, and a deferral of mandatory distributions. The CARES Act provisions expired in 2021.

(2) Summary of Accounting Policies

(a) Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting, in accordance with U.S. generally accepted accounts principles (GAAP).

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(b) *Investment Valuation and Income Recognition*

If available, quoted market prices and net asset values are used to value investments, including valuation for mutual funds. In accordance with authoritative guidance on fair value measurements, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share for which the fair value is not readily determinable is permitted to measure the fair value of such investments on the basis of that net asset value per share without adjustment. The investment options available to participants through self-directed brokerage accounts include stocks, bonds, unit investment trust, money market funds, and mutual funds. If available, quoted market prices and net asset values are used to value self-directed brokerage accounts. Participant loans are carried at amortized cost, which is unpaid principal plus accrued interest.

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.

(c) *Payment of Benefits*

Benefits are recorded when paid.

(d) *Expenses*

Administrative expenses of the Plan are generally paid by BSIG and its Affiliates. Certain expenses related to maintaining a self-directed brokerage account under the Plan are specifically charged to those participants.

(e) *Use of Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts and disclosures reported in the accompanying financial statements. Actual results may differ from those estimates.

(3) *Fair Value Measurements*

Fair Value Measurements and Disclosures (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from, or corroborated by observable market data by correlation, or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2021.

Mutual funds (including interest bearing cash investments): Valued at the net asset value (NAV) of shares held by the Plan at year end.

Collective trust funds: Valued at the NAV of shares held by the Plan at year end. Investments in the collective trust funds can be redeemed on any business day.

Self-directed brokerage accounts: Valued using broker quotations and evaluated prices provided by pricing services, or valued at the closing price reported on the active market on which the individual securities are traded.

Stable value funds: Valued at the NAV of shares held by the Plan at year end.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2021:

**BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN**

Notes to Financial Statements

December 31, 2021 and 2020

Investments at fair value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$151,736,212	-	-	\$151,736,212
Collective trust funds	-	\$91,349,693	-	91,349,693
Interest bearing cash investments	4,526,671	-	-	4,526,671
Self-directed brokerage accounts	15,765,981	-	-	15,765,981
Stable value funds	-	975,833	-	975,833
Total investments at fair value	<u>\$172,028,864</u>	<u>\$92,325,526</u>	<u>-</u>	<u>\$264,354,390</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2020:

Investments at fair value as of December 31, 2020				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$142,773,798	-	-	\$142,773,798
Collective trust funds	-	\$91,913,466	-	91,913,466
Interest bearing cash investments	10,756,629	-	-	10,756,629
Stable value funds	33,827,708	-	-	33,827,708
Self-directed brokerage accounts	-	3,794,158	-	3,794,158
Total investments at fair value	<u>\$187,358,135</u>	<u>\$95,707,624</u>	<u>-</u>	<u>\$283,065,759</u>

There were no transfers during the year ended December 31, 2021 and December 31, 2020.

(4) Notes Receivable from Participants

Participants may borrow up to the lesser of \$50,000 or one-half of their vested interest in the Plan. Loans are generally repaid within five years in equal installments of principal and interest each pay period. Loans related to the purchase of the participant's primary residence may be repaid within a period of up to thirty years in equal installments of principal and interest. The interest rate on loans to participants is set at the prime lending rate as published by The Wall Street Journal on the date the loan is approved. Defaults on loans are treated as a distribution of the participant's account balance. The notes receivable balances of \$1,485,536 and \$1,646,902 as of December 31, 2021 and 2020, respectively. The amount of \$1,485,536 is comprised of loans receivable from participants with interest rates ranging from 3.25%-8.5%.

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(5) Tax Status

The IRS has determined and informed the Company by a letter dated November 20, 2017, that the Plan is designed in accordance with applicable sections of the Code. Although the Plan has been amended since the receipt of the IRS determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require 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 the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. As of December 31, 2021, the Plan is no longer subject to income tax examinations for years prior to 2018, and should examinations be undertaken by the tax authorities, tax adjustments may be necessary.

(6) Related Parties and Party-in-Interest Transactions

The Plan's recordkeepers are Charles Schwab – Retirement Plan Services, Inc. (SRPS) and Vanguard Fiduciary Trust Company (VFTC). The Plan's trustees are Charles Schwab Trust Company, an affiliate of SRPS, and VFTC. Both SRPS and Charles Schwab Trust Company are affiliates or divisions of Charles Schwab Trust Bank. Both the recordkeepers and affiliates are parties-in-interest to the Plan. The Plan allows participants to invest in mutual funds managed by SRPS and VFTC related affiliates, and therefore these investments qualify for parties-in-interest to the Plan. In addition, certain administrative expenses paid directly by the Company (note 2(d)), as well as notes receivable from participants in the amount of \$1,485,536, qualify as party-in-interest transactions.

The Company and its subsidiaries, on behalf of the Plan, act as the investment manager for each of the investment options currently offered by the Plan. Expenses for investing and managing the assets of the Plan are paid by the Plan and charged to each investment fund option within the Plan.

The Company is the Plan Sponsor, and therefore, these transactions qualify as party-in-interest transactions. However, they are exempt from the prohibited transaction rules of ERISA.

As of December 31, 2021, two of BSIG's officers are members of the Plan's Administrative Committee.

Certain investments of the Plan in the amount of \$7,049,191 and \$5,096,368 at December 31, 2021 and 2020, respectively, relate to mutual funds and collective investment trusts sponsored by both related and unrelated parties for which Affiliates act as investment advisors or sub-advisors. Accordingly, these investments, as well as the investment in mutual funds managed by SRPS and VTFC, are considered party-in-interest transactions.

BRIGHTSPHERE INC.
PROFIT SHARING AND 401(k) PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(7) Risks and Uncertainties

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

(8) Information Certified by the Custodians

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodians have certified that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, as reflected in the statements of net assets available for benefits as of December 31, 2021 and 2020;
- Investment activity, as reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2021; and
- Investments, as reflected in Schedule H, line 4(i) – schedule of assets (held at end of year) – December 31, 2021.

(9) Partial Plan Termination

Effective August 31, 2021, due to a sale of an affiliate a partial plan termination was triggered, and affected participants were fully vested.

(10) Subsequent Events

Management has evaluated the need for disclosure and/or adjustments resulting from subsequent events through October 14, 2022, which represents the date the financial statements were available to be issued and concluded that there were no subsequent events requiring accrual or disclosure in the financial statements.

Schedule H, line 4i - Schedule of Assets (Held at End of Year) December 31, 2021

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value (1)	(e) Current Value
Mutual Funds		
* Acadian Emerging Markets Class I	39,472	933,563
Delaware Small Cap Value R6	16,957	1,382,979
Dodge & Cox Intl Stock	88,426	4,181,660
Fidelity Extended Market Index	37,953	3,309,900
Invesco Oppenheimer DevMkts R6	31,817	1,495,377
J Hancock Disciplined Value	183,990	4,319,782
JP Morgan Core Bond Fund	367,426	4,346,648
JP Morgan Mid Cap Value	48,612	2,021,284
Loomis Sayle Small Cap Growth N	93,866	3,050,657
Mainstay Large Cap Growth A	714,293	9,714,388
Mass Mutual Sltc MCap Gr II R5	24,877	655,019
* Vanguard 500 Index Fund Investor Shares	30,283	13,829,375
* Vanguard Balanced Index	30,858	1,651,169
* Vanguard Capital Opportunity Fund	15,942	1,532,062
* Vanguard Cash Reserves Federal MM Fund Adminral Shares	7,259,084	5,395,892
* Vanguard Developed Markets Index Inv	55,462	628,377
* Vanguard Dividend Growth Fund	31,940	1,608,118
* Vanguard Emerging Markets Stock Index Fund	116,540	3,840,191
* Vanguard Energy Fund	16,868	1,059,135
* Vanguard Equity Income Fund	19,004	1,434,236
* Vanguard European Stock Index Fund	34,493	879,941
* Vanguard Explorer Fund	20,740	2,095,915
* Vanguard Extended Market Index Fund	9,219	1,326,554
* Vanguard FTSE Social Index Fund Adm	5,051	333,975
* Vanguard Global Capital Cycles Fund	79,863	895,242
* Vanguard Global Equity Fund	100,666	4,380,451
* Vanguard GNMA Investor Shares	36,435	327,044
* Vanguard Growth & Income Fund	19,423	1,170,698
* Vanguard Growth Index Fund	10,250	1,776,157
* Vanguard Health Care Fund	8,654	2,271,498
* Vanguard High Yield Corporate Fund	96,269	433,342
* Vanguard Inflation Protected Securities Fund	119,806	2,459,666
* Vanguard Institutional Index	31,566	12,809,041
* Vanguard Intermediate Term Bond Index Fund	19,788	152,892
* Vanguard Intermediate Term Investment-Grade Fund Investor	83,382	948,903
* Vanguard Intermediate Term Treasury Fund	12,239	45,692
* Vanguard International Explorer Fund Portfolio	72,328	1,681,233
* Vanguard Intl Growth Portfolio Admiral	20,504	2,856,200
* Vanguard Intl Growth Portfolio	67,480	3,467,232
* Vanguard Intl Value Fund	37,839	2,190,886
* Vanguard Large Cap Index Investor Shares	15,174	1,343,181
* Vanguard Life Strategy Conservative Growth Fund	8,515	266,860
* Vanguard Life Strategy Growth Fund	38,621	1,921,532
* Vanguard Life Strategy Income Fund	10,945	185,627
* Vanguard Life Strategy Moderate Growth Fund	15,433	556,640
* Vanguard Long Term Investor Grade	62,580	662,209
* Vanguard Long Term Treasury Fund	102,524	887,665
* Vanguard Long-Term Bond Index Fund Admiral	30,111	359,359
* Vanguard Mid-Cap Growth Fund	38,387	1,308,592
* Vanguard Mid-Cap Index Fund	13,318	1,131,990

(a) (b) Identity of issue, borrower, lessor or similar party		(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
*	Vanguard Pacific Stock Index Fund	36,786	530,914
*	Vanguard Primecap Core Fund	9,623	419,264
*	Vanguard Primecap Fund	4,734	997,309
*	Vanguard Real Estate Index Fund Investor Shares	35,121	1,407,191
*	Vanguard Selected Value Portfolio	29,947	1,389,980
*	Vanguard Short Term Bond Index	4,278	267,306
*	Vanguard Short Term Federal Inv	93,182	1,284,060
*	Vanguard Short Term Investor Grade	27,790	310,576
*	Vanguard Short Term Treasury Investor Shares	72,674	805,901
*	Vanguard Small-Cap Growth Index	10,729	968,466
*	Vanguard Small-Cap Index Fund Investor Shares	17,271	2,434,086
*	Vanguard Small-Cap Value Index	34,180	1,924,252
*	Vanguard Star Fund	3,307	71,839
*	Vanguard Strategic Equity Fund	20,869	888,882
*	Vanguard Total Bond Market Index Fund	198,479	2,335,378
*	Vanguard Total International Stock Index Fund	90,128	1,740,605
*	Vanguard Total Stock Market Index Fund	39,741	4,936,804
*	Vanguard Ttl Bond Mkt Idx Adm	-	783
*	Vanguard US Growth Portfolio	76,189	4,836,571
*	Vanguard Value Index	7,297	1,322,313
*	Vanguard Wellesley Investor Shares	5,826	197,828
*	Vanguard Wellington Fund	44,057	2,348,341
*	Vanguard Windsor Fund	25,648	712,345
*	Vanguard Windsor II Fund	33,129	1,721,952
*	Voya Multi-Manager Int'l Small Cap Fund, Class A	4,927	367,242
Total Mutual Funds			151,736,212
Collective Trust Funds			
*	Acadian All Country World Ex-US Equity	56,438	1,392,144
*	Acadian Emerging Markets Equity CIT	117,595	1,833,457
*	Acadian Global Small Cap Equity	73,200	1,504,352
*	Acadian International Equity Managed Volatility	53,222	511,096
*	Acadian International Small Cap Equity CIT Fund Class E	21,415	507,339
*	Schwab Managed Retirement 2010 II	23	761
*	Schwab Managed Retirement 2021 II	172,469	6,729,730
*	Schwab Managed Retirement 2030 II	225,247	10,811,834
*	Schwab Managed Retirement 2040 II	267,315	14,293,345
*	Schwab Managed Retirement 2050 II	174,404	5,204,226
*	Schwab Managed Retirement 2060	41,179	893,989
*	Schwab Managed Retirement Income II	24,278	563,237
*	Vanguard Target Retirement 2015 Fund	37,597	569,849
*	Vanguard Target Retirement 2020 Fund	50,429	94,841
*	Vanguard Target Retirement 2025 Fund	31,484	2,089,736
*	Vanguard Target Retirement 2030 Fund	86,659	4,122,272
*	Vanguard Target Retirement 2035 Fund	241,748	7,013,585
*	Vanguard Target Retirement 2040 Fund	156,586	9,268,802
*	Vanguard Target Retirement 2045 Fund	285,904	10,032,244
*	Vanguard Target Retirement 2050 Fund	119,986	6,218,530
*	Vanguard Target Retirement 2055 Fund	43,596	2,526,053
*	Vanguard Target Retirement 2060 Fund	32,100	1,836,000
*	Vanguard Target Retirement 2065 Fund	9,198	476,383
*	Vanguard Target Retirement Income	58,955	2,855,888
Total collective trust funds			91,349,693

(a) (b) Identity of issue, borrower, lessor or similar party		(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
Participant-Directed Brokerage Accounts			
Participant-Directed Brokerage Accounts			15,765,981
Total Participant-Directed Brokerage Accounts			15,765,981
Stable Value Funds			
* Vanguard Retirement Savings Trust		1,098,839	975,833
Total Stable Value Funds			975,833
Interest Bearing Cash Investments			
* Vanguard Treasury Money Market Fund		190	170
* Vanguard Federal Money Market Fund		4,526,501	4,526,501
Total Interest Bearing Cash Investments			4,526,671
Participant Loans			
* Participant Loans			1,485,536
Total Participant Loans			1,485,536
Total Assets (Held at End of Year)			265,839,926

* = Denotes party-in-interest

(1) Column (c) denotes number of shares or units of each investment

Cost information not included as investments are participant directed

Schedule H, line 4i - Schedule of Assets (Held at End of Year) December 31, 2021

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value (1)	(e) Current Value
Mutual Funds		
* Acadian Emerging Markets Class I	39,472	933,563
Delaware Small Cap Value R6	16,957	1,382,979
Dodge & Cox Intl Stock	88,426	4,181,660
Fidelity Extended Market Index	37,953	3,309,900
Invesco Oppenheimer DevMkts R6	31,817	1,495,377
J Hancock Disciplined Value	183,990	4,319,782
JP Morgan Core Bond Fund	367,426	4,346,648
JP Morgan Mid Cap Value	48,612	2,021,284
Loomis Sayle Small Cap Growth N	93,866	3,050,657
Mainstay Large Cap Growth A	714,293	9,714,388
Mass Mutual Sltc MCap Gr II R5	24,877	655,019
* Vanguard 500 Index Fund Investor Shares	30,283	13,829,375
* Vanguard Balanced Index	30,858	1,651,169
* Vanguard Capital Opportunity Fund	15,942	1,532,062
* Vanguard Cash Reserves Federal MM Fund Adminral Shares	7,259,084	5,395,892
* Vanguard Developed Markets Index Inv	55,462	628,377
* Vanguard Dividend Growth Fund	31,940	1,608,118
* Vanguard Emerging Markets Stock Index Fund	116,540	3,840,191
* Vanguard Energy Fund	16,868	1,059,135
* Vanguard Equity Income Fund	19,004	1,434,236
* Vanguard European Stock Index Fund	34,493	879,941
* Vanguard Explorer Fund	20,740	2,095,915
* Vanguard Extended Market Index Fund	9,219	1,326,554
* Vanguard FTSE Social Index Fund Adm	5,051	333,975
* Vanguard Global Capital Cycles Fund	79,863	895,242
* Vanguard Global Equity Fund	100,666	4,380,451
* Vanguard GNMA Investor Shares	36,435	327,044
* Vanguard Growth & Income Fund	19,423	1,170,698
* Vanguard Growth Index Fund	10,250	1,776,157
* Vanguard Health Care Fund	8,654	2,271,498
* Vanguard High Yield Corporate Fund	96,269	433,342
* Vanguard Inflation Protected Securities Fund	119,806	2,459,666
* Vanguard Institutional Index	31,566	12,809,041
* Vanguard Intermediate Term Bond Index Fund	19,788	152,892
* Vanguard Intermediate Term Investment-Grade Fund Investor	83,382	948,903
* Vanguard Intermediate Term Treasury Fund	12,239	45,692
* Vanguard International Explorer Fund Portfolio	72,328	1,681,233
* Vanguard Intl Growth Portfolio Admiral	20,504	2,856,200
* Vanguard Intl Growth Portfolio	67,480	3,467,232
* Vanguard Intl Value Fund	37,839	2,190,886
* Vanguard Large Cap Index Investor Shares	15,174	1,343,181
* Vanguard Life Strategy Conservative Growth Fund	8,515	266,860
* Vanguard Life Strategy Growth Fund	38,621	1,921,532
* Vanguard Life Strategy Income Fund	10,945	185,627
* Vanguard Life Strategy Moderate Growth Fund	15,433	556,640
* Vanguard Long Term Investor Grade	62,580	662,209
* Vanguard Long Term Treasury Fund	102,524	887,665
* Vanguard Long-Term Bond Index Fund Admiral	30,111	359,359
* Vanguard Mid-Cap Growth Fund	38,387	1,308,592
* Vanguard Mid-Cap Index Fund	13,318	1,131,990

(a) (b) Identity of issue, borrower, lessor or similar party		(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
*	Vanguard Pacific Stock Index Fund	36,786	530,914
*	Vanguard Primecap Core Fund	9,623	419,264
*	Vanguard Primecap Fund	4,734	997,309
*	Vanguard Real Estate Index Fund Investor Shares	35,121	1,407,191
*	Vanguard Selected Value Portfolio	29,947	1,389,980
*	Vanguard Short Term Bond Index	4,278	267,306
*	Vanguard Short Term Federal Inv	93,182	1,284,060
*	Vanguard Short Term Investor Grade	27,790	310,576
*	Vanguard Short Term Treasury Investor Shares	72,674	805,901
*	Vanguard Small-Cap Growth Index	10,729	968,466
*	Vanguard Small-Cap Index Fund Investor Shares	17,271	2,434,086
*	Vanguard Small-Cap Value Index	34,180	1,924,252
*	Vanguard Star Fund	3,307	71,839
*	Vanguard Strategic Equity Fund	20,869	888,882
*	Vanguard Total Bond Market Index Fund	198,479	2,335,378
*	Vanguard Total International Stock Index Fund	90,128	1,740,605
*	Vanguard Total Stock Market Index Fund	39,741	4,936,804
*	Vanguard Ttl Bond Mkt Idx Adm	-	783
*	Vanguard US Growth Portfolio	76,189	4,836,571
*	Vanguard Value Index	7,297	1,322,313
*	Vanguard Wellesley Investor Shares	5,826	197,828
*	Vanguard Wellington Fund	44,057	2,348,341
*	Vanguard Windsor Fund	25,648	712,345
*	Vanguard Windsor II Fund	33,129	1,721,952
*	Voya Multi-Manager Int'l Small Cap Fund, Class A	4,927	367,242
Total Mutual Funds			151,736,212
Collective Trust Funds			
*	Acadian All Country World Ex-US Equity	56,438	1,392,144
*	Acadian Emerging Markets Equity CIT	117,595	1,833,457
*	Acadian Global Small Cap Equity	73,200	1,504,352
*	Acadian International Equity Managed Volatility	53,222	511,096
*	Acadian International Small Cap Equity CIT Fund Class E	21,415	507,339
*	Schwab Managed Retirement 2010 II	23	761
*	Schwab Managed Retirement 2021 II	172,469	6,729,730
*	Schwab Managed Retirement 2030 II	225,247	10,811,834
*	Schwab Managed Retirement 2040 II	267,315	14,293,345
*	Schwab Managed Retirement 2050 II	174,404	5,204,226
*	Schwab Managed Retirement 2060	41,179	893,989
*	Schwab Managed Retirement Income II	24,278	563,237
*	Vanguard Target Retirement 2015 Fund	37,597	569,849
*	Vanguard Target Retirement 2020 Fund	50,429	94,841
*	Vanguard Target Retirement 2025 Fund	31,484	2,089,736
*	Vanguard Target Retirement 2030 Fund	86,659	4,122,272
*	Vanguard Target Retirement 2035 Fund	241,748	7,013,585
*	Vanguard Target Retirement 2040 Fund	156,586	9,268,802
*	Vanguard Target Retirement 2045 Fund	285,904	10,032,244
*	Vanguard Target Retirement 2050 Fund	119,986	6,218,530
*	Vanguard Target Retirement 2055 Fund	43,596	2,526,053
*	Vanguard Target Retirement 2060 Fund	32,100	1,836,000
*	Vanguard Target Retirement 2065 Fund	9,198	476,383
*	Vanguard Target Retirement Income	58,955	2,855,888
Total collective trust funds			91,349,693

(a) (b) Identity of issue, borrower, lessor or similar party		(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
Participant-Directed Brokerage Accounts			
Participant-Directed Brokerage Accounts			15,765,981
Total Participant-Directed Brokerage Accounts			15,765,981
Stable Value Funds			
* Vanguard Retirement Savings Trust		1,098,839	975,833
Total Stable Value Funds			975,833
Interest Bearing Cash Investments			
* Vanguard Treasury Money Market Fund		190	170
* Vanguard Federal Money Market Fund		4,526,501	4,526,501
Total Interest Bearing Cash Investments			4,526,671
Participant Loans			
* Participant Loans			1,485,536
Total Participant Loans			1,485,536
Total Assets (Held at End of Year)			265,839,926

* = Denotes party-in-interest

(1) Column (c) denotes number of shares or units of each investment

Cost information not included as investments are participant directed