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

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

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.)
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] 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
BMW SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1983

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)
BMW OF NORTH AMERICA, LLC

300 CHESTNUT RIDGE ROAD
WOODCLIFF LAKE, NJ 07677

2b Employer Identification Number (EIN)
22-2139469

2c Plan Sponsor's telephone number
201-307-4000

2d Business code (see instructions)
423100

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.	10/11/2023	PHIL MASI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2023	THOMAS RENTSCHLER
	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

3a Plan administrator's name and address ☐ Same as Plan Sponsor

BMW SAVINGS PLAN COMMITTEE

300 CHESTNUT RIDGE ROAD
WOODCLIFF LAKE, NJ 07677

3b Administrator's EIN: 20-0257434

3c Administrator's telephone number: 201-307-4000

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**	13058
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)**	11695
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	12280
b	Retired or separated participants receiving benefits	**6b**	45
c	Other retired or separated participants entitled to future benefits	**6c**	1758
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	14083
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	12
f	Total. Add lines **6d** and **6e**.	**6f**	14095
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	13903
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	374
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 3H 2R

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)	☐	0	**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 2022 Form M-1 annual report. If the plan was not required to file the 2022 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2022** **This Form is Open to Public Inspection.**

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
BMW SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BMW OF NORTH AMERICA, LLC

D Employer Identification Number (EIN)
22-2139469

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 64 65 71	RECORDKEEPER	746261	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

STRATEGIC ADVISORS, INC.

04-2654524

(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	ADVISOR	585131	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

HEWITT ENNISKNUPP, INC

36-3109431

(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	INVESTMENT ADVISOR	99000	Yes [ ] No [X]	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)

HOLLAND & KNIGHT LLP

59-0663819

(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?
29	ATTORNEY/LEGAL	43114	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AON CONSULTING, INC.

22-2232264

(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?
10 16	ACTUARY	35000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CROWE LLP

35-0921680

(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?
10	ACCOUNTANT/AUDITOR	31875	Yes [ ] No [X]	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVESCO DISCOVERY A 11 GREENWAY PLAZA STE 100 HOUSTON, TX 77046	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVESCO CORPORATE BOND FUND CL A 11 GREENWAY PLAZA STE 100 HOUSTON, TX 77046	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVESCO EQUITY AND INCOME FUND CL 11 GREENWAY PLAZA STE 100 HOUSTON, TX 77046	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVESCO EQUITY AND INCOME FUND CL	11 GREENWAY PLAZA STE 100 HOUSTON, TX 77046	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
EDGEWOOD GROWTH FUND RETAIL CLASS	1 FREEDOM VALLEY DR OAKS, PA 19456	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AB SMALL CAP GROWTH PORT CLASS A	8000 IH 10 W STE 1400 14TH FL SAN ANTONIO, TX 78230	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMANA MUTUAL FUND TRUST GROWTH	1300 NORTH STATE ST BELLINGHAM, WA 98225	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMANA INCOME FUND INSTITUTIONAL	1300 NORTH STATE ST BELLINGHAM, WA 98225	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMANA GROWTH FUND INSTITUTIONAL	1300 NORTH STATE ST BELLINGHAM, WA 98225	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMANA PARTICIPATION FD INSTITUTION 1300 NORTH STATE ST BELLINGHAM, WA 98225	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN BALANCED CLASS F1 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	0.37%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN FUNDS GRWTH& INCOME PORT 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	$18.00

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN FUNDS GLBL GROWTH PORT A	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	$18.00

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN FUNDS CONV GRWTH & INCME	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	$18.00

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN HIGH INCOMECLASS F1	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	0.37%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN MUTUAL FUNDCLASS F1 3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	0.37%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ARTISAN SMALL CAP FUND INVESTOR CL 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	0.39%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ARTISAN DEVELOPING WORLD FD INVEST 875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	0.39%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ASHMORE EMERGING MKT CORPORATE DEB	801 S. CANAL ST CHICAGO, IL 60607	0.08%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BNY MELLON SMALL MIDCAP GROWTH A	144 GLENN CURTISS BLVD 8TH FL UNIONDALE, NY 11556	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BNY MELLON NATURAL RESOURCES A	144 GLENN CURTISS BLVD 8TH FL UNIONDALE, NY 11556	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BAIRD AGGREGATE BOND FUND INSTL	777 E. WISCONSIN AVE 18TH FL MILWAUKEE, WI 53202	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON GROWTH FUND INSTL CLASS	767 5TH AVE 49TH FL NEW YORK, NY 10153	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON DISCOVERY FUNDINSTL SHARES	767 5TH AVE 49TH FL NEW YORK, NY 10153	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON PARTNERS FUND 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON FOCUSED GROWTHFUND 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON WEALTHBUILDER FUND INSTL CL 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON REAL ESTATE FUND RETAIL 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON REAL ESTATE INCOME FUND INST 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BARON GLOBAL ADVANTAGE FD RETAIL 767 5TH AVE 49TH FL NEW YORK, NY 10153	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BERKSHIRE FOCUS FUND 475 MILAN DR STE 103 SAN JOSE, CA 95134	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLACKROCK MID CAP GROWTH EQUITY CL 40 EAST 52ND ST NEW YORK, NY 10022	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLACKROCK TECHNOLOGYOPPORTUNITIES 40 EAST 52ND ST NEW YORK, NY 10022	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLACKROCK REAL ESTATE SECURITIES C 40 EAST 52ND ST NEW YORK, NY 10022	0.08%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WILLIAM BLAIR SMALL MID CAP GROWTH 222 WEST ADAMS ST 12TH FL CHICAGO, IL 60606	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
CALAMOS MARKET NEUTRAL INCOME CL I 2020 CALAMOS COURT NAPERVILLE, IL 60563	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
CALAMOS PHINEUS LONG /SHORT CL I	2020 CALAMOS COURT NAPERVILLE, IL 60563	0.08%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
DIAMOND HILL SMALL MID CAP FD I	325 JOHN H MCCONNELL BLVD STE 200 COLUMBUS, OH 43215	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
DIAMOND HILL LARGE CAP FUND CLASS	325 JOHN H MCCONNELL BLVD STE 200 COLUMBUS, OH 43215	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
EATON VANCE FLOATING RATE HI INCOM	TWO INTERNATIONAL PLACE BOSTON, MA 02110	$16.00

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PARAMETRIC INT'L EQUITY CLASS A	TWO INTERNATIONAL PLACE BOSTON, MA 02110	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FEDERATED HERMES KAUFMANN SM CAP A	4000 ERICSSON DR WARRENDALE, PA 15086-7515	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FEDERATED HERMES KAUFMANN FUND CL	4000 ERICSSON DR WARRENDALE, PA 15086-7515	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
GRANDEUR PEAK INTL OPPORTUNITIES I	1290 BROADWAY ST STE 1100 DENVER, CO 80203	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FIRST EAGLE SMALL CAP OPPORTUNITY	1345 AVE OF THE AMERICAS 48TH FLR NEW YORK, NY 10105	0.08%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FIRST EAGLE GLOBAL CLASS I	1345 AVE OF THE AMERICAS 48TH FLR NEW YORK, NY 10105	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FIRSTHAND TECHNOLOGYOPPORTUNITIES	150 ALMADEN BLVD. STE 1250 SAN JOSE, CA 95113	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FIRSTHAND ALTERNATIVE ENERGY	150 ALMADEN BLVD. STE 1250 SAN JOSE, CA 95113	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FRANKLIN DYNATECH FUND A 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	$16.00

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
GOLDMAN SACHS RISING DIVIDEND GROW 71 S. WACKER DR 4TH FL CHICAGO, IL 60606	0.12%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HARBOR CAP APP INV 111 S. WACKER DR 34TH FL CHICAGO, IL 60606	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OAKMARK INTL INVESTOR CL	111 SOUTH WACKER DR. CHICAGO, IL 60606	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HARTFORD CORE EQUITYCLASS A	100 MATSONFORD RD STE 300 RADNOR, PA 19087	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HENNESSY GAS UTILITYINVESTOR CL	7250 REDWOOD BLVD. STE 200 NOVATO, CA 94945	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JANUS HENDERSON GLOB TECH & INNOV	151 DETROIT ST. DENVER, CO 80206	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPMORGAN MID CAP EQUITY FUND CLASS	1111 POLARIS PARKWAY COLUMBUS, OH 43240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPMORGAN EQUITY INCOME CLASS I	1111 POLARIS PARKWAY COLUMBUS, OH 43240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPMORGAN LARGE CAP GROWTH CLASS A	1111 POLARIS PARKWAY COLUMBUS, OH 43240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
KINETICS SMALL CAP OPPORTUNITIES	470 PARK AVE SOUTH NEW YORK, NY 10016	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
LAZARD GLOBAL LISTEDINFRASTRUCTURE	30 ROCKEFELLER PLAZA 57TH FL. NEW YORK, NY 10112	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MFS GLOBAL REAL ESTATE CL A	111 HUNTINGTON AVE BOSTON, MA 02199-7632	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JACKSON SQUARE SMID CAP GROWTH FD	1 LETTERMAN DR SAN FRANCISCO, CA 94129	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HOOD RIVER SMALL CAP GROWTH FUND I	6001 SHADY OAK ROAD STE 200 MINNETONKA, MN 55343	0.12%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MATTHEWS CHINA SMALLCOMPANIES INVE	4 EMBARCADERO CENTER STE 550 SAN FRANCISCO, CA 94111	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MATTHEWS ASIA GROWTH INST'L	4 EMBARCADERO CENTER STE 550 SAN FRANCISCO, CA 94111	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MORGAN STANLEY DISCOVERY PORT CL A	522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MORGAN STANLEY GROWTH PORTFOLIO A	522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MORGAN STA INST INC.INCEPTION PORT	522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MORGAN STANLEY INSIGHT A	522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
MORGAN STANLEY GLOBAL OPPORTUNITY	522 FIFTH AVE 4TH FL NEW YORK, NY 10036	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
AMERICAN NEW PERSPECTIVE CLASS F1	3500 WISEMAN BLVD SAN ANTONIO, TX 78251-4321	0.37%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HCM INCOME PLUS FUNDINVESTOR	1145 HEMBREE ROAD ROSWELL, GA 30076	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HCM DIVIDEND SECTOR PLUS FUND INVE 1145 HEMBREE ROAD ROSWELL, GA 30076	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
HCM TACTICAL GROWTH FUND INVESTOR 1145 HEMBREE ROAD ROSWELL, GA 30076	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG MFS AGGRESSIVE GROWTH STRATEGY 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG JP MORGAN TACTICAGGRESSIVE STR 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG BNY MELLON DIVERSIFIER STRAT R 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG MEEDER TACTICAL STRATEGY FUND 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG JP MORGAN TACTICMODERATE STRAT	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG ACTIVE CORE BOND STRATEGY FUND	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG INVESCO THEMATIC ESG STRATEGY	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG JANUS HENDERSON BALANCED STRAT 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG TACTICAL INCOME STRATEGY CL R 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG EQUITY INDEX FOCUSED STRATEGY 777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG SECTOR EQUITY BUS CYCLE STRAT	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG BR EQUITY ESG STRATEGY CL R	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG AMERICAN FUNDS GROWTH STRAT CL	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PFG AMERICAN FDS CONS INC STRAT CL	777 108TH AVE NE STE 2100 BELLEVUE, WA 98004	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
RED OAK TECHNOLOGY SELECT	225 PICTORIA DR STE 450 CINCINNATI, OH 45246	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PARNASSUS VALUE EQUITY INVESTOR	1 MARKET ST STEUART TOWER STE 1600 SAN FRANCISCO, CA 94105	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
IMPAX HIGH YIELD BOND INV CL	1290 BROADWAY STE 1100 DENVER, CO 80203	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE COMM & TECHNOLOGY INV	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PRINCIPAL BLUE CHIP FUND CL A	620 COOLIDGE DR STE 300 FOLSOM, CA 95630	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
CONGRESS MID CAP GROWTH INSTL	TWO SEAPORT LANE BOSTON, MA 02210	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ULTRA NASDAQ 100 PRO FUND INVESTOR	7501 WISCONSIN AVE STE 1000 E TOWE BETHESDA, MD 20814	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PGIM JEN EMRG MRKTS EQUITY OPP CL	655 BROAD ST NEWARK, NJ 07102	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
PGIM HIGH YIELD CL Z	655 BROAD ST NEWARK, NJ 07102	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE DIVIDEND GROWTH	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE FINANCIAL SERVICES	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE U.S EQUITY RESEARCH F	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE BLUE CHIP GROWTH INC	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
T ROWE PRICE GLOBAL GR STOCK INVES	4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
SEGALL BRYANT HAMILL PLUS BOND INS	370 17TH ST STE 5000 DENVER, CO 80202	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
SHELTON SUSTAINABLE EQUITY INVESTO	P.O. BOX 87 DENVER, CO 80201-0087	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
SHELTON NASDAQ 100 INDEX INVESTOR	P.O. BOX 87 DENVER, CO 80201-0087	0.12%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
TIAA CREF REAL ESTATE SEC INSTL	730 THIRD AVE NEW YORK, NY 10017	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
THORNBURG INTL EQUITY FUND CL I	2300 NORTH RIDGETOP RD SANTA FE, NM 87506	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
THRIVENT SMALL CAP STOCK FUND CL S	4321 N. BALLARD ROAD APPLETON, WI 54919-0001	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
THRIVENT MID CAP STOCK FUND CL S 4321 N. BALLARD ROAD APPLETON, WI 54919-0001	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
USAA NASDAQ 100 INDEX RETAIL 4900 TIEDEMAN RD 4TH FL BROOKLYN, OH 44114	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
VERSUS CAPITAL MULTI MNGR REAL EST 5555 DTC PARKWAY STE 330 GREENWOOD VILLAGE, CO 80111	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
VIRTUS KAR SMALL CAP GROWTH CL A	100 SUMMIT LAKE DR 201 GREENFIELD, MA 01301	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WASATCH ULTRA GROWTH	505 WAKARA WAY STE 300 SALT LAKE CITY, UT 84108	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WASATCH GLOBAL OPPORTUNITIES INSTL	505 WAKARA WAY STE 300 SALT LAKE CITY, UT 84108	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WASATCH EMERGING MARKETS SELECT FU 505 WAKARA WAY STE 300 SALT LAKE CITY, UT 84108	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
WASATCH SMALL CAP VALUE INSTITUTIO 505 WAKARA WAY STE 300 SALT LAKE CITY, UT 84108	0.10%

(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

(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

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

2022

This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
BMW SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BMW OF NORTH AMERICA, LLC

D Employer Identification Number (EIN)
22-2139469

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INT EQUITY CL 3

b Name of sponsor of entity listed in (a): MFS HERITAGE TRUST COMPANY

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)
57-1187281-013	C	39633391

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB INC CF

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1164871-001	C	5311293

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2030 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165198-001	C	90202475

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2050 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165477-001	C	59734004

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP II CL 4

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-025	C	123247926

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2020 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165037-001	C	22113384

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2025 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165154-001	C	49564363

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2045 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165449-001	C	59466263

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2035 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165348-001	C	89740308

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2040 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
26-1165392-001	C	66739619

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2055 CFA

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
45-5590883-001	C	45349353

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB SR PB 2060 CFA

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.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)
81-3239155-001	C	20381057

a Name of MTIA, CCT, PSA, or 103-12 IE: WESTERN ASSET CORE PLUS BON

b Name of sponsor of entity listed in (a): HAND BENEFITS & TRUST

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)
74-2008758-113	C	22927150

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY GROWTH CO COMMINGLED POOL

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-135	C	112874709

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 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 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

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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

2022

This Form is Open to Public Inspection

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
BMW SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BMW OF NORTH AMERICA, LLC

D Employer Identification Number (EIN)
22-2139469

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	249333	25307
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	50908195	53591595
(2) Participant contributions	1b(2)	0	1904381
(3) Other	1b(3)	569600	3153299
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	15777181	19548564
(2) U.S. Government securities	1c(2)	109991	1126917
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	126777
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	17216	79099
(B) Common	1c(4)(B)	41463357	24287972
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	29142358	29558649
(9) Value of interest in common/collective trusts	1c(9)	931313312	807285295
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	766686688	609878573
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	687373	16777

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	107753902	98192091
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1944678506	1648775296
Liabilities			
g Benefit claims payable	1g	318051	11914
h Operating payables	1h	238817	217267
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	74231	3102204
k Total liabilities (add all amounts in lines 1g through1j)	1k	631099	3331385
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1944047407	1645443911

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.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	81168537	
(B) Participants	2a(1)(B)	74364451	
(C) Others (including rollovers)	2a(1)(C)	4990362	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		160523350
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	250410	
(B) U.S. Government securities	2b(1)(B)	1646	
(C) Corporate debt instruments	2b(1)(C)	1213	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	1377164	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1630433
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	3071	
(B) Common stock	2b(2)(B)	1439258	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	16902281	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		18344610
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	98357839	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	116206205	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-17848366
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-10079239	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-10079239

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-173001738
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-140600955
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		-161031905
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	135117368	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		135117368
f Corrective distributions (see instructions)	2f		3188
g Certain deemed distributions of participant loans (see instructions)	2g		105906
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	1320055	
(4) Other	2i(4)	1025074	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2345129
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		137571591
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-298603496
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] 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) [X] 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: CROWE, LLP **(2)** EIN: 35-0921680

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:

		Yes	No	Amount
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.)	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?	4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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.)	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		19649
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		X	

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

2022

This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
BMW SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
BMW OF NORTH AMERICA, LLC

D Employer Identification Number (EIN)
22-2139469

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): 04-6568107

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**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (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_____

BMW SAVINGS PLAN

FINANCIAL STATEMENTS

December 31, 2022 and 2021

BMW SAVINGS PLAN

FINANCIAL STATEMENTS
December 31, 2022 and 2021

CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS 5

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS 6

NOTES TO FINANCIAL STATEMENTS 7

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD AT END OF YEAR 14

Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator, Participants and
Beneficiaries of the
BMW Savings Plan

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

We have performed audits of the financial statements of the BMW 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, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 audits 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 certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 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 accompanying 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).

(Continued)

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 audits. 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 the 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 from 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.

Auditor's 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 auditor's 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.

(Continued)

- 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 audits 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 Schedules Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022, 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 audits 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, are 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).



Crowe LLP

New York, New York
October 6, 2023

BMW SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2022 and 2021

	2022	2021
Assets		
Investments at fair value	$ 1,560,542,065	$ 1,863,809,020
Non-interest bearing cash	25,307	249,333
Notes receivable from participants	30,488,855	30,109,693
Receivables:		
Employer contributions	53,591,595	50,908,195
Participant contributions	1,904,381	-
Other receivables	3,153,299	569,600
Total receivables	58,649,275	51,477,795
Total assets	1,649,705,502	1,945,645,841
Liabilities		
Operating payables	217,267	238,817
Due to broker for securities purchased	3,114,118	392,282
Total liabilities	3,331,385	631,099
Net assets available for benefits	$ 1,646,374,117	$ 1,945,014,742

See accompanying notes to financial statements.

BMW SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2022 and 2021

	2022	2021
Additions to net assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	$ -	$ 244,893,644
Interest and dividend income	7,850,854	10,037,710
Total investment income	7,850,854	254,931,354
Interest income on notes receivable from participants	1,419,572	1,596,327
Contributions:		
Participant	74,364,451	67,159,640
Employer	81,168,537	76,778,423
Rollovers	4,990,362	7,604,914
Total contributions	160,523,350	151,542,977
Deductions from net assets available for benefits:		
Net depreciation in fair value of investments	331,801,381	-
Benefits paid to participants	135,120,556	138,502,532
Administrative expenses	1,512,464	1,621,762
Net increase (decrease) in net assets available for benefits	(298,640,625)	267,946,364
Net assets available for benefits at beginning of year	1,945,014,742	1,677,068,378
Net assets available for benefits at end of year	$ 1,646,374,117	$ 1,945,014,742

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the BMW Savings Plan (the "Plan") is provided for the purpose of general information only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General: The Plan is a participant-directed, defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is administered by the BMW Savings Plan Committee.

The Plan covers the employees of the Plan's sponsor, BMW of North America, LLC, and participating affiliated companies, individually and collectively, ("BMW" or the "Company"), who have met specified requirements as to length of service and who are not covered by a collective bargaining agreement (unless such agreement expressly provides for participation in the Plan). Employees are eligible to participate after completing 30 days of service, as defined.

Effective January 31, 2019 (the "Separation Date"), ReachNow LLC ("ReachNow"), a previously participating employer in the Plan, separated from the BMW of North America, LLC controlled group of corporations and all ReachNow employees became ineligible for the Plan. As of the Separation Date, all employees of ReachNow became immediately vested in the Plan.

Effective January 1, 2021, BMW Shared Services, LLC (“BMW SS”) an affiliate of BMW, adopted the Plan as a participating Employer for the benefit of its eligible employees

Defined Contribution Plan:

401(k) and Roth 401(k)

Each year, participants in the Plan may elect to contribute from 2% to 6% of their pre-tax annual compensation, as defined in the Plan document, as basic contributions. The Plan includes an auto-enrollment provision whereby all new hires are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions invested in the JPMorgan SmartRetirement Fund closest to the employee's projected retirement year until changed by the participant. In addition to each participant's basic contributions, the Company generally contributes 60% of the first 6% of eligible compensation that the participant contributes to the Plan. Participants may make additional contributions as supplemental contributions that are not matched by the employer up to 75% of their compensation. Discretionary employer contributions may also be made to the Plan at the discretion of the Management Committee. There were no discretionary employer contributions made to the Plan during 2022. The employee and employer contributions are invested as directed by the participant into the various investments and may participate simultaneously in more than one fund. Participants may also elect to transfer all or a portion of the total investment fund balance allocated to their accounts from one fund to another as described in the Plan document. Contributions are subject to certain limitations, and participants may make catch-up contributions, as defined in the Plan. On January 2, 2018, a Roth contribution option was added to the Plan. Effective February 1, 2018, the Plan allowed for in-Plan Roth conversions.

Retirement Income Account

Employees hired or rehired on or after March 1, 2012 are automatically enrolled as Retirement Income Account ("RIA") participants. At least annually, an RIA contribution is made by BMW to each participant's RIA if the participant is employed by the Company on the last day of the Plan year, or other period, for which contributions are to be made. The RIA contribution by BMW is a percentage, determined according

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

to the age of the participant, of the participant's eligible compensation. The RIA contribution is invested as directed by the participant into the various investment funds.

Effective July 1, 2019, all benefits-eligible Company associates who were hired or rehired before March 1, 2012, began participating in the RIA and will receive the Company's annual contribution to the Plan, regardless of hire date.

For RIA accounts, employer contributions are recognized in the Plan year, or other period, during which services are rendered, provided the employee is employed on the last day of the Plan year, or other period, as required by the Plan. RIA contributions are paid and allocated to each participant's account subsequent to the Plan year, or other period, in which they were earned.

Participant Accounts: Each participant account is credited, as applicable, with the participant's contributions and allocations of (a) the Company contributions and (b) Plan earnings. Participant accounts may be charged with an allocation of administrative fees. 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.

Vesting: Participants are immediately vested in their contributions plus actual earnings or losses thereon. Vesting of the employers' contributions, including RIA contributions, plus actual earnings thereon occurs after three years of continuous service, as defined. Additionally, participants are fully vested upon retirement, permanent and total disability, or death.

Payment of Benefits: The Plan allows participants to make certain withdrawals (in a certain order based on categories of deposits as defined in the Plan document) during each calendar year.

Participants who suffer a financial hardship may withdraw all or any vested portion of the Employer Savings Account and Individual Account attributable to elective deferrals, not including earnings, prior to reaching age 59½.

Upon termination of the participant due to death, disability, or retirement, the vested portion of a participant's accounts may be paid out in a lump sum. The benefit to which a participant is entitled is the benefit that can be paid from the participant's accounts.

Forfeitures: Upon a participant's break in service, except by death or disability, the nonvested amount that had been contributed by the employers, plus any earnings or losses thereon, would be forfeited and used to reduce future employer contributions. As of December 31, 2022 and 2021, forfeited nonvested accounts totaled $2,263,123 and $2,281,538, respectively. Forfeitures totaling $814,746 and $335,928 reduced employer matching contributions during the years ended December 31, 2022 and 2021, respectively. Forfeitures totaling $99,955 and $66,499 were used to pay Plan expenses during the years ended December 31, 2022 and 2021, respectively.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan allows for participants to borrow from their participant accounts, other than RIA accounts, up to $50,000 or 50% of the entire vested balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at 1% above the prime interest rate at the loan origination date. Interest rates on outstanding loan balances range from 4.25% to 10% at December 31, 2022 and 2021. Repayments are made through periodic payroll deductions with terms of up to five years (ten years when purchasing a primary residence). Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Related fees are recorded as administrative expenses and are expensed when they are incurred.

NOTE 2 - PLAN TERMINATION

While the Company has not expressed any intention to terminate or partially terminate the Plan, the Company reserves the right to discontinue its contributions and amend or discontinue the Plan at any time subject to the provisions set forth in ERISA. Upon termination of the Plan, the Company (at its discretion) may elect to terminate the trust agreement. In such event, participants will become vested in their applicable employer contributions, and each member's individual account balance will be paid to such member as soon as practicable after a determination is made of the value of the participant's individual account. In the event of Plan termination, participants would become 100% vested in their Company contributions.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The financial statements of the Plan have been prepared on an accrual basis.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and when applicable disclosure of contingent assets and liabilities at the financial statement date. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: The Plan's investments are stated at fair value. 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. See note 5 for discussion on fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments includes both realized and unrealized gains and losses.

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 values of investment securities will occur in the near term, and that such changes could materially affect the participants' account balances and amounts reported in the statements of net assets available for benefits.

Volatility in the financial markets may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2022 may not necessarily be indicative of amounts that could be realized in a current market exchange.

Subsequent Events: Subsequent events were evaluated through October 6, 2023, the date the financial statements were available to be issued.

Payment of Benefits: Benefits are recorded when paid.

(Continued)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Expenses: The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses paid directly by the Company are excluded from the Plan's financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits.

Participants' accounts are charged for expenses related to Plan operations, including but not limited to investment management fees, administrative expenses and portfolio advisory service fees. Participants who elect to take a loan will be charged fees associated with that transaction. Some other administrative expenses outside of Plan operations could be borne by the Company.

NOTE 4 - CERTIFIED INVESTMENTS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years ended December 31, 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, provides the 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 FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology and 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: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability, or (4) 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.

An asset's 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 maximize the use of observable inputs. There have been no changes to the methodologies used as of December 31, 2022 and 2021.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

The following is a description of the valuation methodologies used for investment assets measured at fair value:

Registered investment companies - Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-ended registered investment companies that are registered with the Securities and Exchange Commission. These investments are required to publish their daily net asset value ("NAV") and to transact at that price. The registered investment companies held by the Plan are deemed to be actively traded.

Common stocks: The fair values of investments in common stocks are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Self-directed brokerage accounts - Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices along with certificates of deposit valued at amortized cost which approximates fair value.

Common collective trusts - The fair value of participation units held in the collective trust is valued at net asset value of the shares, as determined by the underlying investments held by the plan at year-end and reported by the fund manager. The collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Separately Managed Funds:

The Plan offers the BMW SMID Cap Fund as an investment option. The strategy of which is long-term capital growth with the goal of appreciation of principal over a complete market cycle. The underlying assets of the BMW SMID Cap Fund are wholly owned by the Plan, and the fund is unitized by Fidelity. Unitization incorporates the blending of the prices of the underlying holdings of each of the Funds to determine a daily overall NAV per unit for each Fund. Participants transact at the unitized value and each participant's interest is measured in units of participation, which represent a proportionate interest in the assets of the Funds. The BMW SMID Fund invests primarily in common stocks and registered investment companies (valued the same as previously described).

The Plan also offers the BMW Large Cap Fund, the BMW Fixed Income Fund, and the BMW Non-U.S. Equity Fund. Similar to the BMW SMID Cap Fund, the underlying assets of these funds are wholly owned by the Plan, and these funds are unitized by Fidelity. The BMW Large Cap Fund seeks to outperform the Russell 1000 Index over a full market cycle with the goal of long-term capital growth through capital appreciation. The BMW Fixed Income Fund is a diversified portfolio of registered investment companies and a collective trust that invest in high-quality bonds actively managed to maximize returns and outperform the Bloomberg Barclays Aggregate Index over a full market cycle and is majority sub-advised by PIMCO Total Return. The BMW Non-U.S. Equity Fund seeks long term growth through capital appreciation to outperform the MSCI ACWI ex-U.S. Index over a full market cycle through registered investment companies and a collective trust investing in common stocks of primarily large-sized companies domiciled in foreign developed and emerging market countries.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Investments at December 31, 2022 and 2021, are summarized below:

	2022			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments measured at fair value:				
Registered investment companies	$ 587,114,986	$ 587,114,986	$ -	$ -
Common stock	98,188,667	98,188,667	-	-
Self-directed brokerage account	67,953,116	67,953,116	-	-
	753,256,769	753,256,769	-	-
Investments measured at net asset value [(a)]				
Common collective trusts	807,285,296	-	-	-
Total investments	$ 1,560,542,065	$ 753,256,769	$ -	$ -

	2021			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments measured at fair value:				
Registered investment companies	$ 734,319,163	$ 734,319,163	$ -	$ -
Common stock	107,754,679	107,754,679	-	-
Self-directed brokerage account	90,421,865	90,421,865	-	-
	932,495,707	932,495,707	-	-
Investments measured at net asset value [(a)]				
Common collective trusts	931,313,313	-	-	-
Total investments	$ 1,863,809,020	$ 932,495,707	$ -	$ -

(a) Certain investments measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another.

NOTE 6 - INCOME TAX STATUS OF THE PLAN

The Internal Revenue Service ("IRS") issued its latest determination letter on May 29, 2015, which stated that the Plan qualified under the applicable provisions of the Internal Revenue Code ("IRC"), and therefore, the related trust is exempt from income taxes. The Plan has been amended since it received the tax determination letter. In the opinion of the Plan administrator, the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore, the Plan is qualified, and the related trust is tax exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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, 2022 and 2021, there are no uncertain 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 by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2019.

NOTE 7 - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are shares of registered investment companies and common collective trusts managed by Fidelity, who is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions along with notes receivable from participants. In addition, fees paid for directly by the Plan as well as the fees described in Note 8 are also considered party-in-interest transactions.

NOTE 8 - REGISTERED INVESTMENT COMPANY FEES

Investments in registered investment companies are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

(Continued)

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to net assets per the Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	$ 1,646,374,117	$ 1,945,014,742
Adjustment for loans deemed distributed with no post-default payments	(930,206)	(967,335)
Net assets available for benefits per the Form 5500	$ 1,645,443,911	$ 1,944,047,407

The following is a reconciliation of the increase (decrease) in net assets available for benefits per the financial statements to net income (loss) per the Form 5500:

	2022	2021
Increase (decrease) in net assets available for benefits per the financial statements	$ (298,640,625)	$ 267,946,364
Total net (decrease) increase:		
Prior year adjustment for deemed loans	967,335	794,202
Current year adjustment for deemed loans	(930,206)	(967,335)
Net income (loss) per the Form 5500	$ (298,603,496)	$ 267,773,231

SUPPLEMENTARY INFORMATION

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	JPMCB SR PB INC CF	Common collective trust	$ 5,311,293
	JPMCB SR PB 2020 CF	Common collective trust	22,113,384
	JPMCB SR PB 2025 CF	Common collective trust	49,564,363
	JPMCB SR PB 2030 CF	Common collective trust	90,202,475
	JPMCB SR PB 2035 CF	Common collective trust	89,740,308
	JPMCB SR PB 2040 CF	Common collective trust	66,739,619
	JPMCB SR PB 2045 CF	Common collective trust	59,466,263
	JPMCB SR PB 2050 CF	Common collective trust	59,734,004
	JPMCB SR PB 2055 CF	Common collective trust	45,349,353
	JPMCB SR PB 2060 CF	Common collective trust	20,381,057
*	FIDELITY MANAGED INCOME PORTFOLIO II CL4	Common collective trust	123,247,926
*	FID EXTD MKT INDX	Registered investment company	29,076,470
*	FID US BOND IDX	Registered investment company	56,181,839
*	FID 500 INDEX	Registered investment company	234,921,458
*	FID GLB EX US IDX	Registered investment company	28,216,596
*	FID GOV CASH RESERVE	Registered investment company	1,306,734
*	BROKERAGELINK	Self-directed brokerage account	67,953,116
	FIXED INCOME FUND:		
*	US BOND INDEX	Registered investment company	5,102,597
	PIMCO TOTAL RETURN INSTL	Registered investment company	23,083,339
	WESTERN ASSET CORE PLUS BOND CIF R2	Common collective trust	22,927,150
	LARGE CAP FUND:		
	DODGE & COX STOCK	Registered investment company	117,424,043
*	FID 500 INDEX	Registered investment company	58,147,806
*	FID GROWTH CO POOL	Common collective trust	112,874,710
	NON-U.S. EQUITY FUND:		
*	EMERGING MKTS IND	Registered investment company	13,706,394
*	GLOBAL EX US	Registered investment company	5,951,647
	MFS INSTL EQUITY CIT CI 3	Common collective trust	39,633,391
	SMID CAP FUND:		
*	FIDELITY EXTENDED MARKET INDEX FUND	Registered investment company	11,152,228
	BBH STIF FUND	Registered investment company	2,843,835
	AGILENT TECHNOLOGIES INC	Common stock	471,398
	ALLEGION PLC	Common stock	535,247
	ALLIANT ENERGY CORPORATION	Common stock	704,756
	ALLSTATE CORPORATION	Common stock	1,322,778
	AMEREN CORP	Common stock	727,365
	AMERISOURCEBERGEN CORP	Common stock	1,418,478
	AMETEK INC NEW	Common stock	1,316,861

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued):		
	ANALOG DEVICES INC	Common stock	$ 255,887
	APOLLO GLOBAL MANAGEMENT INC	Common stock	519,187
	ARAMARK	Common stock	1,025,232
	ARES MANAGEMENT CORP CL A	Common stock	386,686
	ARTHUR J GALLAGHAR AND CO	Common stock	1,102,959
	AVANTOR INC	Common stock	405,139
	AVERY DENNISON CORP	Common stock	307,700
	AXALTA COATING SYSTEMS LTD	Common stock	686,671
	AXON ENTERPRISE INC	Common stock	676,165
	AZEK CO INC	Common stock	593,547
	BANK OF NT BUTTERFIELD&SON LTD	Common stock	504,981
	BRIGHTSPHERE INVESTMENT GROUP INC	Common stock	691,653
	CACI INTERNATIONAL INC	Common stock	1,110,680
	CBOE GLOBAL MARKETS	Common stock	768,504
	CDW CORPORATION	Common stock	635,745
	CHURHC & DWIGHT CO INC	Common stock	508,246
	CMS ENERGY CORP	Common stock	742,544
	CONSTELLIUM SE CL A	Common stock	854,244
	COOPER COMPANIES INC	Common stock	671,260
	CRANE CO	Common stock	969,845
	CROWN HOLDINGS INC	Common stock	600,133
	DIAMONDBACK ENERGY INC	Common stock	843,249
	ELANCO ANIMAL HEALTH INC	Common stock	222,648
	ENTEGRIS INC	Common stock	246,290
	EQUIFAX INC	Common stock	396,494
	EVERGY INC	Common stock	691,286
	FACTSET RESEARCH SYSTEMS INC	Common stock	1,444,356
	FIRST REPUBLIC BANK	Common stock	975,729
	FMC CORP NEW	Common stock	1,033,344
	GRAND CANYON EDUCATION INC	Common stock	371,394
	HOLOGIC INC	Common stock	647,481
	HUBBELL INC	Common stock	366,101
	HUNTINGTON BANCSHARES INC	Common stock	346,649
	IQVIA HOLDINGS INC	Common stock	1,014,820
	KEYSIGHT TECHNOLOGIES INC	Common stock	497,814
	LYONDELLBASELL INDS CLASS A	Common stock	397,299
	MAXIMUS INC	Common stock	1,212,512
	MOTOROLA SOLUTIONS INC	Common stock	1,618,419
	N-ABLE INC	Common stock	237,776
	NASDAQ INC	Common stock	1,293,565
	NEXSTAR MEDIA GROUP INC A	Common stock	1,556,892
	NVENT ELECTRIC PLC	Common stock	1,029,265
	OTIS WORLDWIDE CORP	Common stock	871,982
	PACWEST BANCORP	Common stock	403,232
	PERFORMANCE FOOD GROUP CO	Common stock	937,160

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued)**:**		
	PIONEER NATURAL RESOURCES CO	Common stock	$ 776,526
	RAYMOND JAMES FINANCIAL INC.	Common stock	309,544
	REINSURANCE GROUP OF AMERICA	Common stock	777,232
	REPUBLIC SERVICES INC	Common stock	1,351,815
	RITHM CAPITAL CORP	Common stock	778,478
	SKECHERS USA INC CL A	Common stock	257,573
	SOUTHWESTERN ENERGY CO	Common stock	853,281
	SS&C TECHNOLOGIES HOLDINGS INC	Common stock	1,150,266
	VISTRA CORP	Common stock	1,685,712
	VULCAN MATERIALS CO	Common stock	303,816
	WILLSCOT MOBILE MINI HOLDINGS CORP	Common stock	1,978,446
	VIRTU FINANCIAL INC- CL A	Common stock	724,575
	ABIOMED INC	Common stock	1,983
	ACADIA HEALTHCARE CO INC	Common stock	864,195
	ADVANCED DRAINAGE SYSTEMS INC.	Common stock	510,673
	ALARM.COM HOLDINGS INC	Common stock	483,370
	AMBARELLA INC	Common stock	442,644
	ARES MANAGEMENT CORP CL A	Common stock	550,531
	AXON ENTERPRISE INC	Common stock	1,233,524
	AZENTA INC	Common stock	369,406
	BLUEPRINT MEDICINES CORP	Common stock	193,991
	BRINKS CO	Common stock	875,258
	BUILDERS FIRSTSOURCE	Common stock	1,194,960
	BURLINGTON STORES INC	Common stock	610,916
	BWX TECHNOLOGIES INC	Common stock	1,456,588
	CAMECO CORP	Common stock	936,566
	CARLYLE GROUP INC (THE)	Common stock	388,278
	CASELLA WASTE SYS INC CL A	Common stock	594,825
	CERTARA INC	Common stock	371,201
	CF INDUSTRIES HOLDINGS INC	Common stock	575,356
	CHARLES RIVER LABS INTL INC	Common stock	618,836
	CHART INDUSTRIES INC	Common stock	748,765
	CHEMED CORP	Common stock	1,159,697
	COGNEX CORP	Common stock	476,235
	CROWN HOLDINGS INC	Common stock	993,754
	DENBURY INC	Common stock	521,772
	DYNATRACE INC	Common stock	788,942
	ENCOMPASS HEALTH CORP	Common stock	1,062,764
	ENTEGRIS INC	Common stock	474,085
	EURONET WORLDWIDE INC	Common stock	977,399

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued):		
	FIRSTSERVICE CORP	Common stock	$ 470,469
	FOX FACTORY HOLDING CORP	Common stock	600,842
	FRESHPET INC	Common stock	339,575
	GENPACT LTD	Common stock	483,812
	GLOBUS MEDICAL INC	Common stock	581,088
	GUIDEWIRE SOFTWARE INC	Common stock	460,254
	HALOZYME THERAPEUTICS INC	Common stock	827,098
	HEALTHEQUITY INC	Common stock	852,050
	HEICO CORP CL A	Common stock	593,018
	INSMED INC	Common stock	295,884
	INSPIRE MEDICAL SYSTEMS INC	Common stock	910,546
	INSULET CORP	Common stock	457,776
	LANCASTER COLONY CORP	Common stock	760,986
	LESLIE'S INC	Common stock	564,932
	LINCOLN ELECTRIC HLDGS INC	Common stock	418,010
	LIVE NATION ENTERTAINMENT INC	Common stock	411,605
	MARTIN MARIETTA MATERIALS INC	Common stock	875,004
	MERCURY SYSTEMS INC	Common stock	941,822
	MERIT MEDICAL SYSTEMS INC	Common stock	966,858
	MKS INSTRUMENTS INC	Common stock	334,938
	MONGODB INC CL A	Common stock	380,098
	NATIONAL INSTRUMENT CORP	Common stock	723,572
	NATIONAL VISION HOLDINGS INC	Common stock	996,287
	NEW FORTRESS ENERGY INC	Common stock	606,394
	NICE LTD SPON ADR	Common stock	659,204
	NOVANTA INC	Common stock	638,317
	PAGERDUTY INC	Common stock	584,240
	PENUMBRA INC	Common stock	1,072,702
	PERFORMANCE FOOD GROUP CO	Common stock	1,101,119
	PLANET FITNESS INC CL A	Common stock	763,414
	POOL CORP	Common stock	793,314
	PURE STORAGE INC CL A	Common stock	484,383
	REPLIGEN	Common stock	520,290
	REVOLVE GROUP INC	Common stock	446,001
	SHOALS TECHNOLOGIES GROUP INC	Common stock	415,196
	SOLAREDGE TECHNOLOGIES INC	Common stock	856,325
	TECHNIPFMC PLC	Common stock	956,647
	TREX CO INC	Common stock	552,787
	TWIST BIOSCIENCE CORP	Common stock	198,718
	VARONIS SYSTEMS INC	Common stock	658,446
	WESTERN ALLIANCE BANCORP	Common stock	639,555
	WHITECAP RESOURCES INC	Common stock	734,691
	WILLSCOT MOBILE MINI HOLDINGS CORP	Common stock	383,584
	WOLFSPEED INC	Common stock	320,277

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued)**:**		
	WYNDHAM HOTELS & RESORTS INC	Common stock	$ 963,113
	Total		1,560,542,065
*	Participant loans (interest rates 4.25% - 10%, maturing at various dates through 12/05/2032)		29,558,649
			$ 1,590,100,714

* Denotes party-in-interest.

Note: Cost information for investments on the schedule of assets held was excluded as it is not applicable as all investments are participant directed.

BMW SAVINGS PLAN

FINANCIAL STATEMENTS

December 31, 2022 and 2021

BMW SAVINGS PLAN

FINANCIAL STATEMENTS
December 31, 2022 and 2021

CONTENTS

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS 5

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS 6

NOTES TO FINANCIAL STATEMENTS 7

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD AT END OF YEAR 14

Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator, Participants and
Beneficiaries of the
BMW Savings Plan

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

We have performed audits of the financial statements of the BMW 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, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 audits 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 certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section

- the amounts and disclosures in the accompanying 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 accompanying 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).

(Continued)

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 audits. 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 the 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 from 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.

Auditor's 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 auditor's 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.

(Continued)

- 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 audits 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 Schedules Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022, 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 audits 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, are 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).



Crowe LLP

New York, New York
October 6, 2023

BMW SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2022 and 2021

	2022	2021
Assets		
Investments at fair value	$ 1,560,542,065	$ 1,863,809,020
Non-interest bearing cash	25,307	249,333
Notes receivable from participants	30,488,855	30,109,693
Receivables:		
Employer contributions	53,591,595	50,908,195
Participant contributions	1,904,381	-
Other receivables	3,153,299	569,600
Total receivables	58,649,275	51,477,795
Total assets	1,649,705,502	1,945,645,841
Liabilities		
Operating payables	217,267	238,817
Due to broker for securities purchased	3,114,118	392,282
Total liabilities	3,331,385	631,099
Net assets available for benefits	$ 1,646,374,117	$ 1,945,014,742

See accompanying notes to financial statements.

BMW SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2022 and 2021

	2022	2021
Additions to net assets available for benefits:		
Investment income:		
Net appreciation in fair value of investments	$ -	$ 244,893,644
Interest and dividend income	7,850,854	10,037,710
Total investment income	7,850,854	254,931,354
Interest income on notes receivable from participants	1,419,572	1,596,327
Contributions:		
Participant	74,364,451	67,159,640
Employer	81,168,537	76,778,423
Rollovers	4,990,362	7,604,914
Total contributions	160,523,350	151,542,977
Deductions from net assets available for benefits:		
Net depreciation in fair value of investments	331,801,381	-
Benefits paid to participants	135,120,556	138,502,532
Administrative expenses	1,512,464	1,621,762
Net increase (decrease) in net assets available for benefits	(298,640,625)	267,946,364
Net assets available for benefits at beginning of year	1,945,014,742	1,677,068,378
Net assets available for benefits at end of year	$ 1,646,374,117	$ 1,945,014,742

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the BMW Savings Plan (the "Plan") is provided for the purpose of general information only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General: The Plan is a participant-directed, defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is administered by the BMW Savings Plan Committee.

The Plan covers the employees of the Plan's sponsor, BMW of North America, LLC, and participating affiliated companies, individually and collectively, ("BMW" or the "Company"), who have met specified requirements as to length of service and who are not covered by a collective bargaining agreement (unless such agreement expressly provides for participation in the Plan). Employees are eligible to participate after completing 30 days of service, as defined.

Effective January 31, 2019 (the "Separation Date"), ReachNow LLC ("ReachNow"), a previously participating employer in the Plan, separated from the BMW of North America, LLC controlled group of corporations and all ReachNow employees became ineligible for the Plan. As of the Separation Date, all employees of ReachNow became immediately vested in the Plan.

Effective January 1, 2021, BMW Shared Services, LLC (“BMW SS”) an affiliate of BMW, adopted the Plan as a participating Employer for the benefit of its eligible employees

Defined Contribution Plan:

401(k) and Roth 401(k)

Each year, participants in the Plan may elect to contribute from 2% to 6% of their pre-tax annual compensation, as defined in the Plan document, as basic contributions. The Plan includes an auto-enrollment provision whereby all new hires are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions invested in the JPMorgan SmartRetirement Fund closest to the employee's projected retirement year until changed by the participant. In addition to each participant's basic contributions, the Company generally contributes 60% of the first 6% of eligible compensation that the participant contributes to the Plan. Participants may make additional contributions as supplemental contributions that are not matched by the employer up to 75% of their compensation. Discretionary employer contributions may also be made to the Plan at the discretion of the Management Committee. There were no discretionary employer contributions made to the Plan during 2022. The employee and employer contributions are invested as directed by the participant into the various investments and may participate simultaneously in more than one fund. Participants may also elect to transfer all or a portion of the total investment fund balance allocated to their accounts from one fund to another as described in the Plan document. Contributions are subject to certain limitations, and participants may make catch-up contributions, as defined in the Plan. On January 2, 2018, a Roth contribution option was added to the Plan. Effective February 1, 2018, the Plan allowed for in-Plan Roth conversions.

Retirement Income Account

Employees hired or rehired on or after March 1, 2012 are automatically enrolled as Retirement Income Account ("RIA") participants. At least annually, an RIA contribution is made by BMW to each participant's RIA if the participant is employed by the Company on the last day of the Plan year, or other period, for which contributions are to be made. The RIA contribution by BMW is a percentage, determined according

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

to the age of the participant, of the participant's eligible compensation. The RIA contribution is invested as directed by the participant into the various investment funds.

Effective July 1, 2019, all benefits-eligible Company associates who were hired or rehired before March 1, 2012, began participating in the RIA and will receive the Company's annual contribution to the Plan, regardless of hire date.

For RIA accounts, employer contributions are recognized in the Plan year, or other period, during which services are rendered, provided the employee is employed on the last day of the Plan year, or other period, as required by the Plan. RIA contributions are paid and allocated to each participant's account subsequent to the Plan year, or other period, in which they were earned.

Participant Accounts: Each participant account is credited, as applicable, with the participant's contributions and allocations of (a) the Company contributions and (b) Plan earnings. Participant accounts may be charged with an allocation of administrative fees. 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.

Vesting: Participants are immediately vested in their contributions plus actual earnings or losses thereon. Vesting of the employers' contributions, including RIA contributions, plus actual earnings thereon occurs after three years of continuous service, as defined. Additionally, participants are fully vested upon retirement, permanent and total disability, or death.

Payment of Benefits: The Plan allows participants to make certain withdrawals (in a certain order based on categories of deposits as defined in the Plan document) during each calendar year.

Participants who suffer a financial hardship may withdraw all or any vested portion of the Employer Savings Account and Individual Account attributable to elective deferrals, not including earnings, prior to reaching age 59½.

Upon termination of the participant due to death, disability, or retirement, the vested portion of a participant's accounts may be paid out in a lump sum. The benefit to which a participant is entitled is the benefit that can be paid from the participant's accounts.

Forfeitures: Upon a participant's break in service, except by death or disability, the nonvested amount that had been contributed by the employers, plus any earnings or losses thereon, would be forfeited and used to reduce future employer contributions. As of December 31, 2022 and 2021, forfeited nonvested accounts totaled $2,263,123 and $2,281,538, respectively. Forfeitures totaling $814,746 and $335,928 reduced employer matching contributions during the years ended December 31, 2022 and 2021, respectively. Forfeitures totaling $99,955 and $66,499 were used to pay Plan expenses during the years ended December 31, 2022 and 2021, respectively.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. The Plan allows for participants to borrow from their participant accounts, other than RIA accounts, up to $50,000 or 50% of the entire vested balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at 1% above the prime interest rate at the loan origination date. Interest rates on outstanding loan balances range from 4.25% to 10% at December 31, 2022 and 2021. Repayments are made through periodic payroll deductions with terms of up to five years (ten years when purchasing a primary residence). Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

(Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Related fees are recorded as administrative expenses and are expensed when they are incurred.

NOTE 2 - PLAN TERMINATION

While the Company has not expressed any intention to terminate or partially terminate the Plan, the Company reserves the right to discontinue its contributions and amend or discontinue the Plan at any time subject to the provisions set forth in ERISA. Upon termination of the Plan, the Company (at its discretion) may elect to terminate the trust agreement. In such event, participants will become vested in their applicable employer contributions, and each member's individual account balance will be paid to such member as soon as practicable after a determination is made of the value of the participant's individual account. In the event of Plan termination, participants would become 100% vested in their Company contributions.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The financial statements of the Plan have been prepared on an accrual basis.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and when applicable disclosure of contingent assets and liabilities at the financial statement date. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: The Plan's investments are stated at fair value. 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. See note 5 for discussion on fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments includes both realized and unrealized gains and losses.

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 values of investment securities will occur in the near term, and that such changes could materially affect the participants' account balances and amounts reported in the statements of net assets available for benefits.

Volatility in the financial markets may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2022 may not necessarily be indicative of amounts that could be realized in a current market exchange.

Subsequent Events: Subsequent events were evaluated through October 6, 2023, the date the financial statements were available to be issued.

Payment of Benefits: Benefits are recorded when paid.

(Continued)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Administrative Expenses: The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses paid directly by the Company are excluded from the Plan's financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits.

Participants' accounts are charged for expenses related to Plan operations, including but not limited to investment management fees, administrative expenses and portfolio advisory service fees. Participants who elect to take a loan will be charged fees associated with that transaction. Some other administrative expenses outside of Plan operations could be borne by the Company.

NOTE 4 - CERTIFIED INVESTMENTS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years ended December 31, 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, provides the 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 FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology and 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: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability, or (4) 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.

An asset's 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 maximize the use of observable inputs. There have been no changes to the methodologies used as of December 31, 2022 and 2021.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

The following is a description of the valuation methodologies used for investment assets measured at fair value:

Registered investment companies - Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-ended registered investment companies that are registered with the Securities and Exchange Commission. These investments are required to publish their daily net asset value ("NAV") and to transact at that price. The registered investment companies held by the Plan are deemed to be actively traded.

Common stocks: The fair values of investments in common stocks are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Self-directed brokerage accounts - Accounts primarily consist of mutual funds and common stocks that are valued on the basis of readily determinable market prices along with certificates of deposit valued at amortized cost which approximates fair value.

Common collective trusts - The fair value of participation units held in the collective trust is valued at net asset value of the shares, as determined by the underlying investments held by the plan at year-end and reported by the fund manager. The collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Separately Managed Funds:

The Plan offers the BMW SMID Cap Fund as an investment option. The strategy of which is long-term capital growth with the goal of appreciation of principal over a complete market cycle. The underlying assets of the BMW SMID Cap Fund are wholly owned by the Plan, and the fund is unitized by Fidelity. Unitization incorporates the blending of the prices of the underlying holdings of each of the Funds to determine a daily overall NAV per unit for each Fund. Participants transact at the unitized value and each participant's interest is measured in units of participation, which represent a proportionate interest in the assets of the Funds. The BMW SMID Fund invests primarily in common stocks and registered investment companies (valued the same as previously described).

The Plan also offers the BMW Large Cap Fund, the BMW Fixed Income Fund, and the BMW Non-U.S. Equity Fund. Similar to the BMW SMID Cap Fund, the underlying assets of these funds are wholly owned by the Plan, and these funds are unitized by Fidelity. The BMW Large Cap Fund seeks to outperform the Russell 1000 Index over a full market cycle with the goal of long-term capital growth through capital appreciation. The BMW Fixed Income Fund is a diversified portfolio of registered investment companies and a collective trust that invest in high-quality bonds actively managed to maximize returns and outperform the Bloomberg Barclays Aggregate Index over a full market cycle and is majority sub-advised by PIMCO Total Return. The BMW Non-U.S. Equity Fund seeks long term growth through capital appreciation to outperform the MSCI ACWI ex-U.S. Index over a full market cycle through registered investment companies and a collective trust investing in common stocks of primarily large-sized companies domiciled in foreign developed and emerging market countries.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Investments at December 31, 2022 and 2021, are summarized below:

	2022			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments measured at fair value:				
Registered investment companies	$ 587,114,986	$ 587,114,986	$ -	$ -
Common stock	98,188,667	98,188,667	-	-
Self-directed brokerage account	67,953,116	67,953,116	-	-
	753,256,769	753,256,769	-	-
Investments measured at net asset value [(a)]				
Common collective trusts	807,285,296	-	-	-
Total investments	$ 1,560,542,065	$ 753,256,769	$ -	$ -

	2021			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments measured at fair value:				
Registered investment companies	$ 734,319,163	$ 734,319,163	$ -	$ -
Common stock	107,754,679	107,754,679	-	-
Self-directed brokerage account	90,421,865	90,421,865	-	-
	932,495,707	932,495,707	-	-
Investments measured at net asset value [(a)]				
Common collective trusts	931,313,313	-	-	-
Total investments	$ 1,863,809,020	$ 932,495,707	$ -	$ -

(a) Certain investments measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

(Continued)

NOTE 5 - INVESTMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another.

NOTE 6 - INCOME TAX STATUS OF THE PLAN

The Internal Revenue Service ("IRS") issued its latest determination letter on May 29, 2015, which stated that the Plan qualified under the applicable provisions of the Internal Revenue Code ("IRC"), and therefore, the related trust is exempt from income taxes. The Plan has been amended since it received the tax determination letter. In the opinion of the Plan administrator, the Plan, as amended, is designed and is currently being operated in compliance with the applicable requirements of the IRC, and therefore, the Plan is qualified, and the related trust is tax exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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, 2022 and 2021, there are no uncertain 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 by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2019.

NOTE 7 - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are shares of registered investment companies and common collective trusts managed by Fidelity, who is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions along with notes receivable from participants. In addition, fees paid for directly by the Plan as well as the fees described in Note 8 are also considered party-in-interest transactions.

NOTE 8 - REGISTERED INVESTMENT COMPANY FEES

Investments in registered investment companies are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

(Continued)

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to net assets per the Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	$ 1,646,374,117	$ 1,945,014,742
Adjustment for loans deemed distributed with no post-default payments	(930,206)	(967,335)
Net assets available for benefits per the Form 5500	$ 1,645,443,911	$ 1,944,047,407

The following is a reconciliation of the increase (decrease) in net assets available for benefits per the financial statements to net income (loss) per the Form 5500:

	2022	2021
Increase (decrease) in net assets available for benefits per the financial statements	$ (298,640,625)	$ 267,946,364
Total net (decrease) increase:		
Prior year adjustment for deemed loans	967,335	794,202
Current year adjustment for deemed loans	(930,206)	(967,335)
Net income (loss) per the Form 5500	$ (298,603,496)	$ 267,773,231

SUPPLEMENTARY INFORMATION

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	JPMCB SR PB INC CF	Common collective trust	$ 5,311,293
	JPMCB SR PB 2020 CF	Common collective trust	22,113,384
	JPMCB SR PB 2025 CF	Common collective trust	49,564,363
	JPMCB SR PB 2030 CF	Common collective trust	90,202,475
	JPMCB SR PB 2035 CF	Common collective trust	89,740,308
	JPMCB SR PB 2040 CF	Common collective trust	66,739,619
	JPMCB SR PB 2045 CF	Common collective trust	59,466,263
	JPMCB SR PB 2050 CF	Common collective trust	59,734,004
	JPMCB SR PB 2055 CF	Common collective trust	45,349,353
	JPMCB SR PB 2060 CF	Common collective trust	20,381,057
*	FIDELITY MANAGED INCOME PORTFOLIO II CL4	Common collective trust	123,247,926
*	FID EXTD MKT INDX	Registered investment company	29,076,470
*	FID US BOND IDX	Registered investment company	56,181,839
*	FID 500 INDEX	Registered investment company	234,921,458
*	FID GLB EX US IDX	Registered investment company	28,216,596
*	FID GOV CASH RESERVE	Registered investment company	1,306,734
*	BROKERAGELINK	Self-directed brokerage account	67,953,116
	FIXED INCOME FUND:		
*	US BOND INDEX	Registered investment company	5,102,597
	PIMCO TOTAL RETURN INSTL	Registered investment company	23,083,339
	WESTERN ASSET CORE PLUS BOND CIF R2	Common collective trust	22,927,150
	LARGE CAP FUND:		
	DODGE & COX STOCK	Registered investment company	117,424,043
*	FID 500 INDEX	Registered investment company	58,147,806
*	FID GROWTH CO POOL	Common collective trust	112,874,710
	NON-U.S. EQUITY FUND:		
*	EMERGING MKTS IND	Registered investment company	13,706,394
*	GLOBAL EX US	Registered investment company	5,951,647
	MFS INSTL EQUITY CIT CI 3	Common collective trust	39,633,391
	SMID CAP FUND:		
*	FIDELITY EXTENDED MARKET INDEX FUND	Registered investment company	11,152,228
	BBH STIF FUND	Registered investment company	2,843,835
	AGILENT TECHNOLOGIES INC	Common stock	471,398
	ALLEGION PLC	Common stock	535,247
	ALLIANT ENERGY CORPORATION	Common stock	704,756
	ALLSTATE CORPORATION	Common stock	1,322,778
	AMEREN CORP	Common stock	727,365
	AMERISOURCEBERGEN CORP	Common stock	1,418,478
	AMETEK INC NEW	Common stock	1,316,861

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued):		
	ANALOG DEVICES INC	Common stock	$ 255,887
	APOLLO GLOBAL MANAGEMENT INC	Common stock	519,187
	ARAMARK	Common stock	1,025,232
	ARES MANAGEMENT CORP CL A	Common stock	386,686
	ARTHUR J GALLAGHAR AND CO	Common stock	1,102,959
	AVANTOR INC	Common stock	405,139
	AVERY DENNISON CORP	Common stock	307,700
	AXALTA COATING SYSTEMS LTD	Common stock	686,671
	AXON ENTERPRISE INC	Common stock	676,165
	AZEK CO INC	Common stock	593,547
	BANK OF NT BUTTERFIELD&SON LTD	Common stock	504,981
	BRIGHTSPHERE INVESTMENT GROUP INC	Common stock	691,653
	CACI INTERNATIONAL INC	Common stock	1,110,680
	CBOE GLOBAL MARKETS	Common stock	768,504
	CDW CORPORATION	Common stock	635,745
	CHURHC & DWIGHT CO INC	Common stock	508,246
	CMS ENERGY CORP	Common stock	742,544
	CONSTELLIUM SE CL A	Common stock	854,244
	COOPER COMPANIES INC	Common stock	671,260
	CRANE CO	Common stock	969,845
	CROWN HOLDINGS INC	Common stock	600,133
	DIAMONDBACK ENERGY INC	Common stock	843,249
	ELANCO ANIMAL HEALTH INC	Common stock	222,648
	ENTEGRIS INC	Common stock	246,290
	EQUIFAX INC	Common stock	396,494
	EVERGY INC	Common stock	691,286
	FACTSET RESEARCH SYSTEMS INC	Common stock	1,444,356
	FIRST REPUBLIC BANK	Common stock	975,729
	FMC CORP NEW	Common stock	1,033,344
	GRAND CANYON EDUCATION INC	Common stock	371,394
	HOLOGIC INC	Common stock	647,481
	HUBBELL INC	Common stock	366,101
	HUNTINGTON BANCSHARES INC	Common stock	346,649
	IQVIA HOLDINGS INC	Common stock	1,014,820
	KEYSIGHT TECHNOLOGIES INC	Common stock	497,814
	LYONDELLBASELL INDS CLASS A	Common stock	397,299
	MAXIMUS INC	Common stock	1,212,512
	MOTOROLA SOLUTIONS INC	Common stock	1,618,419
	N-ABLE INC	Common stock	237,776
	NASDAQ INC	Common stock	1,293,565
	NEXSTAR MEDIA GROUP INC A	Common stock	1,556,892
	NVENT ELECTRIC PLC	Common stock	1,029,265
	OTIS WORLDWIDE CORP	Common stock	871,982
	PACWEST BANCORP	Common stock	403,232
	PERFORMANCE FOOD GROUP CO	Common stock	937,160

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued)**:**		
	PIONEER NATURAL RESOURCES CO	Common stock	$ 776,526
	RAYMOND JAMES FINANCIAL INC.	Common stock	309,544
	REINSURANCE GROUP OF AMERICA	Common stock	777,232
	REPUBLIC SERVICES INC	Common stock	1,351,815
	RITHM CAPITAL CORP	Common stock	778,478
	SKECHERS USA INC CL A	Common stock	257,573
	SOUTHWESTERN ENERGY CO	Common stock	853,281
	SS&C TECHNOLOGIES HOLDINGS INC	Common stock	1,150,266
	VISTRA CORP	Common stock	1,685,712
	VULCAN MATERIALS CO	Common stock	303,816
	WILLSCOT MOBILE MINI HOLDINGS CORP	Common stock	1,978,446
	VIRTU FINANCIAL INC- CL A	Common stock	724,575
	ABIOMED INC	Common stock	1,983
	ACADIA HEALTHCARE CO INC	Common stock	864,195
	ADVANCED DRAINAGE SYSTEMS INC.	Common stock	510,673
	ALARM.COM HOLDINGS INC	Common stock	483,370
	AMBARELLA INC	Common stock	442,644
	ARES MANAGEMENT CORP CL A	Common stock	550,531
	AXON ENTERPRISE INC	Common stock	1,233,524
	AZENTA INC	Common stock	369,406
	BLUEPRINT MEDICINES CORP	Common stock	193,991
	BRINKS CO	Common stock	875,258
	BUILDERS FIRSTSOURCE	Common stock	1,194,960
	BURLINGTON STORES INC	Common stock	610,916
	BWX TECHNOLOGIES INC	Common stock	1,456,588
	CAMECO CORP	Common stock	936,566
	CARLYLE GROUP INC (THE)	Common stock	388,278
	CASELLA WASTE SYS INC CL A	Common stock	594,825
	CERTARA INC	Common stock	371,201
	CF INDUSTRIES HOLDINGS INC	Common stock	575,356
	CHARLES RIVER LABS INTL INC	Common stock	618,836
	CHART INDUSTRIES INC	Common stock	748,765
	CHEMED CORP	Common stock	1,159,697
	COGNEX CORP	Common stock	476,235
	CROWN HOLDINGS INC	Common stock	993,754
	DENBURY INC	Common stock	521,772
	DYNATRACE INC	Common stock	788,942
	ENCOMPASS HEALTH CORP	Common stock	1,062,764
	ENTEGRIS INC	Common stock	474,085
	EURONET WORLDWIDE INC	Common stock	977,399

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued):		
	FIRSTSERVICE CORP	Common stock	$ 470,469
	FOX FACTORY HOLDING CORP	Common stock	600,842
	FRESHPET INC	Common stock	339,575
	GENPACT LTD	Common stock	483,812
	GLOBUS MEDICAL INC	Common stock	581,088
	GUIDEWIRE SOFTWARE INC	Common stock	460,254
	HALOZYME THERAPEUTICS INC	Common stock	827,098
	HEALTHEQUITY INC	Common stock	852,050
	HEICO CORP CL A	Common stock	593,018
	INSMED INC	Common stock	295,884
	INSPIRE MEDICAL SYSTEMS INC	Common stock	910,546
	INSULET CORP	Common stock	457,776
	LANCASTER COLONY CORP	Common stock	760,986
	LESLIE'S INC	Common stock	564,932
	LINCOLN ELECTRIC HLDGS INC	Common stock	418,010
	LIVE NATION ENTERTAINMENT INC	Common stock	411,605
	MARTIN MARIETTA MATERIALS INC	Common stock	875,004
	MERCURY SYSTEMS INC	Common stock	941,822
	MERIT MEDICAL SYSTEMS INC	Common stock	966,858
	MKS INSTRUMENTS INC	Common stock	334,938
	MONGODB INC CL A	Common stock	380,098
	NATIONAL INSTRUMENT CORP	Common stock	723,572
	NATIONAL VISION HOLDINGS INC	Common stock	996,287
	NEW FORTRESS ENERGY INC	Common stock	606,394
	NICE LTD SPON ADR	Common stock	659,204
	NOVANTA INC	Common stock	638,317
	PAGERDUTY INC	Common stock	584,240
	PENUMBRA INC	Common stock	1,072,702
	PERFORMANCE FOOD GROUP CO	Common stock	1,101,119
	PLANET FITNESS INC CL A	Common stock	763,414
	POOL CORP	Common stock	793,314
	PURE STORAGE INC CL A	Common stock	484,383
	REPLIGEN	Common stock	520,290
	REVOLVE GROUP INC	Common stock	446,001
	SHOALS TECHNOLOGIES GROUP INC	Common stock	415,196
	SOLAREDGE TECHNOLOGIES INC	Common stock	856,325
	TECHNIPFMC PLC	Common stock	956,647
	TREX CO INC	Common stock	552,787
	TWIST BIOSCIENCE CORP	Common stock	198,718
	VARONIS SYSTEMS INC	Common stock	658,446
	WESTERN ALLIANCE BANCORP	Common stock	639,555
	WHITECAP RESOURCES INC	Common stock	734,691
	WILLSCOT MOBILE MINI HOLDINGS CORP	Common stock	383,584
	WOLFSPEED INC	Common stock	320,277

(Continued)

Employer Identification No. 22-2139469
Plan Number: 002

(a)	(b) Identity of Issuer and Description of Investment	(c) Type of Investment	(d) Current Value
	SMID CAP FUND (Continued)**:**		
	WYNDHAM HOTELS & RESORTS INC	Common stock	$ 963,113
	Total		1,560,542,065
*	Participant loans (interest rates 4.25% - 10%, maturing at various dates through 12/05/2032)		29,558,649
			$ 1,590,100,714

* Denotes party-in-interest.

Note: Cost information for investments on the schedule of assets held was excluded as it is not applicable as all investments are participant directed.