

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- A This return/report is for: a multiemployer plan, a multiple-employer plan, a single-employer plan, a DFE (specify) M, B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, C If the plan is a collectively-bargained plan, check here, D Check box if filing under: Form 5558, automatic extension, the DFVC program, special extension, 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 PENSION PLAN MASTER TRUST; 1b Three-digit plan number (PN): 005; 1c Effective date of plan; 2a Plan sponsor's name: BMW OF NORTH AMERICA, LLC; 2b Employer Identification Number (EIN): 90-1504377; 2c Plan Sponsor's telephone number: 201-307-4000; 2d Business code

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.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Includes entries for employer/plan sponsor and DFE.

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

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 6a(2) 6b 6c 6d 6e 6f 6g(1) 6g(2) 6h
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:

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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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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) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____ (5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> A (Insurance Information) – Number Attached <u> 1 </u> (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 _____

<p>SCHEDULE A (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p>2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

<p>A Name of plan BMW PENSION PLAN MASTER TRUST</p>	<p>B Three-digit plan number (PN) ▶ 005</p>	
<p>C Plan sponsor's name as shown on line 2a of Form 5500 BMW OF NORTH AMERICA, LLC</p>	<p>D Employer Identification Number (EIN) 90-1504377</p>	

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ATHENE ANNUITY AND LIFE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0175020	61689	7009	3233	01/01/2024	12/31/2024

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.
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4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	573681093

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) individual policies (2) group deferred annuity
(3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
(3) guaranteed investment (4) other ▶

b Balance at the end of the previous year	7b	0
c Additions: (1) Contributions deposited during the year	7c(1)	
	7c(2)	
	7c(3)	
	7c(4)	
	7c(5)	
	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	0
e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	7e(2)	
	7e(3)	
	7e(4)	
	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	0

Part III Welfare Benefit Contract Information
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** Health (other than dental or vision)
- b** Dental
- c** Vision
- d** Life insurance
- e** Temporary disability (accident and sickness)
- f** Long-term disability
- g** Supplemental unemployment
- h** Prescription drug
- i** Stop loss (large deductible)
- j** HMO contract
- k** PPO contract
- l** Indemnity contract
- m** Other (specify) ▶

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)		
	(2) Increase (decrease) in amount due but unpaid	9a(2)		
	(3) Increase (decrease) in unearned premium reserve	9a(3)		
	(4) Earned ((1) + (2) - (3))		9a(4)	0
b	Benefit charges (1) Claims paid	9b(1)		
	(2) Increase (decrease) in claim reserves	9b(2)		
	(3) Incurred claims (add (1) and (2))		9b(3)	0
	(4) Claims charged		9b(4)	
c	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions	9c(1)(A)		
	(B) Administrative service or other fees	9c(1)(B)		
	(C) Other specific acquisition costs	9c(1)(C)		
	(D) Other expenses	9c(1)(D)		
	(E) Taxes	9c(1)(E)		
	(F) Charges for risks or other contingencies	9c(1)(F)		
	(G) Other retention charges	9c(1)(G)		
	(H) Total retention		9c(1)(H)	0
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)		9c(2)	
d	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
	(2) Claim reserves		9d(2)	
	(3) Other reserves		9d(3)	
e	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a	Total premiums or subscription charges paid to carrier	10a	
b	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? Yes No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BMW PENSION PLAN MASTER TRUST	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 BMW OF NORTH AMERICA, LLC	D Employer Identification Number (EIN) 90-1504377	

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)..... 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

ABBOTT CAPITAL MANAGEMENT, LLC

04-3376204

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ARROWGRASS CAPITAL PARTNERS LLP

98-0573763

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JP MORGAN

13-2624428

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MESIROW FUNDS **2828 SOUTH ST**
DALLAS, TX 75201

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SECURIS INVESTMENT PARTNERS LLP

110 BISHOPGATE
LONDON, UNITED KINGDOM EC2N 4AY GB

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <hr/> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>BMW PENSION PLAN MASTER TRUST</u>	B Three-digit plan number (PN)	<u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BMW OF NORTH AMERICA, LLC</u>	D Employer Identification Number (EIN) <u>90-1504377</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SECURIS OPPORTUNITIES FUND</u>		
b Name of sponsor of entity listed in (a): <u>SECURIS INVESTMENT PARTNERS LLP</u>		
c EIN-PN <u>99-9999990-999</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18012</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SECURIS II FUND - SPC</u>		
b Name of sponsor of entity listed in (a): <u>SECURIS INVESTMENT PARTNERS LLP</u>		
c EIN-PN <u>99-9999990-999</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7955</u>
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)
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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**
(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name	2019 BMW PENSION PLAN	
b Name of plan sponsor	BMW OF NORTH AMERICA, LLC	c EIN-PN 22-2139469-004

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan BMW PENSION PLAN MASTER TRUST	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 BMW OF NORTH AMERICA, LLC	D Employer Identification Number (EIN) 90-1504377

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	105026	116426
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	47434569	48640425
(5) Partnership/joint venture interests	1c(5)	42496179	35164292
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	378959	25967
(10) Value of interest in pooled separate accounts	1c(10)	602538160	573681093
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	27668135	35416437
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	720621028	693044640
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	720621028	693044640

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)		
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	1406437	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	42762133	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	29706259	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	-5276840	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		6513
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9191984

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		0

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9191984
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		36768372

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name:

(2) EIN:

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

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.)			
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.)		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.)		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.)		X	
e Was this plan covered by a fidelity bond?			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?			
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?			
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?			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
l Has the plan failed to provide any benefit when due under the plan?			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
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.			

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 _____.

BASE CURRENCY: USD

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	SELLING PRICE	PURCHASE PRICE	BASED ON MARKET VALUE OF EXPENSES	720,621,029 COST OF ASSET	5% VALUE OF CURRENT VALUE	36,031,051 NET GAIN OR (LOSS)
46699A9A6	JPMORGAN US GOVT MMT FUND CAPITAL SHARES - FUND						
	MONTHLY VARIABLE 12/31/2049						
BROKER 0800003	MEMO-MASTER NOTES/POOLED FUNDS						
	143 01/02/24 B BUY	324	100.0000	0	143	143	0
	140 01/02/24 B BUY	588	100.0000	0	140	140	0
	80,934 01/02/24 B BUY	1023	100.0000	0	80,934	80,934	0
	1,968,385 01/02/24 S SELL	1743	100.0000	0	1,968,385	1,968,385	0
	1,774 01/08/24 B BUY	1745	100.0000	0	1,774	1,774	0
	43,551 01/19/24 S SELL	1027	100.0000	0	43,551	43,551	0
	4,456 01/23/24 S SELL	1029	100.0000	0	4,456	4,456	0
	29,734 01/23/24 S SELL	1749	100.0000	0	29,734	29,734	0
	4,816 01/26/24 S SELL	1031	100.0000	0	4,816	4,816	0
	3,531,936 01/29/24 B BUY	1751	100.0000	0	3,531,936	3,531,936	0
	1 02/01/24 B BUY	326	100.0000	0	1	1	0
	2 02/01/24 B BUY	590	100.0000	0	2	2	0
	91,006 02/01/24 B BUY	1033	100.0000	0	91,006	91,006	0
	3,503,657 02/01/24 S SELL	1762	100.0000	0	3,503,657	3,503,657	0
	601,758 02/02/24 S SELL	1036	100.0000	0	601,758	601,758	0
	389,775 02/05/24 S SELL	1039	100.0000	0	389,775	389,775	0
	4,217 02/05/24 S SELL	1764	100.0000	0	4,217	4,217	0
	1,774 02/07/24 B BUY	1766	100.0000	0	1,774	1,774	0
	1,191 02/08/24 B BUY	1768	100.0000	0	1,191	1,191	0
	41,068 02/14/24 B BUY	1042	100.0000	0	41,068	41,068	0
	20 02/14/24 S SELL	1770	100.0000	0	20	20	0
	2,131 02/15/24 B BUY	1772	100.0000	0	2,131	2,131	0
	5,150 02/20/24 S SELL	1044	100.0000	0	5,150	5,150	0
	22,567 02/20/24 S SELL	1774	100.0000	0	22,567	22,567	0
	2,131 02/21/24 S SELL	1777	100.0000	0	2,131	2,131	0
	17,967 02/22/24 S SELL	1046	100.0000	0	17,967	17,967	0
	2,665 02/22/24 S SELL	1779	100.0000	0	2,665	2,665	0
	2,760,868 02/26/24 B BUY	1781	100.0000	0	2,760,868	2,760,868	0
	600,000 02/29/24 B BUY	1048	100.0000	0	600,000	600,000	0
	1 03/01/24 B BUY	330	100.0000	0	1	1	0
	2 03/01/24 B BUY	592	100.0000	0	2	2	0
	81,529 03/01/24 B BUY	1050	100.0000	0	81,529	81,529	0
	2,738,526 03/01/24 S SELL	1789	100.0000	0	2,738,526	2,738,526	0
	92,967 03/04/24 B BUY	1052	100.0000	0	92,967	92,967	0
	3,100 03/07/24 S SELL	1054	100.0000	0	3,100	3,100	0
	1,774 03/07/24 B BUY	1791	100.0000	0	1,774	1,774	0
	227,753 03/14/24 S SELL	1063	100.0000	0	227,753	227,753	0
	24,023 03/18/24 S SELL	1065	100.0000	0	24,023	24,023	0
	270,000 03/21/24 B BUY	593	100.0000	0	270,000	270,000	0
	270,000 03/22/24 S SELL	596	100.0000	0	270,000	270,000	0
	670,000 03/22/24 B BUY	1069	100.0000	0	670,000	670,000	0
	187,094 03/25/24 S SELL	1793	100.0000	0	187,094	187,094	0
	2,918,395 03/26/24 B BUY	1795	100.0000	0	2,918,395	2,918,395	0
	1 04/01/24 B BUY	332	100.0000	0	1	1	0

BASE CURRENCY: USD

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	BASED ON MARKET VALUE OF		720,621,029	5% VALUE OF	36,031,051	
		PURCHASE PRICE	EXPENSES	COST OF ASSET	CURRENT VALUE	NET GAIN OR (LOSS)	
		SELLING PRICE					
41	04/01/24 B BUY	598	100.0000	0	41	41	0
90,394	04/01/24 B BUY	1071	100.0000	0	90,394	90,394	0
2,895,691	04/01/24 S SELL	1802	100.0000	0	2,895,691	2,895,691	0
2,166	04/03/24 B BUY	1805	100.0000	0	2,166	2,166	0
1,032	04/04/24 B BUY	1808	100.0000	0	1,032	1,032	0
1,774	04/05/24 B BUY	1810	100.0000	0	1,774	1,774	0
314	04/10/24 B BUY	1812	100.0000	0	314	314	0
38,741	04/12/24 S SELL	1073	100.0000	0	38,741	38,741	0
1,119	04/12/24 S SELL	1815	100.0000	0	1,119	1,119	0
96,000	04/15/24 B BUY	1075	100.0000	0	96,000	96,000	0
4,943	04/19/24 S SELL	1077	100.0000	0	4,943	4,943	0
27,245	04/19/24 S SELL	1821	100.0000	0	27,245	27,245	0
13,975	04/24/24 S SELL	1823	100.0000	0	13,975	13,975	0
2,037,285	04/25/24 B BUY	1825	100.0000	0	2,037,285	2,037,285	0
810,000	04/29/24 B BUY	1079	100.0000	0	810,000	810,000	0
1	05/01/24 B BUY	336	100.0000	0	1	1	0
2	05/01/24 B BUY	600	100.0000	0	2	2	0
89,570	05/01/24 B BUY	1081	100.0000	0	89,570	89,570	0
2,016,537	05/01/24 S SELL	1832	100.0000	0	2,016,537	2,016,537	0
31,069	05/02/24 B BUY	1083	100.0000	0	31,069	31,069	0
41	05/03/24 B BUY	1835	100.0000	0	41	41	0
1,032	05/06/24 B BUY	1838	100.0000	0	1,032	1,032	0
1,774	05/07/24 B BUY	1840	100.0000	0	1,774	1,774	0
411	05/13/24 S SELL	1842	100.0000	0	411	411	0
17,392	05/20/24 S SELL	1085	100.0000	0	17,392	17,392	0
46,753	05/22/24 S SELL	1087	100.0000	0	46,753	46,753	0
4,250	05/23/24 S SELL	1844	100.0000	0	4,250	4,250	0
2,259,218	05/28/24 B BUY	1846	100.0000	0	2,259,218	2,259,218	0
180,000	05/30/24 B BUY	601	100.0000	0	180,000	180,000	0
180,000	05/31/24 S SELL	604	100.0000	0	180,000	180,000	0
523,615	05/31/24 B BUY	1091	100.0000	0	523,615	523,615	0
2	06/03/24 B BUY	340	100.0000	0	2	2	0
28	06/03/24 B BUY	606	100.0000	0	28	28	0
96,663	06/03/24 B BUY	1093	100.0000	0	96,663	96,663	0
2,235,050	06/03/24 S SELL	1852	100.0000	0	2,235,050	2,235,050	0
1,446	06/04/24 S SELL	1854	100.0000	0	1,446	1,446	0
751	06/05/24 B BUY	1856	100.0000	0	751	751	0
620	06/06/24 B BUY	1858	100.0000	0	620	620	0
5,201	06/07/24 S SELL	1095	100.0000	0	5,201	5,201	0
145,711	06/07/24 S SELL	1862	100.0000	0	145,711	145,711	0
715,248	06/25/24 S SELL	1101	100.0000	0	715,248	715,248	0
2,378,609	06/25/24 B BUY	1865	100.0000	0	2,378,609	2,378,609	0
975,000	06/27/24 B BUY	1104	100.0000	0	975,000	975,000	0
1	07/01/24 B BUY	344	100.0000	0	1	1	0
3	07/01/24 B BUY	608	100.0000	0	3	3	0
95,944	07/01/24 B BUY	1106	100.0000	0	95,944	95,944	0
2,361,845	07/01/24 S SELL	1871	100.0000	0	2,361,845	2,361,845	0

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	BASED ON MARKET VALUE OF		720,621,029	5% VALUE OF	36,031,051	
		BUYING PRICE	SELLING PRICE	PURCHASE PRICE	CURRENT VALUE	NET GAIN OR (LOSS)	
	22,828 07/02/24 B BUY	1108	100.0000	0	22,828	22,828	0
	112 07/03/24 B BUY	1873	100.0000	0	112	112	0
	620 07/05/24 B BUY	1875	100.0000	0	620	620	0
	5,081 07/08/24 B BUY	1878	100.0000	0	5,081	5,081	0
	1,442 07/09/24 B BUY	1880	100.0000	0	1,442	1,442	0
	921 07/11/24 S SELL	1884	100.0000	0	921	921	0
	214,224 07/12/24 S SELL	1110	100.0000	0	214,224	214,224	0
	297 07/18/24 B BUY	1886	100.0000	0	297	297	0
	1,717 07/19/24 B BUY	1888	100.0000	0	1,717	1,717	0
	135,000 07/26/24 B BUY	609	100.0000	0	135,000	135,000	0
	3,344,672 07/26/24 B BUY	1890	100.0000	0	3,344,672	3,344,672	0
	135,000 07/29/24 S SELL	612	100.0000	0	135,000	135,000	0
	435,000 07/29/24 B BUY	1113	100.0000	0	435,000	435,000	0
	1,261 07/29/24 B BUY	1892	100.0000	0	1,261	1,261	0
	375,000 07/30/24 B BUY	1115	100.0000	0	375,000	375,000	0
	2 08/01/24 B BUY	348	100.0000	0	2	2	0
	60 08/01/24 B BUY	614	100.0000	0	60	60	0
	100,524 08/01/24 B BUY	1117	100.0000	0	100,524	100,524	0
	3,320,815 08/01/24 S SELL	1898	100.0000	0	3,320,815	3,320,815	0
	38,000 08/02/24 S SELL	1119	100.0000	0	38,000	38,000	0
	112 08/05/24 B BUY	1900	100.0000	0	112	112	0
	17,431 08/06/24 S SELL	1122	100.0000	0	17,431	17,431	0
	4,630 08/06/24 S SELL	1907	100.0000	0	4,630	4,630	0
	3,100 08/07/24 S SELL	1124	100.0000	0	3,100	3,100	0
	4,564 08/07/24 B BUY	1909	100.0000	0	4,564	4,564	0
	152,948 08/09/24 S SELL	1911	100.0000	0	152,948	152,948	0
	80,000 08/12/24 B BUY	1126	100.0000	0	80,000	80,000	0
	5,111 08/15/24 S SELL	1128	100.0000	0	5,111	5,111	0
	22,702 08/15/24 S SELL	1913	100.0000	0	22,702	22,702	0
	2,941,589 08/27/24 B BUY	1915	100.0000	0	2,941,589	2,941,589	0
	120,000 08/28/24 B BUY	1130	100.0000	0	120,000	120,000	0
	600,000 08/29/24 B BUY	1132	100.0000	0	600,000	600,000	0
	2 09/03/24 B BUY	352	100.0000	0	2	2	0
	3 09/03/24 B BUY	616	100.0000	0	3	3	0
	103,822 09/03/24 B BUY	1134	100.0000	0	103,822	103,822	0
	2,919,018 09/03/24 S SELL	1922	100.0000	0	2,919,018	2,919,018	0
	103,157 09/04/24 B BUY	1137	100.0000	0	103,157	103,157	0
	26,305 09/06/24 S SELL	1925	100.0000	0	26,305	26,305	0
	5,844 09/09/24 B BUY	1927	100.0000	0	5,844	5,844	0
	634,810 09/11/24 S SELL	1145	100.0000	0	634,810	634,810	0
	4,069 09/19/24 S SELL	1929	100.0000	0	4,069	4,069	0
	75,000 09/20/24 B BUY	1147	100.0000	0	75,000	75,000	0
	2,309,463 09/25/24 B BUY	1931	100.0000	0	2,309,463	2,309,463	0
	195,000 09/27/24 B BUY	617	100.0000	0	195,000	195,000	0
	2,192 09/27/24 B BUY	1933	100.0000	0	2,192	2,192	0
	195,000 09/30/24 S SELL	620	100.0000	0	195,000	195,000	0
	1,255,000 09/30/24 B BUY	1151	100.0000	0	1,255,000	1,255,000	0

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	QUANTITY	DATE	TYPE	SELLING PRICE	PURCHASE PRICE	EXPENSES	720,621,029 COST OF ASSET	5% VALUE OF CURRENT VALUE	36,031,051 NET GAIN OR (LOSS)
	1 10/01/24 B BUY	356			100.0000		0	1	1	0
	80 10/01/24 B BUY	622			100.0000		0	80	80	0
	99,578 10/01/24 B BUY	1153			100.0000		0	99,578	99,578	0
	2,288,467 10/01/24 S SELL	1940			100.0000		0	2,288,467	2,288,467	0
	24,800 10/03/24 B BUY	1155			100.0000		0	24,800	24,800	0
	329,347 10/04/24 S SELL	1943			100.0000		0	329,347	329,347	0
	6,369 10/07/24 S SELL	1158			100.0000		0	6,369	6,369	0
	5,213 10/07/24 S SELL	1946			100.0000		0	5,213	5,213	0
	1,612 10/10/24 B BUY	1948			100.0000		0	1,612	1,612	0
	2,870 10/15/24 B BUY	1952			100.0000		0	2,870	2,870	0
	197,296 10/16/24 S SELL	1161			100.0000		0	197,296	197,296	0
	297 10/17/24 B BUY	1954			100.0000		0	297	297	0
	434,472 10/23/24 S SELL	1164			100.0000		0	434,472	434,472	0
	2,054 10/23/24 B BUY	1956			100.0000		0	2,054	2,054	0
	957 10/25/24 S SELL	1958			100.0000		0	957	957	0
	187 10/28/24 S SELL	1960			100.0000		0	187	187	0
	330,000 10/29/24 B BUY	623			100.0000		0	330,000	330,000	0
	260,061 10/29/24 S SELL	1166			100.0000		0	260,061	260,061	0
	330,000 10/30/24 S SELL	626			100.0000		0	330,000	330,000	0
	705,000 10/30/24 B BUY	1169			100.0000		0	705,000	705,000	0
	1,970,325 10/30/24 B BUY	1962			100.0000		0	1,970,325	1,970,325	0
	300,000 10/31/24 B BUY	1171			100.0000		0	300,000	300,000	0
	1 11/01/24 B BUY	360			100.0000		0	1	1	0
	46 11/01/24 B BUY	628			100.0000		0	46	46	0
	101,780 11/01/24 B BUY	1173			100.0000		0	101,780	101,780	0
	1,953,598 11/01/24 S SELL	1969			100.0000		0	1,953,598	1,953,598	0
	620 11/06/24 B BUY	1971			100.0000		0	620	620	0
	31,869 11/07/24 S SELL	1176			100.0000		0	31,869	31,869	0
	236,062 11/07/24 S SELL	1976			100.0000		0	236,062	236,062	0
	485,132 11/18/24 S SELL	1179			100.0000		0	485,132	485,132	0
	7,337 11/18/24 S SELL	1978			100.0000		0	7,337	7,337	0
	270,000 11/19/24 B BUY	629			100.0000		0	270,000	270,000	0
	270,000 11/20/24 S SELL	632			100.0000		0	270,000	270,000	0
	741,303 11/20/24 B BUY	1183			100.0000		0	741,303	741,303	0
	2,633 11/20/24 S SELL	1980			100.0000		0	2,633	2,633	0
	8,647 11/22/24 B BUY	1184			100.0000		0	8,647	8,647	0
	2,583 11/22/24 B BUY	1981			100.0000		0	2,583	2,583	0
	411,706 11/25/24 S SELL	1193			100.0000		0	411,706	411,706	0
	1,746,773 11/25/24 B BUY	1985			100.0000		0	1,746,773	1,746,773	0
	325,000 11/27/24 B BUY	1195			100.0000		0	325,000	325,000	0
	1 12/02/24 B BUY	364			100.0000		0	1	1	0
	37 12/02/24 B BUY	634			100.0000		0	37	37	0
	96,584 12/02/24 B BUY	1198			100.0000		0	96,584	96,584	0
	1,692,909 12/02/24 S SELL	1991			100.0000		0	1,692,909	1,692,909	0
	62,284 12/03/24 S SELL	1995			100.0000		0	62,284	62,284	0
	620 12/05/24 B BUY	1997			100.0000		0	620	620	0
	258,565 12/06/24 S SELL	1205			100.0000		0	258,565	258,565	0

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET	BASED ON MARKET VALUE OF		720,621,029	5% VALUE OF	36,031,051	
		PURCHASE PRICE	EXPENSES	COST OF ASSET	CURRENT VALUE	NET GAIN	
		SELLING PRICE				OR (LOSS)	
	4,764 12/06/24 B BUY	2005	100.0000	0	4,764	4,764	0
	8,171 12/10/24 S SELL	2008	100.0000	0	8,171	8,171	0
	3,572 12/12/24 S SELL	2011	100.0000	0	3,572	3,572	0
	444,239 12/18/24 B BUY	1207	100.0000	0	444,239	444,239	0
	540,000 12/26/24 B BUY	635	100.0000	0	540,000	540,000	0
	3,206,925 12/26/24 B BUY	2013	100.0000	0	3,206,925	3,206,925	0
	540,000 12/27/24 S SELL	638	100.0000	0	540,000	540,000	0
	540,000 12/27/24 B BUY	1209	100.0000	0	540,000	540,000	0
	1,515,000 12/30/24 B BUY	1212	100.0000	0	1,515,000	1,515,000	0

	46,021,490	115	TOTAL BUYS	0	46,021,490	46,021,490	0
	38,273,194	79	TOTAL SELLS	0	38,273,194	38,273,194	0

	84,294,684		SECURITY TOTAL	0	84,294,684	84,294,684	0

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
GENERAL INVESTMENTS			

COMMON			

AAN9950N3 MESIROW FINANCIAL PRIVATE EQUITY FUND VI	L.P. 1,000.000	18,755,777	30,338,776
AAN9951N2 MESIROW FINANCIAL PRIVATE EQUITY FUND VI	L.P. 1,000.000	6,055,973	18,301,649
TOTAL COMMON		24,811,750	48,640,425
PARTNERSHIP/JOINT VENTURE INTERESTS			

002998524 ABBOTT CAPITAL PRIVATE EQUITY FUND VI,LP	1,000.000	6,282,731	3,442,303
590996914 MESIROW FINANCIAL PRIVATE EQUITY PARTNER	V LP - BMW 1,000.000	7,234,693	4,762,063
590998993 MESIROW FINANCIAL PRIVATE EQUITY PARTNER	VI LP 1,000.000	18,696,025	26,959,926
TOTAL PARTNERSHIP/JOINT VENTURE INTERESTS		32,213,449	35,164,292
VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS			

AAO9986W0 SECURIS II FUND - SPC	1,000.000	1,743,346	7,955
AAO9925W4 SECURIS OPPORTUNITIES FUND	1,000.000	15,852,662	18,012
TOTAL VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS		17,596,009	25,967

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES			

ABD9912J8 ARROWGRASS INTERNATIONAL FUND LTD CONT.	FEE CLASS 1,429.310	142,931	128,457
46699A9A6 JPMORGAN US GOVT MMKT FUND CAPITAL SHARE	MONTHLY VARIABLE 12/31/2049 35,287,979.350	35,287,979	35,287,979
TOTAL VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES		35,430,910	35,416,437
VALUE OF FUNDS HELD IN INSURANCE CO. GENERAL ACCT			

ABJ9933S7 ATHENE ANNUITY AND LIFE COMPANY CONTRACT	606,300,502.400	606,300,502	573,681,093
TOTAL VALUE OF FUNDS HELD IN INSURANCE CO. GENERAL ACCT		606,300,502	573,681,093
TOTAL GENERAL INVESTMENTS		716,352,621	692,928,214
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