

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) C, 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: AB US SMALL & MID CAP GROWTH COLLECTIVE TRUST
1b Three-digit plan number (PN): 008
1c Effective date of plan
2a Plan sponsor's name (employer, if for a single-employer plan): ALLIANCEBERNSTEIN LP
2b Employer Identification Number (EIN): 04-6948485
2c Plan Sponsor's telephone number: 629-213-5769
2d Business code (see instructions)

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.

Form 5500 (2024) v. 240311

|   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
|---|---|--------------|--|--------------|--|-----------|--|-----------|--|-----------|--|-----------|--|-----------|--|--------------|--|--------------|--|-----------|--|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor<br><br>ALLIANCEBERNSTEIN LP<br><br>501 COMMERCE STREET<br>NASHVILLE, TN 37203   | <b>3b</b> Administrator's EIN<br>13-4064930<br><br><b>3c</b> Administrator's telephone number<br>629-213-5769   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>4</b> 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:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name  | <b>4b</b> EIN<br><br><b>4d</b> PN   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>5</b> Total number of participants at the beginning of the plan year   | <b>5</b>  |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....<br><b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:100px;"><b>6a(1)</b></td><td></td></tr> <tr><td><b>6a(2)</b></td><td></td></tr> <tr><td><b>6b</b></td><td></td></tr> <tr><td><b>6c</b></td><td></td></tr> <tr><td><b>6d</b></td><td></td></tr> <tr><td><b>6e</b></td><td></td></tr> <tr><td><b>6f</b></td><td></td></tr> <tr><td><b>6g(1)</b></td><td></td></tr> <tr><td><b>6g(2)</b></td><td></td></tr> <tr><td><b>6h</b></td><td></td></tr> </table> | <b>6a(1)</b> |  | <b>6a(2)</b> |  | <b>6b</b> |  | <b>6c</b> |  | <b>6d</b> |  | <b>6e</b> |  | <b>6f</b> |  | <b>6g(1)</b> |  | <b>6g(2)</b> |  | <b>6h</b> |  |
| <b>6a(1)</b>  |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6a(2)</b>  |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6b</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6c</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6d</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6e</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6f</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6g(1)</b>  |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6g(2)</b>  |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>6h</b>   |   |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....  | <b>7</b>  |              |  |              |  |           |  |           |  |           |  |           |  |           |  |              |  |              |  |           |  |

**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:

|  |  |
|--|--|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input type="checkbox"/> Trust<br>(4) <input type="checkbox"/> 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)

|   |   |
|---|---|
| <b>a Pension Schedules</b><br>(1) <input type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary<br>(4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached _____<br>(5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information) | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached _____<br>(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
|---|---|

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

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**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.

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**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 \_\_\_\_\_

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|   |  |   |
|---|--|---|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2024</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---|--|---|

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

|   |  |            |
|---|--|------------|
| <b>A</b> Name of plan<br><u>AB US SMALL &amp; MID CAP GROWTH COLLECTIVE TRUST</u>                   | <b>B</b> Three-digit plan number (PN)                              | <u>008</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>ALLIANCEBERNSTEIN LP</u> | <b>D</b> Employer Identification Number (EIN)<br><u>04-6948485</u> |            |

|               |  |
|---------------|--|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|--|

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



| <b>Part II</b>   |                      | <b>Information on Participating Plans (to be completed by DFEs, other than DCGs)</b> |                                |
|--|----------------------|--|--------------------------------|
| (Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.) |                      |  |                                |
| <b>a</b>   | Plan name            | PSP FOR EMPLOYEES OF ALLIANCEBERNSTEIN LP  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 13-4064930-001 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2010 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-042 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2015 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-043 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2020 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-044 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2025 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-045 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2030 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-046 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2035 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-047 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2040 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-048 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2045 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-049 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2050 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-050 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2055 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-051 |
| <b>a</b>   | Plan name            | AB MULTI-MANAGER 2060 CIT  |                                |
| <b>b</b>   | Name of plan sponsor | ALLIANCEBERNSTEIN LP   | <b>c</b> EIN-PN 04-6948485-052 |

**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.)

|                               |   |                                |
|-------------------------------|---|--------------------------------|
| <b>a</b> Plan name            | AB MULTI-MANAGER 2065 CIT   |                                |
| <b>b</b> Name of plan sponsor | ALLIANCEBERNSTEIN LP  | <b>c</b> EIN-PN 04-6948485-062 |
| <b>a</b> Plan name            | AB MULTI-MANAGER CIT  |                                |
| <b>b</b> Name of plan sponsor | ALLIANCEBERNSTEIN LP  | <b>c</b> EIN-PN 04-6948485-041 |
| <b>a</b> Plan name            | LOCALS 302 AND 612 INTL UNION OF OP ENGINEERS EMP CONSTR IND RET FD |                                |
| <b>b</b> Name of plan sponsor | LOCALS 302 AND 612 INTL UNION OF OP ENGINEERS EMP CONSTR IND RET FD | <b>c</b> EIN-PN 91-6028571-001 |
| <b>a</b> Plan name            | PETER KIEWIT SONS', INC. RETIREMENT SAVINGS PLAN                    |                                |
| <b>b</b> Name of plan sponsor | PETER KIEWIT SONS'  | <b>c</b> EIN-PN 91-1842817-333 |
| <b>a</b> Plan name            | UTILITY TRAILER MANUFACTURING CO                                    |                                |
| <b>b</b> Name of plan sponsor | UTM   | <b>c</b> EIN-PN 33-0264055-001 |
| <b>a</b> Plan name            | AB US SMALL AND MID CAP CORE CIT (W SERIES)                         |                                |
| <b>b</b> Name of plan sponsor | GREAT GRAY TRUST COMPANY, LLC                                       | <b>c</b> EIN-PN 38-4116871-536 |
| <b>a</b> Plan name            |   |                                |
| <b>b</b> Name of plan sponsor |   | <b>c</b> EIN-PN                |
| <b>a</b> Plan name            |   |                                |
| <b>b</b> Name of plan sponsor |   | <b>c</b> EIN-PN                |
| <b>a</b> Plan name            |   |                                |
| <b>b</b> Name of plan sponsor |   | <b>c</b> EIN-PN                |
| <b>a</b> Plan name            |   |                                |
| <b>b</b> Name of plan sponsor |   | <b>c</b> EIN-PN                |
| <b>a</b> Plan name            |   |                                |
| <b>b</b> Name of plan sponsor |   | <b>c</b> EIN-PN                |

|  |  |  |
|--|--|--|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2024</b><br><br><b>This Form is Open to Public Inspection</b> |
|--|--|--|

|  |  |
|--|--|
| For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b> |  |
| <b>A</b> Name of plan<br><b>AB US SMALL &amp; MID CAP GROWTH COLLECTIVE TRUST</b>                        | <b>B</b> Three-digit plan number (PN) ▶ <b>008</b>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>ALLIANCEBERNSTEIN LP</b>             | <b>D</b> Employer Identification Number (EIN)<br><b>04-6948485</b> |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---|-----------------------|-----------------|
| <b>Assets</b>   |                       |                 |
| <b>a</b> Total noninterest-bearing cash .....   | <b>1a</b>             |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                       |                 |
| <b>(1)</b> Employer contributions .....   | <b>1b(1)</b>          |                 |
| <b>(2)</b> Participant contributions .....  | <b>1b(2)</b>          |                 |
| <b>(3)</b> Other .....  | <b>1b(3)</b>          | 1086478         |
| <b>c</b> General investments:   |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>          |                 |
| <b>(2)</b> U.S. Government securities .....   | <b>1c(2)</b>          |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                       |                 |
| <b>(A)</b> Preferred .....  | <b>1c(3)(A)</b>       |                 |
| <b>(B)</b> All other .....  | <b>1c(3)(B)</b>       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                       |                 |
| <b>(A)</b> Preferred .....  | <b>1c(4)(A)</b>       |                 |
| <b>(B)</b> Common .....   | <b>1c(4)(B)</b>       | 669471384       |
| <b>(5)</b> Partnership/joint venture interests .....  | <b>1c(5)</b>          |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>          |                 |
| <b>(7)</b> Loans (other than to participants) .....   | <b>1c(7)</b>          |                 |
| <b>(8)</b> Participant loans .....  | <b>1c(8)</b>          |                 |
| <b>(9)</b> Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>          |                 |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>         |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>         |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>         |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....       | <b>1c(13)</b>         | 7486923         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>         |                 |
| <b>(15)</b> Other.....  | <b>1c(15)</b>         | 0               |

| <b>1d</b> Employer-related investments:                                  |              | <b>(a)</b> Beginning of Year | <b>(b)</b> End of Year |
|--|--------------|------------------------------|------------------------|
| (1) Employer securities.....   | <b>1d(1)</b> |                              |                        |
| (2) Employer real property.....  | <b>1d(2)</b> |                              |                        |
| <b>e</b> Buildings and other property used in plan operation.....        | <b>1e</b>    |                              |                        |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e).....      | <b>1f</b>    | 576002119                    | 678044785              |
| <b>Liabilities</b>   |              |                              |                        |
| <b>g</b> Benefit claims payable.....                                     | <b>1g</b>    |                              |                        |
| <b>h</b> Operating payables.....   | <b>1h</b>    |                              |                        |
| <b>i</b> Acquisition indebtedness.....                                   | <b>1i</b>    |                              |                        |
| <b>j</b> Other liabilities.....  | <b>1j</b>    | 3252477                      | 601048                 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j)..... | <b>1k</b>    | 3252477                      | 601048                 |
| <b>Net Assets</b>  |              |                              |                        |
| <b>l</b> Net assets (subtract line 1k from line 1f).....                 | <b>1l</b>    | 572749642                    | 677443737              |

**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.

| <b>Income</b>  |                 | <b>(a)</b> Amount | <b>(b)</b> Total |
|--|-----------------|-------------------|------------------|
| <b>a Contributions:</b>  |                 |                   |                  |
| (1) Received or receivable in cash from: <b>(A)</b> Employers.....   | <b>2a(1)(A)</b> |                   |                  |
| <b>(B)</b> Participants.....   | <b>2a(1)(B)</b> |                   |                  |
| <b>(C)</b> Others (including rollovers).....   | <b>2a(1)(C)</b> |                   |                  |
| (2) Noncash contributions.....   | <b>2a(2)</b>    |                   |                  |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |                   |                  |
| <b>b Earnings on investments:</b>  |                 |                   |                  |
| <b>(1) Interest:</b>   |                 |                   |                  |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....        | <b>2b(1)(A)</b> |                   |                  |
| <b>(B)</b> U.S. Government securities.....   | <b>2b(1)(B)</b> |                   |                  |
| <b>(C)</b> Corporate debt instruments.....   | <b>2b(1)(C)</b> |                   |                  |
| <b>(D)</b> Loans (other than to participants).....   | <b>2b(1)(D)</b> |                   |                  |
| <b>(E)</b> Participant loans.....  | <b>2b(1)(E)</b> |                   |                  |
| <b>(F)</b> Other.....  | <b>2b(1)(F)</b> |                   |                  |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |                   |                  |
| <b>(2) Dividends:</b>  |                 |                   |                  |
| <b>(A)</b> Preferred stock.....  | <b>2b(2)(A)</b> |                   |                  |
| <b>(B)</b> Common stock.....   | <b>2b(2)(B)</b> | 1910772           |                  |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds).....                                   | <b>2b(2)(C)</b> | 552055            |                  |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |                   | 2462827          |
| (3) Rents.....   | <b>2b(3)</b>    |                   |                  |
| <b>(4) Net gain (loss) on sale of assets:</b>  |                 |                   |                  |
| <b>(A)</b> Aggregate proceeds.....   | <b>2b(4)(A)</b> | 579406469         |                  |
| <b>(B)</b> Aggregate carrying amount (see instructions).....   | <b>2b(4)(B)</b> | 507962933         |                  |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....                   | <b>2b(4)(C)</b> |                   |                  |
| <b>(5) Unrealized appreciation (depreciation) of assets:</b>   |                 |                   |                  |
| <b>(A)</b> Real estate.....  | <b>2b(5)(A)</b> |                   |                  |
| <b>(B)</b> Other.....  | <b>2b(5)(B)</b> | 35109060          |                  |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |                   |                  |

|   |               | (a) Amount | (b) Total |
|---|---------------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | <b>2b(6)</b>  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | <b>2b(7)</b>  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | <b>2b(8)</b>  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | <b>2b(9)</b>  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | <b>2b(10)</b> |            |           |
| <b>c</b> Other income .....   | <b>2c</b>     |            | 1637      |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....        | <b>2d</b>     |            | 109017060 |

**Expenses**

|   |               |         |         |
|---|---------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                  |               |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....             | <b>2e(1)</b>  |         |         |
| (2) To insurance carriers for the provision of benefits .....                               | <b>2e(2)</b>  |         |         |
| (3) Other .....   | <b>2e(3)</b>  |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                 | <b>2e(4)</b>  |         |         |
| <b>f</b> Corrective distributions (see instructions) .....                                  | <b>2f</b>     |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions) .....         | <b>2g</b>     |         |         |
| <b>h</b> Interest expense .....   | <b>2h</b>     |         |         |
| <b>i</b> Administrative expenses:   |               |         |         |
| (1) Salaries and allowances .....   | <b>2i(1)</b>  |         |         |
| (2) Contract administrator fees .....   | <b>2i(2)</b>  |         |         |
| (3) Recordkeeping fees .....  | <b>2i(3)</b>  |         |         |
| (4) IQPA audit fees .....   | <b>2i(4)</b>  | 2038    |         |
| (5) Investment advisory and investment management fees .....                                | <b>2i(5)</b>  | 1753904 |         |
| (6) Bank or trust company trustee/custodial fees .....                                      | <b>2i(6)</b>  | 163108  |         |
| (7) Actuarial fees .....  | <b>2i(7)</b>  |         |         |
| (8) Legal fees .....  | <b>2i(8)</b>  |         |         |
| (9) Valuation/appraisal fees .....  | <b>2i(9)</b>  |         |         |
| (10) Other trustee fees and expenses .....  | <b>2i(10)</b> |         |         |
| (11) Other expenses .....   | <b>2i(11)</b> | 151     |         |
| (12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....        | <b>2i(12)</b> |         | 1919201 |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | <b>2j</b>     |         | 1919201 |

**Net Income and Reconciliation**

|   |              |  |           |
|---|--------------|--|-----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 107097859 |
| <b>l</b> Transfers of assets:   |              |  |           |
| (1) To this plan .....  | <b>2l(1)</b> |  | 76287350  |
| (2) From this plan .....  | <b>2l(2)</b> |  | 78691114  |

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

| <b>5b(1)</b> Name of plan(s) | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> 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 \_\_\_\_\_.