# Hand Composite Employee Benefit Trust FACETS Funds

Independent Auditor's Report and Financial Statements

December 31, 2021



**December 31, 2021** 

#### **Contents**

Independent Auditor's Report	1
Basic Financial Statements	
Statements of Assets and Liabilities – Selected Funds	4
Schedules of Investments	
FACETS Lifestyle Aggressive Fund	5
FACETS Lifestyle Moderate Fund	6
FACETS Lifestyle Conservative Fund	7
Statements of Operations – Selected Funds	8
Statements of Changes in Net Assets – Selected Funds	9
Notes to Financial Statements	10
Supplemental Information	
Schedules of Investment Purchases and Sales - Selected Funds	16



#### **Independent Auditor's Report**

To the Unitholders and Board of Directors Hand Composite Employee Benefit Trust Houston, Texas

#### **Opinion**

We have audited the accompanying financial statements of selected funds, FACETS Lifestyle Aggressive Fund, FACETS Lifestyle Moderate Fund, and FACETS Lifestyle Conservative Fund (three funds), included in the Hand Composite Employee Benefit Trust, which comprise the statements of assets and liabilities, including the schedules of investments, as of December 31, 2021, and the related statements of operations and changes in net assets for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the selected funds, included in the Hand Composite Employee Benefit Trust, as of December 31, 2021, and the results of their operations and the changes in their net assets for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are required to be independent of Hand Composite Employee Benefit Trust and the selected funds and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

#### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.



To the Unitholders and Board of Directors Hand Composite Employee Benefit Trust Page 2

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Hand Composite Employee Benefit Trust's and the selected funds' ability to continue as going concerns within one year after the date that these financial statements are available to be issued.

#### Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

To the Unitholders and Board of Directors Hand Composite Employee Benefit Trust Page 3

#### Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise the selected funds' basic financial statements. The schedules of investment purchases and sales listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Houston, Texas May 25, 2022

BKD, LLP

# Statements of Assets and Liabilities – Selected Funds December 31, 2021

	L	FACETS .ifestyle ggressive Fund	ı	FACETS Lifestyle loderate Fund	FACETS Lifestyle Conservative Fund		
Assets							
Investments, at cost	\$	1,282,615	\$	2,942,655	\$	3,109,529	
Investments, at fair value Receivable for:	\$	1,894,011	\$	3,901,034	\$	3,855,165	
Capital shares sold		718		786		313	
Total assets	\$	1,894,729	\$	3,901,820	\$	3,855,478	
Liabilities							
Accounts payable and accrued liabilities	\$	2,058	\$	4,164	\$	3,865	
Total liabilities	\$	2,058	\$	4,164	\$	3,865	
Net assets held for participants:							
Class R5 Class R6	\$	1,856,991 35,680	\$	3,469,692 427,964	\$	3,140,849 710,764	
Total net assets held for participants	\$	1,892,671	\$	3,897,656	\$	3,851,613	
Units outstanding:							
Class R5		83,030		179,479		185,800	
Class R6		1,573		21,675		41,213	
Total units outstanding		84,603		201,154		227,013	
Net asset value per unit:			•	40.5-		4.50-	
Class R5	\$	22.36	\$	19.33	\$	16.90	
Class R6	\$	22.69	\$	19.75	\$	17.25	

# Schedules of Investments FACETS Lifestyle Aggressive Fund December 31, 2021

Number of Shares			Cost	Fair Value
Silates			COSI	raii vaiue
	<u>Mutual Fund</u>			
	Equity			
600	Vanguard Real Estate Index Fund Adm	\$	69,057	\$ 98,54
	Total Equity	5.20%	69,057	98,54
	Total Mutual Fund	5.20%	69,057	98,54
	Common Trust Funds			
	Fixed Income			
16,511	Blackrock US Debt Index Fund M		194,018	212,88
110,737	HB&T Short Term Income Fund		110,737	110,73
	Total Fixed Income	17.09%	304,755	323,62
	Equity			
16,569	Blackrock EAFE Equity Index Fund T		355,197	461,81
10,495	Blackrock Emerging Markets Index M		151,046	155,16
2,425	Blackrock Midcap Equity Index Fund K		107,781	189,41
1,396	Blackrock Russell 2000 Index T		53,138	90,47
2,834	Blackrock US Equity Index T		241,641	574,96
	Total Equity	77.71%	908,803	1,471,84
	Total Common Trust Funds	94.80%	1,213,558	1,795,46
	Total Investments	100.00%\$	1,282,615	\$ 1,894,01

# Schedules of Investments (Continued) FACETS Lifestyle Moderate Fund December 31, 2021

Number of Shares			Cost	Fa	ir Value
	Mutual Fund				
	Equity				
1,254	Vanguard Real Estate Index Fund Adm	\$	146,024	\$	206,010
	Total Equity	5.28%	146,024		206,010
	Total Mutual Fund	5.28%	146,024		206,010
	Common Trust Funds				
	Fixed Income				
102,050	Blackrock US Debt Index Fund M		1,197,732		1,315,785
9,128	Blackrock US Tips Fund M		96,733		117,638
120,666	HB&T Short Term Income Fund		120,666		120,666
	Total Fixed Income	39.84%	1,415,131		1,554,089
	Equity				
26,216	Blackrock EAFE Equity Index Fund T		559,495		730,696
15,372	Blackrock Emerging Markets Index M		217,162		227,269
	Blackrock Midcap Equity Index Fund K		136,287		232,085
	Blackrock Russell 2000 Index T		65,445		110,924
4,139	Blackrock US Equity Index T		403,111		839,961
	Total Equity	54.88%	1,381,500		2,140,935
	Total Common Trust Funds	94.72%	2,796,631		3,695,024
	Total Investments	100.00% \$	2,942,655	\$	3,901,034

# Schedules of Investments (Continued) FACETS Lifestyle Conservative Fund December 31, 2021

Number of Shares			Cost	Fa	ir Value
	<u>Mutual Fund</u>				
	Equity				
1,236	Vanguard Real Estate Index Fund Adm	\$	141,809	\$	203,072
	Total Equity	5.27%	141,809		203,072
	Total Mutual Fund	5.27%	141,809		203,072
	Common Trust Funds				
	Fixed Income				
162,728	Blackrock US Debt Index Fund M		1,924,077		2,098,153
11,997	Blackrock US Tips Fund M		128,914		154,619
133,127	HB&T Short Term Income Fund		133,127		133,127
	Total Fixed Income	61.89%	2,186,118		2,385,899
	Equity				
14,961	Blackrock EAFE Equity Index Fund T		298,295		416,987
10,102	Blackrock Emerging Markets Index M		141,187		149,357
1,464	Blackrock Midcap Equity Index Fund K		65,542		114,381
1,125	Blackrock Russell 2000 Index T		43,456		72,908
2,526	Blackrock US Equity Index T		233,122		512,561
	Total Equity	32.84%	781,602		1,266,194
	Total Common Trust Funds	94.73%	2,967,720		3,652,093
	Total Investments	100.00% \$	3,109,529	\$	3,855,165

### Statements of Operations – Selected Funds Year Ended December 31, 2021

		ACETS festyle gressive Fund	Li Mo	ACETS festyle oderate Fund	FACETS Lifestyle Conservative Fund		
Income							
Dividends	\$	3,096	\$	6,426	\$	6,056	
Total income		3,096		6,426		6,056	
Expenses							
Investment management and administrative		1,808		3,701		3,427	
Class R5 expenses		3,845		7,331		6,129	
Audit		1,607		3,290		3,047	
Other fees		10		5		-	
Total expenses		7,270		14,327		12,603	
Net Investment Loss		(4,174)		(7,901)		(6,547)	
Net Realized and Unrealized Gains							
on Investments							
Net realized gains on investments		289,267		400,896		215,497	
Net change in unrealized appreciation/depreciation on investments		19,532		41,704		39,647	
Net realized and unrealized gains		308,799		442,600		255,144	
Net Increase in Net Assets Resulting From Operations	\$	304,625	\$	434,699	\$	248,597	

### Statements of Changes in Net Assets – Selected Funds Year Ended December 31, 2021

	L	ACETS ifestyle gressive Fund	L	ACETS ifestyle oderate Fund	FACETS Lifestyle Conservative Fund		
Operations							
Net investment loss	\$	(4,174)	\$	(7,901)	\$	(6,547)	
Net realized gains		289,267		400,896		215,497	
Change in unrealized appreciation/depreciation		19,532		41,704		39,647	
Net increase in net assets from operations		304,625		434,699		248,597	
Net Decrease in Net Assets From Participant Transactions		(534,054)		(466,143)		(27,430)	
Increase (Decrease) in Net Assets		(229,429)		(31,444)		221,167	
Net Assets							
Beginning of year		2,122,100		3,929,100		3,630,446	
End of year	\$	1,892,671	\$	3,897,656	\$	3,851,613	

# Notes to Financial Statements December 31, 2021

#### Note 1: Nature of Operations and Summary of Significant Accounting Policies

#### Nature of Operations

Hand Composite Employee Benefit Trust ("HB&T" or "the Trust") was created in order to provide broad and uniform diversification programs for pension and profit-sharing plans which, having complied with the requirements of the Internal Revenue Code (the IRC), are exempt from taxation under the provisions of the IRC. The Trust is comprised of 63 funds (the Funds); the financial statements of three of those funds are included in this report.

For those funds with more than one class of units, each class has equal rights as to earnings and assets except that each class bears different distribution, shareholder servicing and transfer agent expenses. Income, expenses (other than expenses attributable to a specific class), and realized and unrealized gains or losses on investments are allocated to each class of units based on its relative net assets.

The FACETS Target Retirement NOW Fund, FACETS Target Retirement 2020 Fund, FACETS Target Retirement 2030 Fund, FACETS Target Retirement 2040 Fund, and FACETS Target Retirement 2050 Fund closed on November 30, 2021.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of investment income and expenses during the reporting period. Actual results could differ from those estimates.

#### Investment Valuation

All investments in securities are recorded at their estimated fair value. Transfers in and out of Level 1 (quoted market prices), Level 2 (significant other observable inputs) and Level 3 (significant unobservable inputs) are recognized on the period ending date.

#### Investment Transactions

Investment transactions are recorded on trade date. Realized gains and losses from investment transactions and unrealized appreciation or depreciation on investments are determined using the identified cost basis.

# Notes to Financial Statements December 31, 2021

#### Investment Income and Distribution of Income

Dividend income less foreign taxes withheld, if any, is recorded on the ex-dividend date and interest income is recorded on the accrual basis. Investment income is allocated ratably on the valuation dates among all participants. No distributions are made to participants in the Funds until units owned are redeemed, at which time the market value of redeemed units is distributed. Investment income and realized gains (if any) earned by the Funds are reinvested, thereby increasing the respective unit values.

#### Valuation of Participants' Interest

Units of participation may be purchased or redeemed on the valuation dates at the fair value per unit on such valuation dates. All Funds are valued daily.

#### Federal Income Taxes

The Funds comply with the requirements under Section 501(a) of the IRC and apportion all of their taxable income to their participants. Therefore, no federal income tax provision is required.

#### Subsequent Events

Subsequent events have been evaluated through May 25, 2022, which is the date the financial statements were available to be issued.

#### Investment Management Advisors

The investment management advisors for each Fund are as follows:

Fund	Investment Management Advisors
FACETS Lifestyle Aggressive Fund	Hand Benefits and Trust Company
FACETS Lifestyle Moderate Fund	Hand Benefits and Trust Company
FACETS Lifestyle Conservative Fund	Hand Benefits and Trust Company

#### Note 2: Investment Advisory Fees and Other Transactions With Affiliates

The Funds are charged an administrative fee by HB&T for trustee/administrative services (fund accounting services, transfer agency services, trustee services, etc.). The Funds have also entered into investment advisory and service agreements with various third-party advisors. These fees compensate the advisors for the services they provide and for expenses borne by the advisors under the various agreements.

# Notes to Financial Statements December 31, 2021

The following table indicates the fees charged each of the Funds and the various classes of units within the Funds (as a percentage of net assets). These charges are calculated using each Fund's average daily net assets:

Fund	Administrative Fees	Advisory Fees	Service Fees	Other Fees	Total Fees
All FACETS Funds:					
Class R5	0.09%	0.00%	0.20%	0.08%	0.37%
Class R6	0.09%	0.00%	0.00%	0.08%	0.17%

#### **Note 3: Financial Highlights**

	Class R5								
	Li <sup>.</sup> Agg	ACETS festyle gressive Fund	Li1 Mo	ACETS festyle derate Fund	FACETS Lifestyle Conservative Fund				
Net asset value, beginning of year	\$	19.34	\$	17.41	\$	15.84			
Net investment loss		(0.05)		(0.04)		(0.03)			
Net realized and unrealized gains		3.07		1.96		1.09			
Net increase from investment									
operations		3.02		1.92		1.06			
Net asset value, end of year	\$	22.36	\$	19.33	\$	16.90			
Total return		15.62%		11.03%		6.69%			
Ratio to average net assets:									
Net investment loss		(0.21)%		(0.21)%		(0.21)%			
Expenses		0.37%		0.37%		0.36%			

# Notes to Financial Statements December 31, 2021

	Class R6								
	Li Agg	ACETS festyle gressive Fund	Li Mo	ACETS festyle oderate Fund	FACETS Lifestyle Conservative Fund				
Net asset value, beginning of year	\$	19.58	\$	17.76	\$	16.13			
Net investment loss Net realized and unrealized gains		3.11		1.99		1.12			
Net increase from investment operations		3.11		1.99		1.12			
Net asset value, end of year	\$	22.69	\$	19.75	\$	17.25			
Total return		15.88%		11.20%		6.94%			
Ratio to average net assets: Net investment loss Expenses		(0.02)% 0.17%		(0.01)% 0.17%		(0.01)% 0.17%			

#### Note 4: Participant Unit Transactions

	FACETS Lifestyle Aggressive Fund			FACETS Lifestyle Moderate Fund			FACETS Lifestyle Conservative Fund		
	Units	Dollars		Units	Dollars		Units		Dollars
Class R5:									_
Proceeds from sales of units	7,678	\$	162,679	19,865	\$	360,650	21,851	\$	361,860
Cost of units redeemed	(32,946)		(699,773)	(45,130)		(848,925)	(27,550)		(459,641)
Net change in Class R5 from									
participant transactions	(25,268)		(537,094)	(25,265)		(488,275)	(5,699)		(97,781)
Class R6:									
Proceeds from sales of units	163		3,542	1,606		30,598	5,158		87,547
Cost of units redeemed	(23)		(502)	(432)		(8,466)	(1,003)		(17,196)
Net change in Class R6 from									
participant transactions	140		3,040	1,174		22,132	4,155		70,351
Net change in total net assets									
from participant transactions		\$	(534,054)		\$	(466,143)		\$	(27,430)

#### Note 5: Disclosures About Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value.

# Notes to Financial Statements December 31, 2021

- **Level 1:** Quoted prices in active markets for identical assets or liabilities that the Funds can access at the measurement date.
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- **Level 3:** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of assets and liabilities, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2021.

**Mutual Funds**. Funds traded on a national securities exchange (or reported on the NASDAQ national market) are valued at the last reported sales price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy.

The following tables present the fair value measurements of assets recognized in the accompanying statements of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2021:

			Fair Value Measurements Using					
		Fair Value		Quoted Prices in Active larkets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
FACETS Lifestyle Aggressive Fund								
Mutual Fund - Equity	\$	98,543	\$	98,543	\$ -	\$ -		
Common Trust Funds - Fixed Income (A)		323,622						
Common Trust Funds - Equity (A)		1,471,846						
Total	\$	1,894,011						

(A) Certain investments that are measured at fair value using net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts included above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of assets and liabilities.

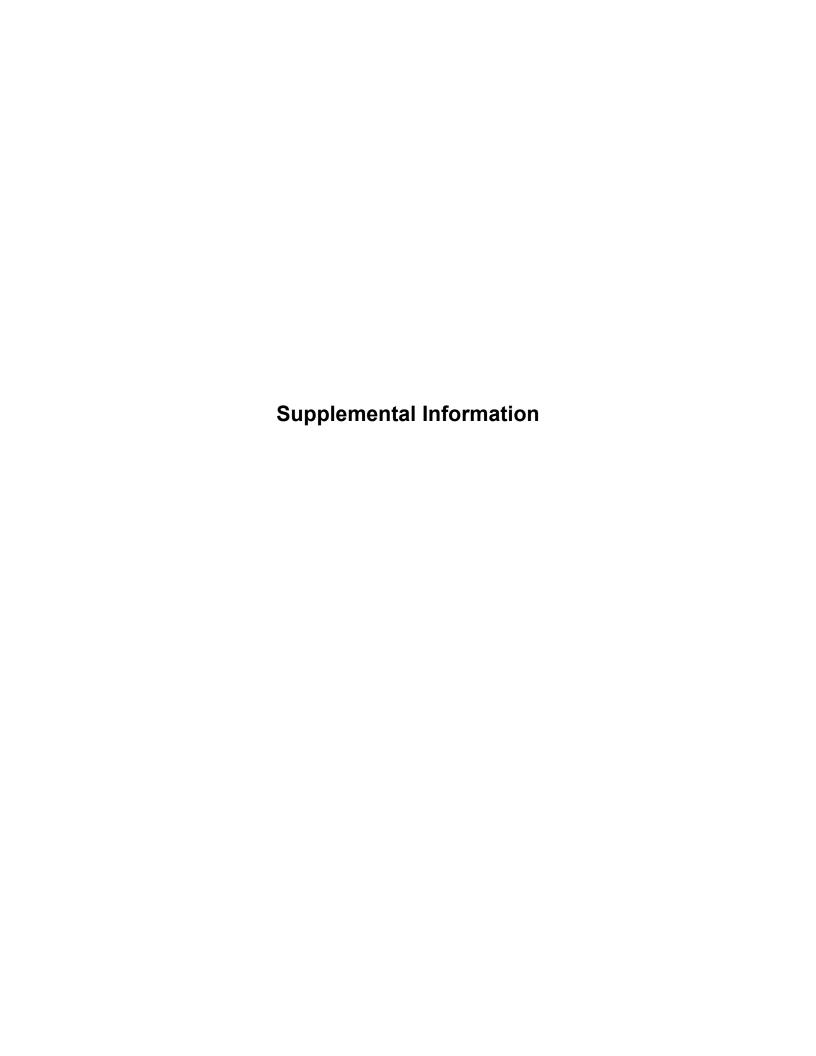
# Notes to Financial Statements December 31, 2021

			Fair Value Measurements Using					
				Quoted				
				Prices in				
	Fair Value		Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
FACETS Lifestyle Moderate Fund								
M utual Fund - Equity	\$	206,010	\$	206,010	\$	- \$ -		
Common Trust Funds - Fixed Income (A)		1,554,089						
Common Trust Funds - Equity (A)		2,140,935						
Total	\$	3,901,034	į					
FACETS Lifestyle Conservative Fund								
Mutual Fund - Equity	\$	203,072	\$	203,072	\$	- \$ -		
Common Trust Funds - Fixed Income (A)		2,385,899						
Common Trust Funds - Equity (A)		1,266,194	•					
Total	\$	3,855,165	<u>.</u>					

<sup>(</sup>A) Certain investments that are measured at fair value using net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts included above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of assets and liabilities.

#### Note 6: Risk Factors

The Funds invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of assets and liabilities.



### Schedules of Investment Purchases and Sales – Selected Funds FACETS Lifestyle Aggressive Fund Year Ended December 31, 2021

#### **Purchases**

Investment Class		Cost		
M. In I have	Φ.	0.174		
Mutual Funds - Equity	\$	9,174		
Common Trust Funds - Fixed Income		372,763		
Common Trust Funds - Equity		169,962		
Total Investments Purchased	\$	551,899		

#### Sales

Investment Class	Proceeds		Cost		Gains	
Mutual Funds - Equity	\$	47,891	\$	39,232	\$	8,659
Common Trust Funds - Fixed Income		363,201		356,455		6,746
Common Trust Funds - Equity		679,434		405,572		273,862
Total Investments Sold	\$	1,090,526	\$	801,259	\$	289,267

# Schedules of Investment Purchases and Sales – Selected Funds (Continued) FACETS Lifestyle Moderate Fund Year Ended December 31, 2021

#### Purchases

Investment Class		Cost		
Maria In In In In	Ф	17.010		
Mutual Funds - Equity	\$	17,012		
Common Trust Funds - Fixed Income		903,861		
Common Trust Funds - Equity		241,842		
Total Investments Purchased	\$	1,162,715		

#### Sales

Investment Class	Proceeds		Cost		Gains	
Mutual Funds - Equity	\$	72,797	\$	56,169	\$	16,628
Common Trust Funds - Fixed Income		822,451		804,162		18,289
Common Trust Funds - Equity		741,878		375,899		365,979
Total Investments Sold	\$	1,637,126	\$	1,236,230	\$	400,896

# Schedules of Investment Purchases and Sales – Selected Funds (Continued) FACETS Lifestyle Conservative Fund Year Ended December 31, 2021

#### **Purchases**

Investment Class		Cost
Mutual Funds - Equity	\$	5,747
Common Trust Funds - Fixed Income	•	1,194,437
Common Trust Funds - Equity		121,521
Total Investments Purchased	\$	1,321,705

#### Sales

Investment Class	Proceeds		Cost		Gains	
Mutual Funds - Equity Common Trust Funds - Fixed Income Common Trust Funds - Equity	\$	49,331 987,440 318,750	\$	38,067 929,708 172,249	\$	11,264 57,732 146,501
Total Investments Sold	\$	1,355,521	\$	1,140,024	\$	215,497