## Hand Composite Employee Benefit Trust Jensen Quality Growth CIF

Independent Auditor's Report and Financial Statements

December 31, 2019



**December 31, 2019** 

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

Board of Directors Hand Composite Employee Benefit Trust Houston, Texas

We have audited the accompanying financial statements of a selected fund (Jensen Quality Growth CIF) included in the Hand Composite Employee Benefit Trust ("Trust" or "Fund"), which statements comprise the statement of assets and liabilities, including the schedule of investments, as of December 31, 2019, and the related statements of operations and changes in net assets for the period July 19, 2019 (inception) to December 31, 2019, and the related notes to the financial statements.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



Board of Directors Hand Composite Employee Benefit Trust Page 2

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the selected fund included in the Hand Composite Employee Benefit Trust, as of December 31, 2019, and the results of its operations and changes in its net assets for the period July 19, 2019 (inception) to December 31, 2019, in accordance with accounting principles generally accepted in the United States of America.

#### Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of investment purchases and sales listed in the table of contents is presented for purposes of additional analysis and is not a required part of the 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 financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with 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 29, 2020

BKD, LLP

## Statement of Assets and Liabilities – Selected Fund December 31, 2019

	Jensen Quality Growth CIF
Assets	
Investments, at cost	\$ 36,394,773
Investments, at fair value	\$ 39,008,712
Receivable for:	
Investment advisor	2,721
Dividends and interest	36,603
Total assets	\$ 39,048,036
Liabilities	
Accounts payable and accrued liabilities	\$ 21,233
Total liabilities	\$ 21,233
Net assets held for participants:	
Class R1	\$ 39,026,781
Class R2	11
Class R3	11
Total net assets held for participants	\$ 39,026,803
Units outstanding:	
Class R1	3,600,000
Class R2	1
Class R3	1_
Total units outstanding	3,600,002
Net asset value per unit:	
Class R1	\$ 10.84
Class R2	\$ 10.84
Class R3	\$ 10.84

## Schedule of Investments Jensen Quality Growth CIF December 31, 2019

Number of Shares		Cost	F	air Value
Short Term Investment				
1,349,892 First American Treasury Obligation Fund V		1,349,892	\$	1,349,892
Total Short Term Investment	3.46%	1,349,892		1,349,892
<u>Common Stocks</u>				
Consumer Discretionary				
13,040 Nike Inc Class B		1,157,629		1,321,082
12,900 Omnicom Group Inc		1,024,120		1,045,158
9,140 TJX Companies Inc		498,192		558,088
12,920 VF Corp		1,148,928		1,287,607
Total Consumer Discretionary	10.80%	3,828,869		4,211,935
Consumer Staples				
19,810 General Mills Inc		1,061,163		1,061,023
18,170 Pepsico Inc		2,379,768		2,483,294
2,390 Procter & Gamble Co		272,924		298,511
Total Consumer Staples	9.85%	3,713,855	•	3,842,828
Healthcare				
9,570 Becton Dickinson and Co		2,442,659		2,602,753
15,270 Johnson & Johnson Corporation		1,979,044		2,227,435
34,920 Pfizer Inc		1,442,328		1,368,166
4,730 Stryker Corp		985,914		993,016
5,780 UnitedHealth Group Inc		1,474,034		1,699,204
690 Waters Corporation		151,152		161,219
Total Healthcare	23.20%	8,475,131		9,051,793
Industrials				
11,640 3M Company		2,024,433		2,053,529
10,860 Emerson Electric Company		717,410		828,184
10,370 United Parcel Service Inc		1,118,534		1,213,912
15,290 United Technologies Corporation		2,047,448		2,289,830
Total Industrials	16.37%	5,907,825		6,385,455

# Schedule of Investments (Continued) Jensen Quality Growth CIF December 31, 2019

Number of Shares		Cost	Fair Value
Information Technology			
1,280 Alphabet Inc	\$	1,491,029	\$ 1,714,419
3,260 Amphenol Corp CL A		319,854	352,830
6,090 Apple Inc		1,276,104	1,788,329
6,340 Broadridge Financial Solutions		831,659	783,244
17,860 Cognizant Tech Solutions Corp		1,162,978	1,107,677
3,750 Intuit Inc		1,002,688	982,238
2,390 Mastercard Inc		663,946	713,630
16,550 Microsoft Corporation		2,292,726	2,609,935
23,800 Oracle Corp		1,369,776	1,260,924
5,100 Texas Instruments Inc		620,299	654,279
Total Information Technology	30.68%	11,031,059	11,967,505
Materials			
3,060 Ecolab Inc		608,245	590,549
Total Materials	1.51%	608,245	590,549
Total Common Stocks	92.42%	33,564,984	36,050,065
<u>Foreign Stocks</u>			
Information Technology			
7,640 Accenture Plc		1,479,897	1,608,755
Total Information Technology	4.12%	1,479,897	1,608,755
Total Foreign Stocks	4.12%	1,479,897	1,608,755
Total Investments	100.00%\$	36,394,773	\$ 39,008,712

## Statement of Operations – Selected Fund For the Period July 19, 2019 (Inception) to December 31, 2019

	Jensen Quality Growth CIF
Income	
Interest	\$ 12,801
Dividends	316,563
Total income	329,364
Expenses	
Investment management and administrative	13,431
Custody fees	4,975
Class R1 expenses	34,877
Audit	7,500
Total expenses before reimbursement of fees	60,783
Reimbursement of fees	(2,766)
Net expenses	58,017
Net Investment Income	271,347
Net Realized and Unrealized Gains on Investments	
Net realized gains	141,517
Net change in unrealized appreciation	2,613,939
Net realized and unrealized gains on investments	2,755,456
Net Increase in Net Assets Resulting From Operations	\$ 3,026,803

## Statement of Changes in Net Assets – Selected Fund For the Period July 19, 2019 (Inception) to December 31, 2019

	Jensen Quality Growth CIF			
Operations				
Net investment gains	\$	271,347		
Net realized gains		141,517		
Change in unrealized appreciation		2,613,939		
Net increase in net assets from operations		3,026,803		
Net Increase in Net Assets From Participant Transactions		36,000,000		
Increase in Net Assets		39,026,803		
Net Assets				
Beginning of period				
End of period	\$	39,026,803		

## Notes to Financial Statements December 31, 2019

#### 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 76 Funds (the Funds); the financial statements of one of those funds are included in this report.

The Fund's inception date was July 19, 2019.

Each class of units 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.

#### 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 year 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.

#### 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 Fund

## Notes to Financial Statements December 31, 2019

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 Fund 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. The Fund is valued daily.

#### Federal Income Taxes

The Fund complies 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

As a result of the spread of the COVID-19 coronavirus in 2020, economic uncertainties have arisen which may negatively affect the financial position, results of operations and cash flows of the Fund. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

Subsequent events have been evaluated through May 29, 2020, which is the date the financial statements were available to be issued.

#### **Investment Management Advisors**

The investment management advisor for the Fund is Jensen Investment Management, Inc.

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

The Fund is charged an administrative fee by HB&T for trustee/administrative services (fund accounting services, transfer agency services, trustee services, etc.). The Fund has also entered into investment advisory and service agreements with a third-party advisor. These fees compensate the advisor for the services it provides and for expenses borne by the advisor under the agreement.

During the period ended December 31, 2019, the investment advisor voluntarily reimbursed the Fund for a portion of its expenses.

## Notes to Financial Statements December 31, 2019

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

Investment							
Fund	Administrative Fees	Advisory Fees	Custody Fees	Other Fees	Total Fees		
Jensen Quality Growth CIF:	1000	1003	1000	1000	1 000		
Class R1	0.08%	0.30%	0.01%	0.05%	0.44%		
Class R2	0.08%	0.40%	0.01%	0.05%	0.54%		
Class R3	0.08%	0.35%	0.01%	0.05%	0.49%		

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

	Jensen Quality Growth CIF*					
	Class R1		Class R2		CI	ass R3
Net asset value, beginning of period	\$	10.00	\$	10.00	\$	10.00
Net investment income		0.08		0.09		0.09
Net realized and unrealized gains		0.76		0.75		0.75
Net increase from investment operations		0.84		0.84		0.84
Net asset value, end of period	\$	10.84	\$	10.84	\$	10.84
Total return		8.40%		8.40%		8.40%
Ratio to average net assets:						
Net investment income**		0.34 %		0.38 %		0.38 %
Expenses without reimbursements**		0.09 %		0.03 %		0.03 %
Expenses with reimbursements**		0.07 %		0.03 %		0.03 %
*For the period July 19, 2019 (inception) to December 31, 2019 **Annualized						

## Notes to Financial Statements December 31, 2019

#### Note 4: Participant Unit Transactions

	Jensen Quality Growth CIF					
	Units		Dollars			
Class R1:						
Proceeds from sales of units	3,600,000	\$	36,000,000			
Cost of units redeemed			-			
Net increase in Class R1 from						
participant transactions	3,600,000		36,000,000			
Net increase in total net assets						
from participant transactions		\$	36,000,000			

#### 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:

- **Level 1:** Quoted prices in active markets for identical assets or liabilities that the Fund 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 statement 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 period ended December 31, 2019.

**Short Term Investments.** Short term investments, including money market funds, for which market quotations are readily available, 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.

## Notes to Financial Statements December 31, 2019

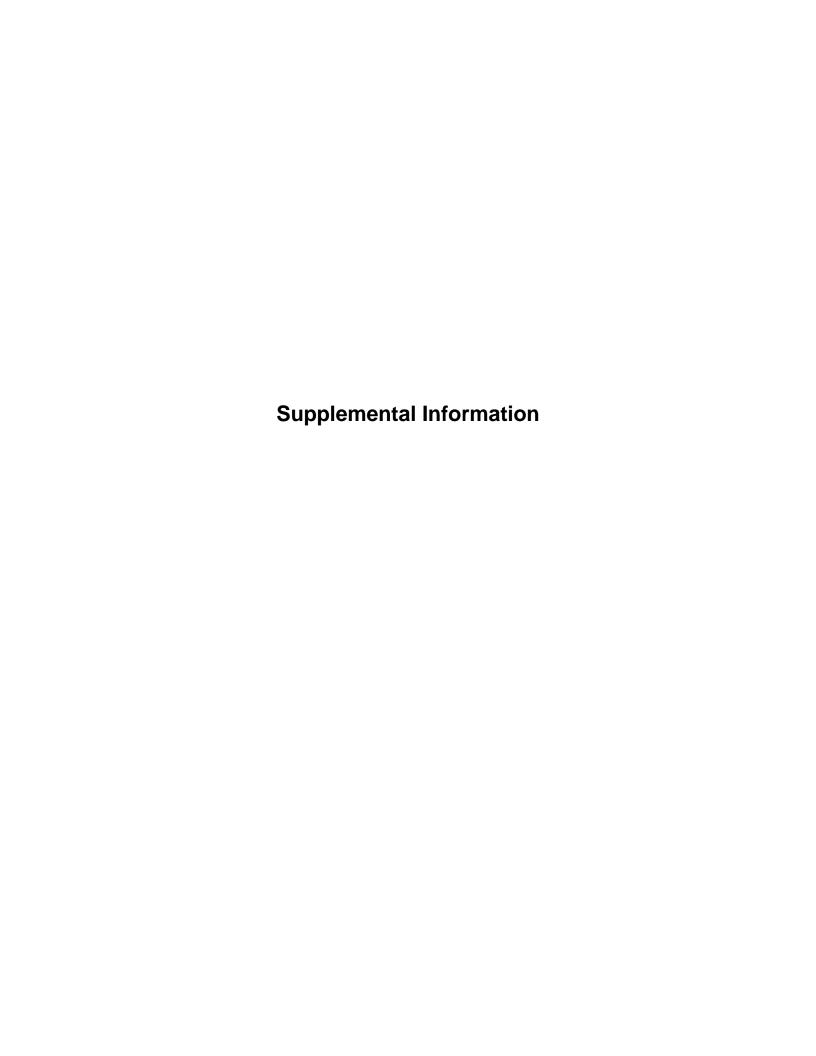
Common and Foreign Stocks. Securities traded on a national securities exchange (or reported on the NASDAQ national market) are valued at the last reported sales price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. Certain foreign securities may be fair valued using a pricing service that considers the correlation of trading patterns of the foreign security to the intraday in the U.S. markets for investments, such as American Depository Receipts and the movement of the certain indexes of securities based on a statistical analysis of the historical relationship and are categorized as Level 1 in the hierarchy. For those foreign securities where additional foreign market activities are taken into consideration by the pricing service, those securities are categorized as Level 2 in the hierarchy.

The following table presents the fair value measurements of assets recognized in the accompanying statement 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, 2019:

			Fair Value Measurements Using						
Fair Value		ı	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)			
Jensen Quality Growth CIF									
Short Term Investment	\$	1,349,892	\$	1,349,892	\$	-	\$	-	
Common Stocks		36,050,065		36,050,065		-		-	
Foreign Stocks		1,608,755		1,608,755		-		-	
Total	\$	39,008,712	\$	39,008,712	\$	0	\$	0	

#### Note 6: Risk Factors

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



## Schedule of Investment Purchases and Sales – Selected Fund Jensen Quality Growth CIF

For the Period July 19, 2019 (Inception) to December 31, 2019

#### **Purchases**

Investment Class	Cost
Common Stocks Foreign Stocks	\$ 38,776,507 1,532,217
Total Investments Purchased	\$ 40,308,724

#### Sales

Investment Class	Proceeds		Cost	Gain
Common Stocks Foreign Stocks	\$ 5,352,720 52,639	\$	5,211,523 52,319	\$ 141,197 320
Total Investments Sold	\$ 5,405,359	\$	5,263,842	\$ 141,517