



# Allspring Collective Investment Trust

December 31, 2022

**GALLIARD MANAGED INCOME FUND D**

*(Formerly Wells Fargo Stable Value Fund D)*

Financial Statements

December 31, 2022

(With Independent Auditors' Report Thereon)

# GALLIARD MANAGED INCOME FUND D

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KPMG LLP  
4200 Wells Fargo Center  
90 South Seventh Street  
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## Independent Auditors' Report

To the Participants and SEI Trust Company as Trustee of Allspring Collective Investment Trust:

### *Opinion*

We have audited the accompanying financial statements of Galliard Managed Income Fund D (the Fund), which comprise the statement of assets and liabilities, including the schedule of investments, as of December 31, 2022, 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 financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2022, and the results of its operations and changes in its net assets for the year then ended in accordance with U.S. generally accepted accounting principles.

### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Fund and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Responsibilities of Management for the Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. generally accepted accounting principles, 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.



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

*KPMG LLP*

Minneapolis, Minnesota  
April 6, 2023

**GALLIARD MANAGED INCOME FUND D**

Statement of Assets and Liabilities

December 31, 2022

**Assets:**

Investment in Galliard Managed Income Fund Core, at fair value (cost \$951,318,293) (note 2)	\$ <u>927,912,265</u>
Total assets	<u>927,912,265</u>

**Liabilities:**

Accrued investment management fee	504,581
Accrued operating fee	<u>7,332</u>
Total liabilities	<u>511,913</u>
Net assets reflecting investments at fair value	927,400,352
Adjustment from fair value to contract value for underlying fully benefit-responsive investment contracts	<u>64,507,270</u>
Net assets, 39,967,726 units outstanding, \$24.818 unit value	<u><u>\$ 991,907,622</u></u>

See accompanying notes to financial statements.

**GALLIARD MANAGED INCOME FUND D**

Statement of Operations

Year ended December 31, 2022

**Realized and unrealized gains (losses) on investments:**

Net realized gain on investment transactions (note 2)	\$ 14,080,002
Net change in unrealized appreciation (depreciation) of investments	<u>4,842,843</u>
Total gain on investments	<u>18,922,845</u>

**Expenses:**

Investment management fee (note 3)	1,995,533
Operating fees	<u>17,681</u>
Total expenses	<u>2,013,214</u>
Net change in net assets resulting from operations	<u>\$ 16,909,631</u>

See accompanying notes to financial statements.

**GALLIARD MANAGED INCOME FUND D**

Statement of Changes in Net Assets

Year ended December 31, 2022

**Increase/(decrease) in net assets from operations:**

Net realized gain on investment transactions	\$ 14,080,002
Net change in unrealized appreciation (depreciation) of investments	4,842,843
Expenses	<u>(2,013,214)</u>
Net change in net assets resulting from operations	<u>16,909,631</u>

**Participant unit transactions:**

Proceeds from issuance of 6,774,411 units	166,518,562
Payments for withdrawal of 10,894,883 units	<u>(267,298,002)</u>
Net change in net assets derived from participant unit transactions	<u>(100,779,440)</u>
Total change in net assets	<u>(83,869,809)</u>

**Net assets:**

Beginning of year (44,088,198 units)	<u>1,075,777,431</u>
End of year (39,967,726 units)	<u>\$ 991,907,622</u>

See accompanying notes to financial statements.



**GALLIARD MANAGED INCOME FUND D**

Schedule of Investments  
December 31, 2022

Name of issuer	Number of shares	Cost	Investment at fair value (a) (c)	Adjustment to contract value	Contract value (a)
(Percentage represents the fair value of the investment category to net assets)					
Collective Trust Fund (93.5%):					
Galliard Managed Income Fund Core (b)	37,632,442	\$ 951,318,293	927,912,265	64,507,270	992,419,535
Total investments in securities		<u>\$ 951,318,293</u>	<u>927,912,265</u>	<u>64,507,270</u>	<u>992,419,535</u>

Notes to schedule of investments:

- (a) Securities are valued by procedures described in note 2 to the financial statements.
- (b) Galliard Managed Income Fund Core is another SEI Investment Trust. – sponsored collective trust fund.
- (c) Represents the Fund's portion of the underlying fully benefit-responsive investment contracts at fair value held by Galliard Managed Income Fund Core.

See accompanying notes to the financial statements.

## GALLIARD MANAGED INCOME FUND D

Notes to Financial Statements

December 31, 2022

### (1) Fund Description

Galliard Managed Income Fund D (formerly Wells Fargo Stable Value Fund D) (the "Fund") was established under the Allspring Collective Investment Trust (the "Trust") which is governed by the Allspring Collective Investment Trust Declaration of Trust ("Declaration of Trust"), as amended and restated, dated December 19, 2022. The Fund is a collective investment fund managed by Galliard Capital Management, LLC ("Galliard") and trustee by SEI Trust Company (the "Trustee") for retirement plans qualified under Section 401(a) and tax-exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Effective on April 1, 2022, Wells Fargo resigned as Trustee, and SEI Trust Company assumed trusteeship of the Trust which became Allspring Collective Investment Trust. As Trustee, SEI Trust Company may make certain amendments to the Declaration of Trust as it deems appropriate.

#### *Investment Objective*

The Fund seeks to provide investors with a moderate level of stable income without principal volatility. There is no assurance that the Fund will achieve its objective.

### (2) Summary of Significant Accounting Policies

The following is a summary of significant accounting policies which are consistently followed in the preparation of the Fund's financial statements and are in conformity with U.S. generally accepted accounting principles which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. The Fund is an investment company and follows accounting and reporting guidance under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 946, "Financial Services – Investment Companies."

#### *(a) Investments*

At December 31, 2022, the Fund has invested all of its assets in Galliard Managed Income Fund Core (formerly, Wells Fargo Synthetic Stable Value Fund), a collective trust fund sponsored by SEI Trust Company. The value of this investment is based on the underlying unit value reported by Galliard Managed Income Fund Core. As of December 31, 2022, the Fund held a 33.14% ownership interest in Galliard Managed Income Fund Core.

The Galliard Managed Income Fund Core invests in investment contracts and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. A security-backed contract has similar characteristics to a traditional investment contract and is comprised of two parts: the first part is a fixed-income security or portfolio of fixed-income securities; the second part is a contract value guarantee (wrapper) provided by a third party. Wrappers provide contract value payments for certain participant-initiated withdrawals and transfers, a floor crediting rate, and return of fully accrued contract value at maturity.

There are several risks specific to investment contracts. One of the primary risks involved is credit risk of the contract issuer. Credit risk for security-backed contracts includes risks arising from the potential inability of the issuer to meet the terms of the contract wrapper and the potential default of the underlying fixed-income securities. Secondly, liquidity is limited because of the unique characteristics

## GALLIARD MANAGED INCOME FUND D

### Notes to Financial Statements

December 31, 2022

of investment contracts and the absence of an actively traded secondary market. Interest rate risk is also present because rates may be fixed with these products.

Galliard Managed Income Fund Core is an investment company and follows accounting and reporting guidance under FASB ASC Topic 946, “Financial Services – Investment Companies.”

Galliard Stable Return Fund Core carries its investments at contract value and applies the provisions of FASB ASC Sections 946-210-45 and 946-210-50 for stable value investment funds. The FASB guidances affirm contract value accounting for fully benefit-responsive investment contracts and prohibits Galliard Managed Income Fund Core’s acceptance of new contributions from defined benefit plans subsequent to January 15, 2006. These FASB guidances also require financial statement presentations standards – (i) fair value disclosure and (ii) enhanced footnote disclosures.

Note 2(b) to the Galliard Managed Income Fund Core financial statements provides a detailed discussion of its valuation policies. The financial statements of Galliard Managed Income Fund Core are available upon request.

The Fund does not invest directly in fully benefit-responsive contracts, and therefore is not required to include in its financial statements the disclosure requirements for stable value investment funds. However, certain information is provided to assist participating plans with their audits. The Fund is 100% invested in the Galliard Managed Income Fund Core. For information not included in these financial statements, refer to the financial statements of Galliard Managed Income Fund Core.

The fair value to contract value ratios for the Fund as of December 31, 2022 and 2021 were:

	<u>December 31</u>	
	<u>2022</u>	<u>2021</u>
Net assets reflecting investments at fair value	\$ 927,400,352	1,097,336,995
Net assets reflecting investments at contract value	991,907,622	1,075,777,431
Fair value to contract value ratio	93.5%	102.0%

### **Yield Analysis**

The yield earned by the Fund at December 31, 2022 and 2021 was 2.32% and 1.69%, respectively. This represents the annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2022 and 2021, respectively.

The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2022 and 2021 was 5.00% and 1.29%, respectively. This represents the annualized earnings credited to participants in the Fund, divided by the fair value of all investments in the Fund at December 31, 2022 and 2021, respectively.

### **(b) Investment Transactions**

Investment transactions are accounted for on the trade date. Realized gains and losses are determined on the basis of average cost.

Galliard Managed Income Fund Core does not distribute investment income to unit holders. Therefore,

## GALLIARD MANAGED INCOME FUND D

### Notes to Financial Statements

December 31, 2022

the appreciation or depreciation of units held and gain or loss on sale of units represent the sources of income to holders of the Galliard Managed Income Fund Core, such as the Fund.

**(c) *Income Taxes***

The Fund maintains tax-exempt status by operating as a collective trust fund regulated by the Office of the Comptroller of the Currency, and as such no provision for income taxes is required. It is intended that the Fund be exempt from taxation under Section 501(a) of the Code and qualify as a “group trust” under Revenue Ruling 81-100 and other applicable Internal Revenue Service rules and regulations.

The Fund follows accounting policies under ASC 740, *Income Taxes*, regarding how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements. Management has analyzed the Fund’s tax positions taken in all potential open tax years and has concluded that as of December 31, 2022, there are no positions which would call into question the Fund’s tax exempt status. As such, the Fund does not have an accrual for uncertain tax positions. The Fund’s federal and state informational tax returns for tax years for which the applicable statutes of limitations have not expired (open tax years: December 31, 2019; December 31, 2020; December 31, 2021; and December 31, 2022) are subject to examination by the Internal Revenue Service and state jurisdictions. As of and during the year ended December 31, 2022, the Fund did not have a liability for any unrecognized tax benefits. The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statement of Operations. During the year, the Fund did not incur any interest or penalties. The Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months.

**(d) *Unit Issues, Redemptions, and Distributions***

In accordance with the terms of the Trust, the net asset value of the Fund is calculated daily, and net investment income and realized and unrealized gains on investments are not distributed but rather reinvested and reflected in the net asset value of the Fund. Units of the Fund are issued and redeemed at the current net asset value. Redemptions by participating plans occur at net asset value following the 12-month notice period.

**(e) *Fair Value Classifications***

Fair value measurement guidance establishes an authoritative definition of fair value, sets out a framework for measuring fair value, and requires disclosure about fair value measurement.

The Fund has invested all of its assets in Galliard Managed Income Fund Core, a collective trust fund. The investments held by Galliard Managed Income Fund Core have separate fair value hierarchy level categorizations which can be found in its financial statements.

## GALLIARD MANAGED INCOME FUND D

### Notes to Financial Statements

December 31, 2022

The investment in Galliard Managed Income Fund Core is valued as a practical expedient utilizing the net asset valuation, exclusive of the adjustment to contract value. The use of net asset value as fair value is deemed appropriate as the collective trust fund does not have a finite life, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. The practical expedient is used for valuation, unless it is probable that the Fund will sell a portion of the investment at an amount different from the net asset valuation.

As of December 31, 2022, the fair value of this investment amounts to \$927,912,265 exclusive of the adjustment to contract value.

#### (3) Expenses

The Fund paid investment management fees equal to an annual rate of 0.20%. The Fund's financial statements and financial highlights exclude the impact of any ancillary expense arrangements that are paid outside the Fund. For further discussion on fees, the Fund's disclosure book is available upon request.

#### (4) Securities Transactions

Investment transactions for the year ended December 31, 2022 follows:

##### Purchases

	<u>Cost of investments</u>
Investment:	
Galliard Managed Income Fund Core	\$ <u>166,518,562</u>

##### Sales

	<u>Proceeds from sales</u>	<u>Net realized gain</u>
Investment:		
Galliard Managed Income Fund Core	\$ <u>173,002,032</u>	<u>14,080,002</u>

A detailed transaction schedule is available upon request.

## GALLIARD MANAGED INCOME FUND D

### Notes to Financial Statements

December 31, 2022

#### (5) Financial Highlights

Selected data for a participant unit outstanding for the year ended December 31, 2022 are as follows:

Total expenses*	\$	(0.050)
Net realized and unrealized gains*		<u>0.467</u>
Net increase in unit value from operations		0.417
Unit value at beginning of year		<u>24.401</u>
Unit value at end of year	\$	<u><u>24.818</u></u>
Total return		1.71%
Net assets at end of year (in millions)	\$	992
Ratio of expenses to average daily net assets**		0.202%
Ratio of net investment loss to average daily net assets**		(0.202%)

\* The per-share unit amounts for total expenses and net realized and unrealized gains are calculated based on a daily average of units outstanding for the year.

\*\* Ratio does not include the impact of expenses charged by the Galliard Managed Income Fund Core equal to 0.1557% of the Galliard Managed Income Fund Core's average daily net assets.

#### (6) Market Risks

On March 11, 2020, the World Health Organization announced that it had made the assessment that coronavirus disease 2019 ("COVID-19") is a pandemic. The impacts of COVID-19 are affecting the entire global economy, individual companies and investment products, the funds, and the market in general. There is significant uncertainty around the extent and duration of business disruptions related to COVID-19 and the impacts may last for an extended period of time. COVID-19 has led to significant uncertainty and volatility in the financial markets.

#### (7) Subsequent Events

The Fund has evaluated the need for disclosures and/or adjustments resulting from subsequent events through April 6, 2023 the date the financial statements were available to be issued. This evaluation did not result in any subsequent events that necessitated adjustments.