Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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.**

OMB Nos. 1210-0110
1210-0089

2020

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EARTHQUAKES SOCCER LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2014

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
EARTHQUAKES SOCCER LLC

1123 COLEMAN AVENUE
SAN JOSE, CA 95110

2b Employer Identification Number (EIN) 20-5291970

2c Plan Sponsor's telephone number 408-556-7700

2d Business code (see instructions) 711210

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.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2021	JARED SHAWLEE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	501
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	344
a(2) Total number of active participants at the end of the plan year	**6a(2)**	116
b Retired or separated participants receiving benefits	**6b**	6
c Other retired or separated participants entitled to future benefits	**6c**	303
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	425
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	425
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	424
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3B 3D 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	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)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2020 Form M-1 annual report. If the plan was not required to file the 2020 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_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2020** **This Form is Open to Public Inspection.**

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
EARTHQUAKES SOCCER LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EARTHQUAKES SOCCER LLC

D Employer Identification Number (EIN)
20-5291970

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

NEWPORT GROUP, INC.

27-2037969

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	RECORDKEEPER	9769	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III	**Termination Information on Accountants and Enrolled Actuaries (see instructions)** (complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
EARTHQUAKES SOCCER LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EARTHQUAKES SOCCER LLC

D Employer Identification Number (EIN)
20-5291970

Part I Asset and Liability Statement

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.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3348856	4208494
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	**(b)** End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3348856	4208494
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3348856	4208494

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		**(a)** Amount	**(b)** Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	183058	
	(B) Participants	2a(1)(B)	418584	
	(C) Others (including rollovers)	2a(1)(C)	3692	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		605334
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	85195	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		85195
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		492962
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1183491
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	314084	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		314084
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	9769	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		9769
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		323853
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		859638
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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: ARMANINO LLP **(2)** EIN: 94-6214841

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, 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.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		28293

			Yes	No	Amount
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.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2020

This Form is Open to Public Inspection.

For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan
EARTHQUAKES SOCCER LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EARTHQUAKES SOCCER LLC

D Employer Identification Number (EIN)
20-5291970

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 27-4411131

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

Earthquakes Soccer LLC 401(k) Plan

Financial Statements
and Supplemental Schedules

December 31, 2020 and 2019
and For the Year Ended December 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Earthquakes Soccer LLC 401(k) Plan
San Jose, California

We were engaged to audit the accompanying financial statements of Earthquakes Soccer LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, 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 conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any audit procedures with respect to the information summarized to in Note 3 which was certified by Newport Trust Company, the Trustee of the Plan (the "Trustee"), except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2020 and 2019 and for the year ended December 31, 2020, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

As described in Note 1, on March 11, 2020, the World Health Organization declared the novel strain of coronavirus ("COVID-19") a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 outbreak in the United States has caused economic disruption. As a result, equity markets and businesses have experienced significant volatility. In response, the U.S. Government enacted the Coronavirus Aid, Relief and Economic Security (CARES) Act, which includes significant provisions to provide relief and assistance to affected organizations. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of COVID-19, the related disruptions and the ultimate impact of the CARES Act and other governmental initiatives. It is at least reasonably possible that this matter will negatively affect the Plan.

Other Matter - Supplemental Schedules

The supplemental schedules of delinquent contributions for the year ended December 31, 2020 and of assets (held at end of year) ("supplemental schedules") as of December 31, 2020, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Armanino LLP
Dallas, Texas

October 5, 2021

Earthquakes Soccer LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2020 and 2019

	2020	2019
ASSETS		
Investments, at fair value	$ 4,208,494	$ 3,348,856
Receivables		
Employer contributions receivable	180,930	188,648
Participant contributions	28,293	-
Total receivables	209,223	188,648
Net assets available for benefits	$ 4,417,717	$ 3,537,504

The accompanying notes are an integral part of these financial statements.

Earthquakes Soccer LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2020

Additions to net assets	
Contributions	
Participant	$ 446,877
Employer	180,930
Rollovers	3,692
Total contributions	631,499
Investment income	
Interest and dividends	85,195
Net appreciation in fair value of investments	492,962
Total investment income	578,157
Total additions to net assets	1,209,656
Deductions from net assets	
Benefits paid to participants	319,674
Administrative expenses	9,769
Total deductions from net assets	329,443
Net increase in net assets available for benefits	880,213
Net assets available for benefits, beginning of year	3,537,504
Net assets available for benefits, end of year	$ 4,417,717

The accompanying notes are an integral part of these financial statements.

Earthquakes Soccer LLC 401(k) Plan
Notes to Financial Statements
December 31, 2020 and 2019

1. DESCRIPTION OF THE PLAN

The following description of Earthquakes Soccer LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan, a defined contribution plan sponsored by Earthquakes Soccer LLC (the "Company" or "Employer"), qualifies under Section 401(k) and related provisions of the Internal Revenue Code (IRC). The Plan was established on January 1, 2014 and was restated effective January 1, 2015, and is designed to provide eligible participants with a means to defer a portion of their compensation for retirement and to provide benefits in the event of disability, death, termination, or financial hardship. The Plan is subject to the provisions of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus (COVID-19) a global pandemic and recommended containment and mitigation measures worldwide. In response to the economic disruption caused by COVID-19, the U.S. Government enacted the Coronavirus Aid, Relief and Economic Security (CARES) Act, which includes significant provisions to provide relief and assistance to affected organizations. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of COVID-19 and the ultimate impact of the CARES Act and other governmental initiatives. It is at least reasonably possible that this matter will negatively affect the Plan. However, the ultimate financial impact and duration cannot be reasonably estimated by management at this time.

Effective March, 27, 2020, the Plan adopted the provisions of the CARES Act related to participant distributions. See "Payment of benefits" disclosures below for a description of the provisions adopted by the Plan.

Plan administration

The Company is the administrator of the Plan and, as such, carries out the duties imposed by ERISA. The Company has contracted with Newport Trust Company (the "Trustee") to provide trustee services to the Plan and two separate affiliates of Newport serve as the separate trustee and record-keeper of the Plan, respectively.

Eligibility

Except for union employees, non-resident aliens, and leased employees, all employees of the Company are eligible to participate in the Plan after completing six months of eligible service, as defined in the plan documents.

1. DESCRIPTION OF THE PLAN (continued)

Participant contributions

Participants contribute their eligible pre-tax or after-tax (as Roth contributions) compensation, as defined in the plan documents, up to the annual maximum amount allowed by the IRC. Unless affirmatively elected otherwise, newly eligible employees are auto-enrolled into the Plan into a default investment option selected by the Plan administrator with a pre-tax deferral rate of 3%, which will automatically increase 1% each January 1st thereafter up to a maximum of 10%. Participants are also allowed to make pre-tax and after-tax (as Roth) rollover contributions from other qualified retirement plans.

Plan participants who have attained the age of 50 before the end of a calendar year are allowed to elect additional amounts called "catch-up contributions" to the Plan, up to the annual contribution limit as defined in the IRC.

Employer contributions

The Plan allows the Company to make discretionary matching and discretionary profit-sharing contributions to the Plan. Unless participants become inactive because of death, disability, or normal retirement, all participants who are employees of the Company as of the last day of the Plan year for which discretionary matching contributions are made are eligible for such contributions. For the Plan year ended December 31, 2020, the Company determined total discretionary matching contributions of $180,930 would be made to the Plan, which resulted in participants receiving discretionary matching contributions of 100% on participant deferrals of up to 3% of participant compensation. All participants are eligible to participate in discretionary profit-sharing contributions to the Plan. No discretionary profit-sharing contributions were made for the Plan year ended December 31, 2020.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's discretionary matching and discretionary profit-sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan and Plan losses. Allocations are based on participant earnings or account balances, as defined in the plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Participants direct the investment of all contributions to their account into investment options offered by the Plan.

1. DESCRIPTION OF THE PLAN (continued)

Vesting

Participants are immediately 100% vested in their contributions to the Plan, plus actual earnings thereon. Participants vest in the Company's discretionary matching and discretionary profit-sharing contributions, if any, ratably over four years of credited service, as defined in the Plan document. Participants become 100% vested in their account balance in the event of death, disability, or terminating after attaining normal retirement age.

Forfeited accounts

Forfeitures are used to reduce the Company's discretionary matching and discretionary profit-sharing contributions to the Plan or to pay Plan expenses, in accordance with the provisions of the Plan. For the year ended December 31, 2020, $5,590 of forfeited amounts were used by the Plan administrator to offset Employer matching contributions and $0 of forfeited amounts were used to offset administrative expenses. As of December 31, 2020 and 2019, the forfeiture account balance was $944 and $5,561, respectively.

Administrative expenses

Fees and expenses charged under participant accounts impact retirement savings and fall into three basic categories. Investment fees are generally assessed as a percentage of assets invested and are deducted directly from investment fund balances. They can be in the form of sales charges, loads, commissions, or management fees. Plan administration and record-keeping fees cover the routine expenses for the services of lawyers, accountants, third party administrators, and other advisors. The Plan requires that certain expenses related to the Plan be paid directly by the Company, but permits certain expenses incurred to administer the Plan to be paid from Plan assets. Currently, the Company directly pays all expenses incurred to operate and administer the Plan. Transaction-based fees are associated with optional services offered under the Plan, and are charged directly to participant accounts for particular Plan features that may be available, such as the maintenance of a terminated participant's account.

Payment of benefits

Distributions and withdrawals are payable upon retirement, termination, financial hardship, being called to active military duty, disability, or death. Upon termination, if a participant's vested account balance is equal to or less than $1,000, the balance is immediately distributed as a lump-sum. Upon termination, unless otherwise elected, if a participant's vested account balance is greater than $1,000 and less than or equal to $5,000, the balance will immediately be rolled over to an individual retirement account designated by the Plan administrator. Upon termination, if a participant's vested account balance exceeds $5,000, the participant (or beneficiary) may elect to receive a distribution of their vested account balance as either a lump-sum, a direct rollover into another qualified plan, or to postpone payment to a later date and remain in the Plan.

Hardship and qualified reservist distributions are permitted under limited circumstances.

1. DESCRIPTION OF THE PLAN (continued)

Payment of benefits (continued)

With the adoption of the CARES Act, qualified participants were able to take coronavirus-related distributions up to $100,000 or 100% of their vested account balance from January 1, 2020 through December 30, 2020. Mandatory tax withholdings and early withdrawal penalties were waived, and ordinary income taxes may be paid over a three-year period. Participants are permitted to repay the distribution over a three-year period. In addition, required minimum distributions for individuals who have reached age 70 ½ have been waived.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Contributions and receivables

Contributions from participants are recorded based on the date the contributions have been separated from a participant's pay by the Company, which is the pay date. Employer discretionary matching and discretionary profit-sharing contributions, if any, are recorded in the year they are earned and to coincide with the year in which the Company records the contribution in its financial statements and takes the tax deduction for the contribution. The Plan records receivables for Employee deferrals, Employer discretionary matching contributions and discretionary profit-sharing contributions, if any, based upon the contributions recognized, less amounts received by the Plan as of the last day of the Plan year.

Investment valuation and income recognition

Investments are reported at fair value. 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Payment of benefits

Benefits paid to participants are recorded as a reduction of net assets available for benefits when paid.

Administrative expenses

Administrative expenses paid by the Plan are recorded when incurred and accruals are recorded when due.

Risks and uncertainties

The Plan 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 changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and changes therein. See Note 1.

Accounting standards update

During August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2018-13 ("ASU 2018-13"), *Fair Value Measurement (Topic 820) Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement*. The amendments eliminate, add, and modify certain fair value disclosure requirements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. The Plan elected to adopt ASU 2018-13 as of and for the year ended December 31, 2020. The adoption of this standard did not have a material effect on the Plan’s financial statements.

Subsequent events

The Plan administrator has evaluated subsequent events through October 5, 2021, the date the financial statements were available to be issued. No subsequent events have occurred that would have a material impact on the presentation of the Plan's financial statements.

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of ERISA. Accordingly, the Trustee, certifies to the completeness and accuracy of:

- Investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2020 and 2019.

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED) (continued)

- Net appreciation in fair value of investments and dividends and interest reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2020; and,
- Investments reflected on the schedule of assets (held at end of year) ("supplemental schedule") as of December 31, 2020.

Accordingly, as requested by the Plan administrator, the Plan's auditor performed no audit procedures on the certified information other than to agree the certified information to the related information included in the financial statements and supplemental schedule.

4. FAIR VALUE MEASUREMENTS

Accounting standards define fair value, establish a framework for measuring fair value, establish a framework for measuring fair value, and define required disclosures about fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

- *Level 1* - inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities, which the Plan has the ability to access on a timely basis.
- *Level 2* - inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3* - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2020 and 2019.

4. FAIR VALUE MEASUREMENTS (continued)

Mutual and money market funds: Valued at the daily closing price as reported by the funds. Mutual and money market funds held by the Plan are open-end funds that are registered with the U.S. Securities and Exchange Commission. These mutual and money market funds are required to publish their daily net asset value and to transact at that price. The mutual and money market funds held by the Plan are deemed to be actively traded.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, by type, at fair value as of December 31, 2020:

	Level 1	Level 2	Level 3	Fair Value
Money market fund	$ 17,897	$ -	$ -	$ 17,897
Mutual funds	4,190,597	-	-	4,190,597
	$ 4,208,494	$ -	$ -	$ 4,208,494

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, by type, at fair value as of December 31, 2019:

	Level 1	Level 2	Level 3	Fair Value
Money market fund	$ 13,355	$ -	$ -	$ 13,355
Mutual funds	3,335,501	-	-	3,335,501
	$ 3,348,856	$ -	$ -	$ 3,348,856

5. TAX STATUS

The Plan has adopted the Verisight, Inc. Defined Contribution Volume Submitter Plan and Trust. The Internal Revenue Service informed Verisight, Inc. by a letter dated March 31, 2014, that the volume submitter plan was designed in accordance with the applicable sections of the IRC and that any employer adopting this form of plan will be considered to have a plan qualified under the IRC. Although the Plan has been subsequently amended, the Company believes the Plan is currently designed and has been operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2020 and 2019:

	2020	2019
Net assets available for benefits per the financial statements	$ 4,417,717	$ 3,537,504
Less: Contributions receivable	(209,223)	(188,648)
Net assets available for benefits per Form 5500	$ 4,208,494	$ 3,348,856

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2020:

Net increase in net assets available for benefits per the financial statements	$ 880,213
Less: Contributions receivable at December 31, 2020	(209,223)
Add: Contributions receivable at December 31, 2019	188,648
Total net increase in net assets available for benefits per Form 5500	$ 859,638

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, all participants would become immediately 100% vested in their respective account balances.

8. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined by ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the Company, and certain others. As such, transactions conducted by the Trustee, and its affiliates, including fee offset agreements, qualify as exempt party-in-interest transactions. Also, fees and expenses paid by the Company on behalf of the Plan qualify as exempt party-in-interest transactions. The Plan is not obligated to repay the Company for expenses paid by the Company on its behalf.

The Trustee retains as compensation for services provided to the Plan, any interest on amounts earned while certain transactions are pending. This applies to both contributions and distributions. Earnings are at institutional money market rates.

SUPPLEMENTAL SCHEDULES

Earthquakes Soccer LLC 401(k) Plan
EIN: 20-5291970; Plan: 001
Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions
December 31, 2020

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check Here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
☒	$ 28,293	$ -	$ -	$ -

Earthquakes Soccer LLC 401(k) Plan
EIN: 20-5291970; Plan: 001
Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2020

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CLEARBRIDGE AGGRESSIVE GROWTH FUND	Mutual Fund	**	$ 13,470
	JP MORGAN CORE PLUS BOND FUND R-6	Mutual Fund	**	11,234
	JP MORGAN EQUITY INCOME FUND CLASS R6	Mutual Fund	**	20,594
	INVESCO OPPENHEIMER OFI INTERNATIONAL GROWTH - R6	Mutual Fund	**	8,522
	VANGUARD 500 INDEX ADMIRAL	Mutual Fund	**	126,782
	VANGUARD DEVELOPED MARKETS INDEX FUND	Mutual Fund	**	30,360
	VANGUARD DIVIDEND GROWTH INV	Mutual Fund	**	115,118
	VANGUARD EXPLORER ADM	Mutual Fund	**	568
	VANGUARD EXTENDED MARKET IDX ADM	Mutual Fund	**	18,238
	VANGUARD SMALL CAP INDEX ADM	Mutual Fund	**	49,827
	VANGUARD TARGET RETIREMENT 2015 INV	Mutual Fund	**	2,432
	VANGUARD TARGET RETIREMENT 2020 INV	Mutual Fund	**	14,954
	VANGUARD TARGET RETIREMENT 2025 INV	Mutual Fund	**	94,494
	VANGUARD TARGET RETIREMENT 2030 INV	Mutual Fund	**	95,614
	VANGUARD TARGET RETIREMENT 2035 INV	Mutual Fund	**	170,143
	VANGUARD TARGET RETIREMENT 2040 INV	Mutual Fund	**	821,244
	VANGUARD TARGET RETIREMENT 2045 INV	Mutual Fund	**	871,187
	VANGUARD TARGET RETIREMENT 2050 INV	Mutual Fund	**	619,021
	VANGUARD TARGET RETIREMENT 2055 INV	Mutual Fund	**	859,474
	VANGUARD TARGET RETIREMENT 2060 INV	Mutual Fund	**	202,286
	VANGUARD TARGET RETIREMENT INCOME INV	Mutual Fund	**	3,997
	VICTORY INTEGRITY SMALL CAP VALUE FUND	Mutual Fund	**	17,753
	VANGUARD TOTAL BOND MARKET INDEX FUND	Mutual Fund	**	18,620
	VANGUARD SHORT TERM INVESTMENT GRADE FUND	Mutual Fund	**	4,665
	VANGUARD CASH RESERVES FEDERAL MONEY MARKET FUND	Money Market Fund	**	17,897
				$ 4,208,494

** Cost information not provided as all investments are participant directed

Earthquakes Soccer LLC 401(k) Plan

Financial Statements
and Supplemental Schedules

December 31, 2020 and 2019
and For the Year Ended December 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Earthquakes Soccer LLC 401(k) Plan
San Jose, California

We were engaged to audit the accompanying financial statements of Earthquakes Soccer LLC 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2020 and 2019, and the related statement of changes in net assets available for benefits for the year ended December 31, 2020, 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 conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any audit procedures with respect to the information summarized to in Note 3 which was certified by Newport Trust Company, the Trustee of the Plan (the "Trustee"), except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2020 and 2019 and for the year ended December 31, 2020, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

As described in Note 1, on March 11, 2020, the World Health Organization declared the novel strain of coronavirus ("COVID-19") a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 outbreak in the United States has caused economic disruption. As a result, equity markets and businesses have experienced significant volatility. In response, the U.S. Government enacted the Coronavirus Aid, Relief and Economic Security (CARES) Act, which includes significant provisions to provide relief and assistance to affected organizations. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of COVID-19, the related disruptions and the ultimate impact of the CARES Act and other governmental initiatives. It is at least reasonably possible that this matter will negatively affect the Plan.

Other Matter - Supplemental Schedules

The supplemental schedules of delinquent contributions for the year ended December 31, 2020 and of assets (held at end of year) ("supplemental schedules") as of December 31, 2020, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Armanino LLP
Dallas, Texas

October 5, 2021

Earthquakes Soccer LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2020 and 2019

	2020	2019
ASSETS		
Investments, at fair value	$ 4,208,494	$ 3,348,856
Receivables		
Employer contributions receivable	180,930	188,648
Participant contributions	28,293	-
Total receivables	209,223	188,648
Net assets available for benefits	$ 4,417,717	$ 3,537,504

The accompanying notes are an integral part of these financial statements.

Earthquakes Soccer LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2020

Additions to net assets	
Contributions	
Participant	$ 446,877
Employer	180,930
Rollovers	3,692
Total contributions	631,499
Investment income	
Interest and dividends	85,195
Net appreciation in fair value of investments	492,962
Total investment income	578,157
Total additions to net assets	1,209,656
Deductions from net assets	
Benefits paid to participants	319,674
Administrative expenses	9,769
Total deductions from net assets	329,443
Net increase in net assets available for benefits	880,213
Net assets available for benefits, beginning of year	3,537,504
Net assets available for benefits, end of year	$ 4,417,717

The accompanying notes are an integral part of these financial statements.

Earthquakes Soccer LLC 401(k) Plan
Notes to Financial Statements
December 31, 2020 and 2019

1. DESCRIPTION OF THE PLAN

The following description of Earthquakes Soccer LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan, a defined contribution plan sponsored by Earthquakes Soccer LLC (the "Company" or "Employer"), qualifies under Section 401(k) and related provisions of the Internal Revenue Code (IRC). The Plan was established on January 1, 2014 and was restated effective January 1, 2015, and is designed to provide eligible participants with a means to defer a portion of their compensation for retirement and to provide benefits in the event of disability, death, termination, or financial hardship. The Plan is subject to the provisions of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus (COVID-19) a global pandemic and recommended containment and mitigation measures worldwide. In response to the economic disruption caused by COVID-19, the U.S. Government enacted the Coronavirus Aid, Relief and Economic Security (CARES) Act, which includes significant provisions to provide relief and assistance to affected organizations. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of COVID-19 and the ultimate impact of the CARES Act and other governmental initiatives. It is at least reasonably possible that this matter will negatively affect the Plan. However, the ultimate financial impact and duration cannot be reasonably estimated by management at this time.

Effective March, 27, 2020, the Plan adopted the provisions of the CARES Act related to participant distributions. See "Payment of benefits" disclosures below for a description of the provisions adopted by the Plan.

Plan administration

The Company is the administrator of the Plan and, as such, carries out the duties imposed by ERISA. The Company has contracted with Newport Trust Company (the "Trustee") to provide trustee services to the Plan and two separate affiliates of Newport serve as the separate trustee and record-keeper of the Plan, respectively.

Eligibility

Except for union employees, non-resident aliens, and leased employees, all employees of the Company are eligible to participate in the Plan after completing six months of eligible service, as defined in the plan documents.

1. DESCRIPTION OF THE PLAN (continued)

Participant contributions

Participants contribute their eligible pre-tax or after-tax (as Roth contributions) compensation, as defined in the plan documents, up to the annual maximum amount allowed by the IRC. Unless affirmatively elected otherwise, newly eligible employees are auto-enrolled into the Plan into a default investment option selected by the Plan administrator with a pre-tax deferral rate of 3%, which will automatically increase 1% each January 1st thereafter up to a maximum of 10%. Participants are also allowed to make pre-tax and after-tax (as Roth) rollover contributions from other qualified retirement plans.

Plan participants who have attained the age of 50 before the end of a calendar year are allowed to elect additional amounts called "catch-up contributions" to the Plan, up to the annual contribution limit as defined in the IRC.

Employer contributions

The Plan allows the Company to make discretionary matching and discretionary profit-sharing contributions to the Plan. Unless participants become inactive because of death, disability, or normal retirement, all participants who are employees of the Company as of the last day of the Plan year for which discretionary matching contributions are made are eligible for such contributions. For the Plan year ended December 31, 2020, the Company determined total discretionary matching contributions of $180,930 would be made to the Plan, which resulted in participants receiving discretionary matching contributions of 100% on participant deferrals of up to 3% of participant compensation. All participants are eligible to participate in discretionary profit-sharing contributions to the Plan. No discretionary profit-sharing contributions were made for the Plan year ended December 31, 2020.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's discretionary matching and discretionary profit-sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan and Plan losses. Allocations are based on participant earnings or account balances, as defined in the plan documents. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Participants direct the investment of all contributions to their account into investment options offered by the Plan.

1. DESCRIPTION OF THE PLAN (continued)

Vesting

Participants are immediately 100% vested in their contributions to the Plan, plus actual earnings thereon. Participants vest in the Company's discretionary matching and discretionary profit-sharing contributions, if any, ratably over four years of credited service, as defined in the Plan document. Participants become 100% vested in their account balance in the event of death, disability, or terminating after attaining normal retirement age.

Forfeited accounts

Forfeitures are used to reduce the Company's discretionary matching and discretionary profit-sharing contributions to the Plan or to pay Plan expenses, in accordance with the provisions of the Plan. For the year ended December 31, 2020, $5,590 of forfeited amounts were used by the Plan administrator to offset Employer matching contributions and $0 of forfeited amounts were used to offset administrative expenses. As of December 31, 2020 and 2019, the forfeiture account balance was $944 and $5,561, respectively.

Administrative expenses

Fees and expenses charged under participant accounts impact retirement savings and fall into three basic categories. Investment fees are generally assessed as a percentage of assets invested and are deducted directly from investment fund balances. They can be in the form of sales charges, loads, commissions, or management fees. Plan administration and record-keeping fees cover the routine expenses for the services of lawyers, accountants, third party administrators, and other advisors. The Plan requires that certain expenses related to the Plan be paid directly by the Company, but permits certain expenses incurred to administer the Plan to be paid from Plan assets. Currently, the Company directly pays all expenses incurred to operate and administer the Plan. Transaction-based fees are associated with optional services offered under the Plan, and are charged directly to participant accounts for particular Plan features that may be available, such as the maintenance of a terminated participant's account.

Payment of benefits

Distributions and withdrawals are payable upon retirement, termination, financial hardship, being called to active military duty, disability, or death. Upon termination, if a participant's vested account balance is equal to or less than $1,000, the balance is immediately distributed as a lump-sum. Upon termination, unless otherwise elected, if a participant's vested account balance is greater than $1,000 and less than or equal to $5,000, the balance will immediately be rolled over to an individual retirement account designated by the Plan administrator. Upon termination, if a participant's vested account balance exceeds $5,000, the participant (or beneficiary) may elect to receive a distribution of their vested account balance as either a lump-sum, a direct rollover into another qualified plan, or to postpone payment to a later date and remain in the Plan.

Hardship and qualified reservist distributions are permitted under limited circumstances.

1. DESCRIPTION OF THE PLAN (continued)

Payment of benefits (continued)

With the adoption of the CARES Act, qualified participants were able to take coronavirus-related distributions up to $100,000 or 100% of their vested account balance from January 1, 2020 through December 30, 2020. Mandatory tax withholdings and early withdrawal penalties were waived, and ordinary income taxes may be paid over a three-year period. Participants are permitted to repay the distribution over a three-year period. In addition, required minimum distributions for individuals who have reached age 70 ½ have been waived.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Contributions and receivables

Contributions from participants are recorded based on the date the contributions have been separated from a participant's pay by the Company, which is the pay date. Employer discretionary matching and discretionary profit-sharing contributions, if any, are recorded in the year they are earned and to coincide with the year in which the Company records the contribution in its financial statements and takes the tax deduction for the contribution. The Plan records receivables for Employee deferrals, Employer discretionary matching contributions and discretionary profit-sharing contributions, if any, based upon the contributions recognized, less amounts received by the Plan as of the last day of the Plan year.

Investment valuation and income recognition

Investments are reported at fair value. 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Payment of benefits

Benefits paid to participants are recorded as a reduction of net assets available for benefits when paid.

Administrative expenses

Administrative expenses paid by the Plan are recorded when incurred and accruals are recorded when due.

Risks and uncertainties

The Plan 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 changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and changes therein. See Note 1.

Accounting standards update

During August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2018-13 ("ASU 2018-13"), *Fair Value Measurement (Topic 820) Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement*. The amendments eliminate, add, and modify certain fair value disclosure requirements. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. The Plan elected to adopt ASU 2018-13 as of and for the year ended December 31, 2020. The adoption of this standard did not have a material effect on the Plan’s financial statements.

Subsequent events

The Plan administrator has evaluated subsequent events through October 5, 2021, the date the financial statements were available to be issued. No subsequent events have occurred that would have a material impact on the presentation of the Plan's financial statements.

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of ERISA. Accordingly, the Trustee, certifies to the completeness and accuracy of:

- Investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2020 and 2019.

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED) (continued)

- Net appreciation in fair value of investments and dividends and interest reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2020; and,
- Investments reflected on the schedule of assets (held at end of year) ("supplemental schedule") as of December 31, 2020.

Accordingly, as requested by the Plan administrator, the Plan's auditor performed no audit procedures on the certified information other than to agree the certified information to the related information included in the financial statements and supplemental schedule.

4. FAIR VALUE MEASUREMENTS

Accounting standards define fair value, establish a framework for measuring fair value, establish a framework for measuring fair value, and define required disclosures about fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy under U.S. GAAP are described as follows:

- *Level 1* - inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities, which the Plan has the ability to access on a timely basis.
- *Level 2* - inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- *Level 3* - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2020 and 2019.

4. FAIR VALUE MEASUREMENTS (continued)

Mutual and money market funds: Valued at the daily closing price as reported by the funds. Mutual and money market funds held by the Plan are open-end funds that are registered with the U.S. Securities and Exchange Commission. These mutual and money market funds are required to publish their daily net asset value and to transact at that price. The mutual and money market funds held by the Plan are deemed to be actively traded.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, by type, at fair value as of December 31, 2020:

	Level 1	Level 2	Level 3	Fair Value
Money market fund	$ 17,897	$ -	$ -	$ 17,897
Mutual funds	4,190,597	-	-	4,190,597
	$ 4,208,494	$ -	$ -	$ 4,208,494

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, by type, at fair value as of December 31, 2019:

	Level 1	Level 2	Level 3	Fair Value
Money market fund	$ 13,355	$ -	$ -	$ 13,355
Mutual funds	3,335,501	-	-	3,335,501
	$ 3,348,856	$ -	$ -	$ 3,348,856

5. TAX STATUS

The Plan has adopted the Verisight, Inc. Defined Contribution Volume Submitter Plan and Trust. The Internal Revenue Service informed Verisight, Inc. by a letter dated March 31, 2014, that the volume submitter plan was designed in accordance with the applicable sections of the IRC and that any employer adopting this form of plan will be considered to have a plan qualified under the IRC. Although the Plan has been subsequently amended, the Company believes the Plan is currently designed and has been operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31, 2020 and 2019:

	2020	2019
Net assets available for benefits per the financial statements	$ 4,417,717	$ 3,537,504
Less: Contributions receivable	(209,223)	(188,648)
Net assets available for benefits per Form 5500	$ 4,208,494	$ 3,348,856

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2020:

Net increase in net assets available for benefits per the financial statements	$ 880,213
Less: Contributions receivable at December 31, 2020	(209,223)
Add: Contributions receivable at December 31, 2019	188,648
Total net increase in net assets available for benefits per Form 5500	$ 859,638

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, all participants would become immediately 100% vested in their respective account balances.

8. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined by ERISA as any fiduciary of the Plan, any party rendering services to the Plan, the Company, and certain others. As such, transactions conducted by the Trustee, and its affiliates, including fee offset agreements, qualify as exempt party-in-interest transactions. Also, fees and expenses paid by the Company on behalf of the Plan qualify as exempt party-in-interest transactions. The Plan is not obligated to repay the Company for expenses paid by the Company on its behalf.

The Trustee retains as compensation for services provided to the Plan, any interest on amounts earned while certain transactions are pending. This applies to both contributions and distributions. Earnings are at institutional money market rates.

SUPPLEMENTAL SCHEDULES

Earthquakes Soccer LLC 401(k) Plan
EIN: 20-5291970; Plan: 001
Schedule H, Part IV, Line 4(a) - Schedule of Delinquent Participant Contributions
December 31, 2020

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			
Check Here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
☒	$ 28,293	$ -	$ -	$ -

Earthquakes Soccer LLC 401(k) Plan
EIN: 20-5291970; Plan: 001
Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year)
December 31, 2020

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CLEARBRIDGE AGGRESSIVE GROWTH FUND	Mutual Fund	**	$ 13,470
	JP MORGAN CORE PLUS BOND FUND R-6	Mutual Fund	**	11,234
	JP MORGAN EQUITY INCOME FUND CLASS R6	Mutual Fund	**	20,594
	INVESCO OPPENHEIMER OFI INTERNATIONAL GROWTH - R6	Mutual Fund	**	8,522
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	VANGUARD TARGET RETIREMENT 2020 INV	Mutual Fund	**	14,954
	VANGUARD TARGET RETIREMENT 2025 INV	Mutual Fund	**	94,494
	VANGUARD TARGET RETIREMENT 2030 INV	Mutual Fund	**	95,614
	VANGUARD TARGET RETIREMENT 2035 INV	Mutual Fund	**	170,143
	VANGUARD TARGET RETIREMENT 2040 INV	Mutual Fund	**	821,244
	VANGUARD TARGET RETIREMENT 2045 INV	Mutual Fund	**	871,187
	VANGUARD TARGET RETIREMENT 2050 INV	Mutual Fund	**	619,021
	VANGUARD TARGET RETIREMENT 2055 INV	Mutual Fund	**	859,474
	VANGUARD TARGET RETIREMENT 2060 INV	Mutual Fund	**	202,286
	VANGUARD TARGET RETIREMENT INCOME INV	Mutual Fund	**	3,997
	VICTORY INTEGRITY SMALL CAP VALUE FUND	Mutual Fund	**	17,753
	VANGUARD TOTAL BOND MARKET INDEX FUND	Mutual Fund	**	18,620
	VANGUARD SHORT TERM INVESTMENT GRADE FUND	Mutual Fund	**	4,665
	VANGUARD CASH RESERVES FEDERAL MONEY MARKET FUND	Money Market Fund	**	17,897
				$ 4,208,494

** Cost information not provided as all investments are participant directed