

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2020</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2020 or fiscal plan year beginning <u>01/01/2020</u> and ending <u>12/31/2020</u>	
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.) ☒ 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:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan	<u>CAPSTAN INCORPORATED TAX FAVORED SAVINGS & INVESTMENT PLAN</u> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">1b Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>09/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan	<u>09/01/1985</u>		
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan	<u>09/01/1985</u>						
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) <u>CAPSTAN, INC.</u> <u>16100 S. FIGUEROA STREET</u> <u>CARSON, CA 90248</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">2b Employer Identification Number (EIN)</td> <td><u>33-0703225</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number</td> <td><u>310-544-8383</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>332700</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>33-0703225</u>	2c Plan Sponsor's telephone number	<u>310-544-8383</u>	2d Business code (see instructions)	<u>332700</u>
2b Employer Identification Number (EIN)	<u>33-0703225</u>						
2c Plan Sponsor's telephone number	<u>310-544-8383</u>						
2d Business code (see instructions)	<u>332700</u>						

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.	10/15/2021	BONNIE GONZALES
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2020)
v. 200204

3a Plan administrator's name and address ☒ 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	141
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)	115
a(2) Total number of active participants at the end of the plan year		6a(2)	111
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits		6c	28
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	139
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	139
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	124
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	4
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: 2F 2G 2J 2K 2T 3D			
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) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information 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.	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 CAPSTAN INCORPORATED TAX FAVORED SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CAPSTAN, INC.	D Employer Identification Number (EIN) 33-0703225	

Part I	Service Provider Information (see instructions)
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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 64 65	RECORDKEEPER	3058	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2020 This Form is Open to Public Inspection
For calendar plan year 2020 or fiscal plan year beginning <u>01/01/2020</u> and ending <u>12/31/2020</u>		
A Name of plan <u>CAPSTAN INCORPORATED TAX FAVORED SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPSTAN, INC.</u>	D Employer Identification Number (EIN) <u>33-0703225</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash.....	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions.....	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	687574	1365957
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	218506	226321
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12871245	14432755
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
	(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities.....	1d(1)	0	0
(2) Employer real property.....	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13777325	16025033

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness.....	1i	0	0
j Other liabilities.....	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13777325	16025033
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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)	129718	
(B) Participants	2a(1)(B)	364699	
(C) Others (including rollovers).....	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	494417
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	1809	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	12887	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14696
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	790009
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	790009	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		790009
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2509849
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		3808971

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1558205	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1558205
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other.....	2i(4)	3058	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3058
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1561263

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2247708
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: **BEACH,FREEMAN, LIM & CLELAND, LLP**

(2) EIN: **56-2306396**

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		5013

	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?	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?		X	
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.)	X		
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		X	

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 _____.

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2020</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2020 or fiscal plan year beginning 01/01/2020 and ending 12/31/2020

A Name of plan CAPSTAN INCORPORATED TAX FAVORED SAVINGS & INVESTMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CAPSTAN, INC.	D Employer Identification Number (EIN) 33-0703225

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
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): 04-6568107	
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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2020
v. 200204

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 _____	

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2020

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
NOTES TO FINANCIAL STATEMENTS	5 - 14
SUPPLEMENTARY INFORMATION	
Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)	16 - 17
Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions	18



beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capstan Incorporated Tax Favored Savings & Investment 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.

Auditors' 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 auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, 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.

Other Matter

The supplementary schedules of assets (held at end of year) as of December 31, 2020, and the schedule of delinquent participant contributions for the year ended December 31, 2020, are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 supplementary schedules referred to above.

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 supplementary 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.

A handwritten signature in blue ink that reads "Brad Freeman & O'Quinn, LLP". The signature is written in a cursive, flowing style.

El Segundo, California
October 14, 2021

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2020 AND 2019

ASSETS		
	<u>2020</u>	<u>2019</u>
Investments		
Money market funds	\$ 1,365,957	\$ 687,574
Mutual funds	<u>14,432,755</u>	<u>12,871,245</u>
	<u>15,798,712</u>	<u>13,558,819</u>
Receivables		
Participant contributions	7,584	-
Employer contributions	2,804	-
Other employer contributions	19,462	-
Notes receivable from participants	<u>226,321</u>	<u>218,506</u>
	<u>256,171</u>	<u>218,506</u>
Net Assets Available for Benefits	<u><u>\$ 16,054,883</u></u>	<u><u>\$ 13,777,325</u></u>

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2020

Additions to Net Assets Attributed to:

Investment income

Interest	\$ 1,809
Dividends	790,009
Net appreciation in fair value of investments	<u>2,509,849</u>

3,301,667

Interest on notes receivable from participants

12,887

Contributions

Participants	372,283
Employer	<u>151,984</u>

524,267

3,838,821

Deductions from Net Assets Attributed to:

Benefits paid to participants	1,558,205
Administrative expenses	<u>3,058</u>

1,561,263

Net Increase

2,277,558

Net Assets Available for Benefits, Beginning of Year

13,777,325

Net Assets Available for Benefits, End of Year

\$ 16,054,883

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Capstan Incorporated Tax Favored Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all full-time employees of Capstan Incorporated and its subsidiaries, Capstan Atlantic, and Capstan California (collectively, the "Company") who have completed one year of service in which 1,000 hours were performed, and are age twenty-one or older. The Plan does not cover employees who are residents of Puerto Rico.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Beginning in April 2020, the Plan enacted several provisions from the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), specifically allowing CARES Act distributions and loan deferments throughout the remainder of 2020. The CARES Act allows eligible Plan participants to request penalty-free distributions of up to \$100,000 before December 31, 2020 for qualifying reasons associated with the COVID-19 pandemic, permits increasing the limit for plan loans, permits suspension of loan payments due for up to one year, and permits individuals to stop receiving 2020 required minimum distributions.

Contributions

The Plan allows participants to make pre-tax and/or Roth contributions, subject to an annual limit of the lesser of \$19,500 or 60% of eligible compensation, (plus a \$6,500 catch-up for participants that have attained age 50 before the end of the Plan year) in accordance with the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various money market accounts and mutual funds as investment options for participants.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants who meet the eligibility requirements and make eligible contributions are entitled to receive discretionary matching employer contributions equal to the percentage declared for the contribution period, if any, by a Board of Directors' resolution. Currently, 50% of eligible contributions up to 6% of eligible compensation. The Company, however, shall not make matching employer contributions with respect to an eligible participant's catch-up contributions.

The Plan also provides the Company an option of making non-elective contributions. No such contributions were made by the Company during 2020.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's discretionary matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan, if applicable. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest 20% per year beginning after the first year of service and become fully vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their participant accounts a minimum of \$1,000, up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at one percent above the prime rate. Loans must be repaid over a maximum five year period, unless it is for the purchase of a principal residence, in which case the loan repayment may not extend beyond ten years from the date of the loan. Principal and interest is paid ratably through weekly or bi-weekly payroll deductions, as applicable.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants (Continued)

In connection with the CARES Act, the Plan adopted provisions to increase the available loan amount to the lesser of \$100,000 or 100% of the participant's vested account balance on loans requested through September 22, 2020, and extended the period for loan repayments up to one year.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to (a) receive a lump sum distribution equal to the value of his/her account, (b) request a direct rollover, (c) receive a combination of both non-rollover and rollover distributions, or (d) leave the funds in the Plan as deferred vested benefits until required by law to receive minimum distributions. All distributions are made subject to the applicable provisions of the Plan document. Vested account balances payable that are between \$1,000 to \$5,000 will be rolled over without participant consent to an IRA designated by the Plan administrator. Balances that are less than or equal to \$1,000 will be distributed as a lump-sum distribution as directed by the Plan administrator.

Forfeited Accounts

At December 31, 2020 and 2019, forfeited nonvested accounts totaled \$20,643 and \$14,822, respectively. Forfeitures of terminated participants' nonvested accounts may first be used to pay administrative expenses of the Plan. Any remaining amounts will be used to reduce employer contributions. In 2020, \$83 from forfeited nonvested accounts was used to pay administrative expenses of the Plan and \$1,245 was used to reduce employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2020 or 2019. Delinquent Participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

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 statement of net assets available for benefits.

In March 2020, the World Health Organization declared COVID-19 a pandemic. The COVID-19 pandemic has led to extreme volatility in financial markets and has affected, and may continue to affect, the fair value of the Plan assets. As this pandemic endures and continues to have an impact on global economic activity, the extent and duration of the COVID-19 impact is difficult to assess and cannot be predicted.

Concentrations

Investments that represent 10% or more of the Plan's total investment balance as of December 31, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
FID OTC Portfolio	\$ 3,921,270	\$ 2,680,154

NOTE 3 - 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 Plan termination, participants would become 100% vested in their employer contributions.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, custodian, and recordkeeper of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Payments to Fidelity for recordkeeping services totaled \$3,058 for the year ended December 31, 2020.

Notes receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate with respect to investments and notes receivable from participants:

- Investments at fair value
- Notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary schedule.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 6 - TAX STATUS OF THE PLAN

The Internal Revenue Service has informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan is therefore exempt from federal income taxes under the provisions of Section 401(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the Plan's tax counsel believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>2020</u>	<u>2019</u>
Net assets available for benefits per the financial statements	\$ 16,054,883	\$ 13,777,325
Less:		
Participant contributions receivable	(7,584)	-
Employer contributions receivable	(2,804)	-
Other employer contributions receivable	<u>(19,462)</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 16,025,033</u>	<u>\$ 13,777,325</u>

The following is a reconciliation of the changes in net assets available for benefits to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 2,277,558
Less:	
Net change in participant contributions receivable	(7,584)
Net change in employer contributions receivable	(2,804)
Net change in other employer contributions receivable	<u>(19,462)</u>
Net income per Form 5500	<u>\$ 2,247,708</u>

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| 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; 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 used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Highly liquid instruments purchased with an initial maturity of three months or less and considered to be cash equivalents valued using level 1 inputs.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and valued using level 1 inputs.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2020 and 2019:

**Assets at Fair Value as of
December 31, 2020**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 1,365,957	\$ -	\$ -	\$ 1,365,957
Mutual funds	<u>14,432,755</u>	<u>-</u>	<u>-</u>	<u>14,432,755</u>
Investments at fair value	<u>\$ 15,798,712</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,798,712</u>

**Assets at Fair Value as of
December 31, 2019**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 687,574	\$ -	\$ -	\$ 687,574
Mutual funds	<u>12,871,245</u>	<u>-</u>	<u>-</u>	<u>12,871,245</u>
Investments at fair value	<u>\$ 13,558,819</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,558,819</u>

NOTE 9 - OPERATIONAL DEFECT

Subsequent to year-end, the Plan Sponsor discovered it had not properly applied the definition of Plan compensation in the operation of the Plan. Certain eligible wages were improperly excluded from employee deferrals and employer match. The Plan is in the process of correcting the missed deferrals, employer match, and lost earnings, however, estimated the total correction to be approximately \$19,642, which they will remit as soon as administratively possible.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 10 - SUBSEQUENT EVENTS

The Plan evaluated all subsequent events through October 14, 2021, the date at which the financial statements were available to be issued. The Plan is not aware of any significant events that occurred subsequent to the date of the statement of net assets available for benefits, but prior to October 14, 2021, that would have a material impact on its financial statements.

SUPPLEMENTARY INFORMATION

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID OTC PORTFOLIO	\$ 3,921,270
*	Fidelity	FID GOVT MMKT	1,365,957
*	Fidelity	FID BLUE CHIP GR	1,321,944
*	Fidelity	FID SMALL CAP VALUE	941,090
*	Fidelity	FID GROWTH COMPANY	869,225
*	Fidelity	FID INTERMED BOND	841,347
*	Fidelity	FID FREEDOM 2020	836,315
*	Fidelity	FID PURITAN	811,375
*	Fidelity	FID FREEDOM 2030	658,057
*	Fidelity	FID TOTAL MKT IDX	601,549
*	Fidelity	FID CONTRAFUND	573,398
*	Fidelity	FID LOW PRICED STK	532,650
*	Fidelity	FID DIVIDEND GR	285,952
*	Fidelity	FID FREEDOM 2025	272,207
*	Fidelity	FID INVST GR BD	246,589
*	Fidelity	MID CAP STOCK	237,715
*	Fidelity	FID FOCUSED STOCK	181,197
*	Fidelity	FID VALUE	171,349
*	Fidelity	FID DIVERSIFD INTL	160,322
*	Fidelity	FID SM CAP DISCOVERY	144,443
*	Fidelity	FID EXTD MKT IDX	114,259
*	Fidelity	FID SHORT TERM BOND	104,643
*	Fidelity	FID GROWTH STRAT	89,663
*	Fidelity	FID LARGE CAP STOCK	69,110
*	Fidelity	FID FREEDOM 2050	61,620
*	Fidelity	FID FREEDOM 2040	56,640
*	Fidelity	FID FREEDOM 2010	48,657
*	Fidelity	FID EQ DIV INCOME	48,170
*	Fidelity	FID EQUITY INC	36,369
*	Fidelity	FID OVERSEAS	36,254
*	Fidelity	FID FREEDOM 2015	36,252
*	Fidelity	FID FREEDOM 2035	30,438
*	Fidelity	FID FIDELITY FUND	30,217
*	Fidelity	FID RERAL ESTATE INVS	24,727
*	Fidelity	FID FREEDOM 2060	14,473
*	Fidelity	FID FREEDOM INCOME	10,609

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID FREEDOM 2055	9,446
*	Fidelity	FID VALUE STRAT	1,624
*	Fidelity	FID FREEDOM 2065	720
*	Fidelity	FID FREEDOM 2045	684
*	Fidelity	FID FREEDOM 2055	<u>186</u>
			15,798,712
*	Participants	Notes receivable from participants - Maturing 2021 to 2025 Interest 4.25% - 6.50%	<u>226,321</u>
			<u><u>\$ 16,025,033</u></u>
*	Party-in-interest to the Plan for which a statutory exemption exists.		

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions

FOR THE YEAR ENDED 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

May 15, 2020	\$ -	\$ 5,013	\$ -	\$ -
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**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2020

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
NOTES TO FINANCIAL STATEMENTS	5 - 14
SUPPLEMENTARY INFORMATION	
Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)	16 - 17
Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions	18



beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capstan Incorporated Tax Favored Savings & Investment 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.

Auditors' 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 auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, 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.

Other Matter

The supplementary schedules of assets (held at end of year) as of December 31, 2020, and the schedule of delinquent participant contributions for the year ended December 31, 2020, are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 supplementary schedules referred to above.

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 supplementary 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.

A handwritten signature in blue ink that reads "Brad Freeman & O'Quinn, LLP". The signature is written in a cursive, flowing style.

El Segundo, California
October 14, 2021

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2020 AND 2019

ASSETS		
	<u>2020</u>	<u>2019</u>
Investments		
Money market funds	\$ 1,365,957	\$ 687,574
Mutual funds	<u>14,432,755</u>	<u>12,871,245</u>
	<u>15,798,712</u>	<u>13,558,819</u>
Receivables		
Participant contributions	7,584	-
Employer contributions	2,804	-
Other employer contributions	19,462	-
Notes receivable from participants	<u>226,321</u>	<u>218,506</u>
	<u>256,171</u>	<u>218,506</u>
Net Assets Available for Benefits	<u><u>\$ 16,054,883</u></u>	<u><u>\$ 13,777,325</u></u>

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2020

Additions to Net Assets Attributed to:

Investment income

Interest	\$ 1,809
Dividends	790,009
Net appreciation in fair value of investments	<u>2,509,849</u>

3,301,667

Interest on notes receivable from participants

12,887

Contributions

Participants	372,283
Employer	<u>151,984</u>

524,267

3,838,821

Deductions from Net Assets Attributed to:

Benefits paid to participants	1,558,205
Administrative expenses	<u>3,058</u>

1,561,263

Net Increase

2,277,558

Net Assets Available for Benefits, Beginning of Year

13,777,325

Net Assets Available for Benefits, End of Year

\$ 16,054,883

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Capstan Incorporated Tax Favored Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all full-time employees of Capstan Incorporated and its subsidiaries, Capstan Atlantic, and Capstan California (collectively, the "Company") who have completed one year of service in which 1,000 hours were performed, and are age twenty-one or older. The Plan does not cover employees who are residents of Puerto Rico.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Beginning in April 2020, the Plan enacted several provisions from the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), specifically allowing CARES Act distributions and loan deferments throughout the remainder of 2020. The CARES Act allows eligible Plan participants to request penalty-free distributions of up to \$100,000 before December 31, 2020 for qualifying reasons associated with the COVID-19 pandemic, permits increasing the limit for plan loans, permits suspension of loan payments due for up to one year, and permits individuals to stop receiving 2020 required minimum distributions.

Contributions

The Plan allows participants to make pre-tax and/or Roth contributions, subject to an annual limit of the lesser of \$19,500 or 60% of eligible compensation, (plus a \$6,500 catch-up for participants that have attained age 50 before the end of the Plan year) in accordance with the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various money market accounts and mutual funds as investment options for participants.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants who meet the eligibility requirements and make eligible contributions are entitled to receive discretionary matching employer contributions equal to the percentage declared for the contribution period, if any, by a Board of Directors' resolution. Currently, 50% of eligible contributions up to 6% of eligible compensation. The Company, however, shall not make matching employer contributions with respect to an eligible participant's catch-up contributions.

The Plan also provides the Company an option of making non-elective contributions. No such contributions were made by the Company during 2020.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's discretionary matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan, if applicable. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest 20% per year beginning after the first year of service and become fully vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their participant accounts a minimum of \$1,000, up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at one percent above the prime rate. Loans must be repaid over a maximum five year period, unless it is for the purchase of a principal residence, in which case the loan repayment may not extend beyond ten years from the date of the loan. Principal and interest is paid ratably through weekly or bi-weekly payroll deductions, as applicable.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants (Continued)

In connection with the CARES Act, the Plan adopted provisions to increase the available loan amount to the lesser of \$100,000 or 100% of the participant's vested account balance on loans requested through September 22, 2020, and extended the period for loan repayments up to one year.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to (a) receive a lump sum distribution equal to the value of his/her account, (b) request a direct rollover, (c) receive a combination of both non-rollover and rollover distributions, or (d) leave the funds in the Plan as deferred vested benefits until required by law to receive minimum distributions. All distributions are made subject to the applicable provisions of the Plan document. Vested account balances payable that are between \$1,000 to \$5,000 will be rolled over without participant consent to an IRA designated by the Plan administrator. Balances that are less than or equal to \$1,000 will be distributed as a lump-sum distribution as directed by the Plan administrator.

Forfeited Accounts

At December 31, 2020 and 2019, forfeited nonvested accounts totaled \$20,643 and \$14,822, respectively. Forfeitures of terminated participants' nonvested accounts may first be used to pay administrative expenses of the Plan. Any remaining amounts will be used to reduce employer contributions. In 2020, \$83 from forfeited nonvested accounts was used to pay administrative expenses of the Plan and \$1,245 was used to reduce employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2020 or 2019. Delinquent Participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

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 statement of net assets available for benefits.

In March 2020, the World Health Organization declared COVID-19 a pandemic. The COVID-19 pandemic has led to extreme volatility in financial markets and has affected, and may continue to affect, the fair value of the Plan assets. As this pandemic endures and continues to have an impact on global economic activity, the extent and duration of the COVID-19 impact is difficult to assess and cannot be predicted.

Concentrations

Investments that represent 10% or more of the Plan's total investment balance as of December 31, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
FID OTC Portfolio	\$ 3,921,270	\$ 2,680,154

NOTE 3 - 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 Plan termination, participants would become 100% vested in their employer contributions.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, custodian, and recordkeeper of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Payments to Fidelity for recordkeeping services totaled \$3,058 for the year ended December 31, 2020.

Notes receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate with respect to investments and notes receivable from participants:

- Investments at fair value
- Notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary schedule.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 6 - TAX STATUS OF THE PLAN

The Internal Revenue Service has informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan is therefore exempt from federal income taxes under the provisions of Section 401(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the Plan's tax counsel believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>2020</u>	<u>2019</u>
Net assets available for benefits per the financial statements	\$ 16,054,883	\$ 13,777,325
Less:		
Participant contributions receivable	(7,584)	-
Employer contributions receivable	(2,804)	-
Other employer contributions receivable	<u>(19,462)</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 16,025,033</u>	<u>\$ 13,777,325</u>

The following is a reconciliation of the changes in net assets available for benefits to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 2,277,558
Less:	
Net change in participant contributions receivable	(7,584)
Net change in employer contributions receivable	(2,804)
Net change in other employer contributions receivable	<u>(19,462)</u>
Net income per Form 5500	<u>\$ 2,247,708</u>

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
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; 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 used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Highly liquid instruments purchased with an initial maturity of three months or less and considered to be cash equivalents valued using level 1 inputs.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and valued using level 1 inputs.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2020 and 2019:

**Assets at Fair Value as of
December 31, 2020**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 1,365,957	\$ -	\$ -	\$ 1,365,957
Mutual funds	<u>14,432,755</u>	<u>-</u>	<u>-</u>	<u>14,432,755</u>
Investments at fair value	<u>\$ 15,798,712</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,798,712</u>

**Assets at Fair Value as of
December 31, 2019**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 687,574	\$ -	\$ -	\$ 687,574
Mutual funds	<u>12,871,245</u>	<u>-</u>	<u>-</u>	<u>12,871,245</u>
Investments at fair value	<u>\$ 13,558,819</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,558,819</u>

NOTE 9 - OPERATIONAL DEFECT

Subsequent to year-end, the Plan Sponsor discovered it had not properly applied the definition of Plan compensation in the operation of the Plan. Certain eligible wages were improperly excluded from employee deferrals and employer match. The Plan is in the process of correcting the missed deferrals, employer match, and lost earnings, however, estimated the total correction to be approximately \$19,642, which they will remit as soon as administratively possible.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 10 - SUBSEQUENT EVENTS

The Plan evaluated all subsequent events through October 14, 2021, the date at which the financial statements were available to be issued. The Plan is not aware of any significant events that occurred subsequent to the date of the statement of net assets available for benefits, but prior to October 14, 2021, that would have a material impact on its financial statements.

SUPPLEMENTARY INFORMATION

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID OTC PORTFOLIO	\$ 3,921,270
*	Fidelity	FID GOVT MMKT	1,365,957
*	Fidelity	FID BLUE CHIP GR	1,321,944
*	Fidelity	FID SMALL CAP VALUE	941,090
*	Fidelity	FID GROWTH COMPANY	869,225
*	Fidelity	FID INTERMED BOND	841,347
*	Fidelity	FID FREEDOM 2020	836,315
*	Fidelity	FID PURITAN	811,375
*	Fidelity	FID FREEDOM 2030	658,057
*	Fidelity	FID TOTAL MKT IDX	601,549
*	Fidelity	FID CONTRAFUND	573,398
*	Fidelity	FID LOW PRICED STK	532,650
*	Fidelity	FID DIVIDEND GR	285,952
*	Fidelity	FID FREEDOM 2025	272,207
*	Fidelity	FID INVST GR BD	246,589
*	Fidelity	MID CAP STOCK	237,715
*	Fidelity	FID FOCUSED STOCK	181,197
*	Fidelity	FID VALUE	171,349
*	Fidelity	FID DIVERSIFD INTL	160,322
*	Fidelity	FID SM CAP DISCOVERY	144,443
*	Fidelity	FID EXTD MKT IDX	114,259
*	Fidelity	FID SHORT TERM BOND	104,643
*	Fidelity	FID GROWTH STRAT	89,663
*	Fidelity	FID LARGE CAP STOCK	69,110
*	Fidelity	FID FREEDOM 2050	61,620
*	Fidelity	FID FREEDOM 2040	56,640
*	Fidelity	FID FREEDOM 2010	48,657
*	Fidelity	FID EQ DIV INCOME	48,170
*	Fidelity	FID EQUITY INC	36,369
*	Fidelity	FID OVERSEAS	36,254
*	Fidelity	FID FREEDOM 2015	36,252
*	Fidelity	FID FREEDOM 2035	30,438
*	Fidelity	FID FIDELITY FUND	30,217
*	Fidelity	FID RERAL ESTATE INVS	24,727
*	Fidelity	FID FREEDOM 2060	14,473
*	Fidelity	FID FREEDOM INCOME	10,609

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID FREEDOM 2055	9,446
*	Fidelity	FID VALUE STRAT	1,624
*	Fidelity	FID FREEDOM 2065	720
*	Fidelity	FID FREEDOM 2045	684
*	Fidelity	FID FREEDOM 2055	<u>186</u>
			15,798,712
*	Participants	Notes receivable from participants - Maturing 2021 to 2025 Interest 4.25% - 6.50%	<u>226,321</u>
			<u><u>\$ 16,025,033</u></u>
*	Party-in-interest to the Plan for which a statutory exemption exists.		

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions

FOR THE YEAR ENDED 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

May 15, 2020	\$ -	\$ 5,013	\$ -	\$ -
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**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2020

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	1 - 2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
NOTES TO FINANCIAL STATEMENTS	5 - 14
SUPPLEMENTARY INFORMATION	
Schedule H, Part IV, Item 4i - Schedule of Assets (Held at End of Year)	16 - 17
Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions	18



beach, freeman, lim & cleland, LLP

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**
Los Angeles, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capstan Incorporated Tax Favored Savings & Investment 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.

Auditors' 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 auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, 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.

Other Matter

The supplementary schedules of assets (held at end of year) as of December 31, 2020, and the schedule of delinquent participant contributions for the year ended December 31, 2020, are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and 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 supplementary schedules referred to above.

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 supplementary 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.

A handwritten signature in blue ink that reads "Brad Freeman & O'Quinn, LLP". The signature is written in a cursive, flowing style.

El Segundo, California
October 14, 2021

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2020 AND 2019

ASSETS		
	<u>2020</u>	<u>2019</u>
Investments		
Money market funds	\$ 1,365,957	\$ 687,574
Mutual funds	<u>14,432,755</u>	<u>12,871,245</u>
	<u>15,798,712</u>	<u>13,558,819</u>
Receivables		
Participant contributions	7,584	-
Employer contributions	2,804	-
Other employer contributions	19,462	-
Notes receivable from participants	<u>226,321</u>	<u>218,506</u>
	<u>256,171</u>	<u>218,506</u>
Net Assets Available for Benefits	<u><u>\$ 16,054,883</u></u>	<u><u>\$ 13,777,325</u></u>

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2020

Additions to Net Assets Attributed to:

Investment income

Interest	\$ 1,809
Dividends	790,009
Net appreciation in fair value of investments	<u>2,509,849</u>

3,301,667

Interest on notes receivable from participants

12,887

Contributions

Participants	372,283
Employer	<u>151,984</u>

524,267

3,838,821

Deductions from Net Assets Attributed to:

Benefits paid to participants	1,558,205
Administrative expenses	<u>3,058</u>

1,561,263

Net Increase

2,277,558

Net Assets Available for Benefits, Beginning of Year

13,777,325

Net Assets Available for Benefits, End of Year

\$ 16,054,883

See accompanying notes to financial statements.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Capstan Incorporated Tax Favored Savings & Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan covering all full-time employees of Capstan Incorporated and its subsidiaries, Capstan Atlantic, and Capstan California (collectively, the "Company") who have completed one year of service in which 1,000 hours were performed, and are age twenty-one or older. The Plan does not cover employees who are residents of Puerto Rico.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Beginning in April 2020, the Plan enacted several provisions from the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), specifically allowing CARES Act distributions and loan deferments throughout the remainder of 2020. The CARES Act allows eligible Plan participants to request penalty-free distributions of up to \$100,000 before December 31, 2020 for qualifying reasons associated with the COVID-19 pandemic, permits increasing the limit for plan loans, permits suspension of loan payments due for up to one year, and permits individuals to stop receiving 2020 required minimum distributions.

Contributions

The Plan allows participants to make pre-tax and/or Roth contributions, subject to an annual limit of the lesser of \$19,500 or 60% of eligible compensation, (plus a \$6,500 catch-up for participants that have attained age 50 before the end of the Plan year) in accordance with the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various money market accounts and mutual funds as investment options for participants.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Contributions (Continued)

Participants who meet the eligibility requirements and make eligible contributions are entitled to receive discretionary matching employer contributions equal to the percentage declared for the contribution period, if any, by a Board of Directors' resolution. Currently, 50% of eligible contributions up to 6% of eligible compensation. The Company, however, shall not make matching employer contributions with respect to an eligible participant's catch-up contributions.

The Plan also provides the Company an option of making non-elective contributions. No such contributions were made by the Company during 2020.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's discretionary matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan, if applicable. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants vest 20% per year beginning after the first year of service and become fully vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their participant accounts a minimum of \$1,000, up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at one percent above the prime rate. Loans must be repaid over a maximum five year period, unless it is for the purchase of a principal residence, in which case the loan repayment may not extend beyond ten years from the date of the loan. Principal and interest is paid ratably through weekly or bi-weekly payroll deductions, as applicable.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants (Continued)

In connection with the CARES Act, the Plan adopted provisions to increase the available loan amount to the lesser of \$100,000 or 100% of the participant's vested account balance on loans requested through September 22, 2020, and extended the period for loan repayments up to one year.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to (a) receive a lump sum distribution equal to the value of his/her account, (b) request a direct rollover, (c) receive a combination of both non-rollover and rollover distributions, or (d) leave the funds in the Plan as deferred vested benefits until required by law to receive minimum distributions. All distributions are made subject to the applicable provisions of the Plan document. Vested account balances payable that are between \$1,000 to \$5,000 will be rolled over without participant consent to an IRA designated by the Plan administrator. Balances that are less than or equal to \$1,000 will be distributed as a lump-sum distribution as directed by the Plan administrator.

Forfeited Accounts

At December 31, 2020 and 2019, forfeited nonvested accounts totaled \$20,643 and \$14,822, respectively. Forfeitures of terminated participants' nonvested accounts may first be used to pay administrative expenses of the Plan. Any remaining amounts will be used to reduce employer contributions. In 2020, \$83 from forfeited nonvested accounts was used to pay administrative expenses of the Plan and \$1,245 was used to reduce employer contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2020 or 2019. Delinquent Participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

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 statement of net assets available for benefits.

In March 2020, the World Health Organization declared COVID-19 a pandemic. The COVID-19 pandemic has led to extreme volatility in financial markets and has affected, and may continue to affect, the fair value of the Plan assets. As this pandemic endures and continues to have an impact on global economic activity, the extent and duration of the COVID-19 impact is difficult to assess and cannot be predicted.

Concentrations

Investments that represent 10% or more of the Plan's total investment balance as of December 31, 2020 and 2019 are as follows:

	<u>2020</u>	<u>2019</u>
FID OTC Portfolio	\$ 3,921,270	\$ 2,680,154

NOTE 3 - 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 Plan termination, participants would become 100% vested in their employer contributions.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee, custodian, and recordkeeper of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Payments to Fidelity for recordkeeping services totaled \$3,058 for the year ended December 31, 2020.

Notes receivable from Plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 5 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate with respect to investments and notes receivable from participants:

- Investments at fair value
- Notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Interest and dividends
- Schedule of assets (held at end of year)

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplementary schedule.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 6 - TAX STATUS OF THE PLAN

The Internal Revenue Service has informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan is therefore exempt from federal income taxes under the provisions of Section 401(a) of the IRC. Although the Plan has been amended since receiving the opinion letter, the Plan's tax counsel believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<u>2020</u>	<u>2019</u>
Net assets available for benefits per the financial statements	\$ 16,054,883	\$ 13,777,325
Less:		
Participant contributions receivable	(7,584)	-
Employer contributions receivable	(2,804)	-
Other employer contributions receivable	<u>(19,462)</u>	<u>-</u>
Net assets per Form 5500	<u>\$ 16,025,033</u>	<u>\$ 13,777,325</u>

The following is a reconciliation of the changes in net assets available for benefits to the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 2,277,558
Less:	
Net change in participant contributions receivable	(7,584)
Net change in employer contributions receivable	(2,804)
Net change in other employer contributions receivable	<u>(19,462)</u>
Net income per Form 5500	<u>\$ 2,247,708</u>

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 Financial Accounting Standards Board Accounting Standards Codification 820 are described as follows:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| 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; 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 used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

Money market funds: Highly liquid instruments purchased with an initial maturity of three months or less and considered to be cash equivalents valued using level 1 inputs.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 8 - FAIR VALUE MEASUREMENTS (CONTINUED)

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and valued using level 1 inputs.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2020 and 2019:

**Assets at Fair Value as of
December 31, 2020**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 1,365,957	\$ -	\$ -	\$ 1,365,957
Mutual funds	<u>14,432,755</u>	<u>-</u>	<u>-</u>	<u>14,432,755</u>
Investments at fair value	<u>\$ 15,798,712</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,798,712</u>

**Assets at Fair Value as of
December 31, 2019**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 687,574	\$ -	\$ -	\$ 687,574
Mutual funds	<u>12,871,245</u>	<u>-</u>	<u>-</u>	<u>12,871,245</u>
Investments at fair value	<u>\$ 13,558,819</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,558,819</u>

NOTE 9 - OPERATIONAL DEFECT

Subsequent to year-end, the Plan Sponsor discovered it had not properly applied the definition of Plan compensation in the operation of the Plan. Certain eligible wages were improperly excluded from employee deferrals and employer match. The Plan is in the process of correcting the missed deferrals, employer match, and lost earnings, however, estimated the total correction to be approximately \$19,642, which they will remit as soon as administratively possible.

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

NOTE 10 - SUBSEQUENT EVENTS

The Plan evaluated all subsequent events through October 14, 2021, the date at which the financial statements were available to be issued. The Plan is not aware of any significant events that occurred subsequent to the date of the statement of net assets available for benefits, but prior to October 14, 2021, that would have a material impact on its financial statements.

SUPPLEMENTARY INFORMATION

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID OTC PORTFOLIO	\$ 3,921,270
*	Fidelity	FID GOVT MMKT	1,365,957
*	Fidelity	FID BLUE CHIP GR	1,321,944
*	Fidelity	FID SMALL CAP VALUE	941,090
*	Fidelity	FID GROWTH COMPANY	869,225
*	Fidelity	FID INTERMED BOND	841,347
*	Fidelity	FID FREEDOM 2020	836,315
*	Fidelity	FID PURITAN	811,375
*	Fidelity	FID FREEDOM 2030	658,057
*	Fidelity	FID TOTAL MKT IDX	601,549
*	Fidelity	FID CONTRAFUND	573,398
*	Fidelity	FID LOW PRICED STK	532,650
*	Fidelity	FID DIVIDEND GR	285,952
*	Fidelity	FID FREEDOM 2025	272,207
*	Fidelity	FID INVST GR BD	246,589
*	Fidelity	MID CAP STOCK	237,715
*	Fidelity	FID FOCUSED STOCK	181,197
*	Fidelity	FID VALUE	171,349
*	Fidelity	FID DIVERSIFD INTL	160,322
*	Fidelity	FID SM CAP DISCOVERY	144,443
*	Fidelity	FID EXTD MKT IDX	114,259
*	Fidelity	FID SHORT TERM BOND	104,643
*	Fidelity	FID GROWTH STRAT	89,663
*	Fidelity	FID LARGE CAP STOCK	69,110
*	Fidelity	FID FREEDOM 2050	61,620
*	Fidelity	FID FREEDOM 2040	56,640
*	Fidelity	FID FREEDOM 2010	48,657
*	Fidelity	FID EQ DIV INCOME	48,170
*	Fidelity	FID EQUITY INC	36,369
*	Fidelity	FID OVERSEAS	36,254
*	Fidelity	FID FREEDOM 2015	36,252
*	Fidelity	FID FREEDOM 2035	30,438
*	Fidelity	FID FIDELITY FUND	30,217
*	Fidelity	FID RERAL ESTATE INVS	24,727
*	Fidelity	FID FREEDOM 2060	14,473
*	Fidelity	FID FREEDOM INCOME	10,609

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4i - 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	(e) Current value
*	Fidelity	FID FREEDOM 2055	9,446
*	Fidelity	FID VALUE STRAT	1,624
*	Fidelity	FID FREEDOM 2065	720
*	Fidelity	FID FREEDOM 2045	684
*	Fidelity	FID FREEDOM 2055	<u>186</u>
			15,798,712
*	Participants	Notes receivable from participants - Maturing 2021 to 2025 Interest 4.25% - 6.50%	<u>226,321</u>
			<u><u>\$ 16,025,033</u></u>
*	Party-in-interest to the Plan for which a statutory exemption exists.		

**CAPSTAN INCORPORATED TAX FAVORED
SAVINGS & INVESTMENT PLAN**

**EMPLOYER IDENTIFICATION NUMBER 33-0703225
PLAN NUMBER 001**

Schedule H, Part IV, Item 4a - Schedule of Delinquent Participant Contributions

FOR THE YEAR ENDED 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

May 15, 2020	\$ -	\$ 5,013	\$ -	\$ -
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