

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</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)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>PRO RESOURCES RETIREMENT SAVINGS PLAN</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>PRO SYSTEMS CORPORATION</u> <u>1271 HIGHWAY 10</u> <u>DETROIT LAKES, MN 56501</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 50%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/2008</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>41-1592823</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>218-847-9277</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>561210</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>05/01/2008</u>		2b Employer Identification Number (EIN) <u>41-1592823</u>		2c Plan Sponsor's telephone number <u>218-847-9277</u>		2d Business code (see instructions) <u>561210</u>	
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2c Plan Sponsor's telephone number <u>218-847-9277</u>											
2d Business code (see instructions) <u>561210</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.	10/14/2022	JODI NIELSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2022	MICHAEL BRODSHO
	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.

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	1606
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)	1324
a(2) Total number of active participants at the end of the plan year		6a(2)	1253
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits		6c	287
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	1540
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	1540
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	760
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	127
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 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) ☐ 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 2021 Form M-1 annual report. If the plan was not required to file the 2021 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
		2021
		This Form is Open to Public Inspection.
For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan PRO RESOURCES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PRO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 41-1592823	

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)

SLAVIC INTEGRATED ADMINISTRATION

65-0608221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 50	TPA	117437	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SLAVIC MUTUAL FUND MANAGEMENT CORP

59-2749576

(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?
28 51	INVESTMENT MGMT	19834	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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan PRO RESOURCES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PRO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 41-1592823	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	38915	38243
(2) Participant contributions.....	1b(2)	79947	74256
(3) Other	1b(3)	4790	4270
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	333349	229868
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16006219	17217150
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities.....	1d(1)	
(2)	Employer real property.....	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	16463220 17563787
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness.....	1i	
j	Other liabilities.....	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	0 0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	16463220 17563787

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.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	849676
	(B) Participants	2a(1)(B)	1869725
	(C) Others (including rollovers).....	2a(1)(C)	201176
(2)	Noncash contributions.....	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	2920577
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans.....	2b(1)(E)	13082
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	13082
(2)	Dividends: (A) Preferred stock.....	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	391919
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	391919
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2010483
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5336061
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1669323	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1669323
f Corrective distributions (see instructions).....	2f		38665
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	120506	
(3) Investment advisory and management fees.....	2i(3)	19834	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		140340
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1848328
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		3487733
l Transfers of assets:			
(1) To this plan.....	2l(1)		58578
(2) From this plan.....	2l(2)		2445744

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: JASON F. CLAUSEN, P.C.

(2) EIN: 27-4097479

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:

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.).....

	Yes	No	Amount
4a		X	

	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)
FAME3D 401(K) PLAN	84-3572476	001
GIANT SNACKS, INC. 401(K) RETIREMENT PLAN	90-0392871	900

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan PRO RESOURCES RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 PRO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 41-1592823

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): 65-0708495	
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
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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) 2021
v. 201209

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 _____

Pro Resources
Retirement Savings
Plan

**Audited Financial
Statements**

For the years ended December 31,
2021 and 2020

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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To The Administrative Committee of
The Pro Resources Retirement Savings Plan

Opinion

We have audited the accompanying financial statements of Pro Resources Retirement Savings Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2021 and 2020, and the related statement of changes in net assets available for benefits for the year ended December 31, 2021, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Pro Resources Retirement Savings Plan as of December 31, 2021 and 2020, and the changes in its net assets available for benefits for the year ended December 31, 2021, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or that may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

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

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

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

Report on Supplemental Schedules Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets (Held at Year End) are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Jason F. Clausen, P.C.

Fraser, MI

October 14, 2022

PRO RESOURCES RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2021 AND 2020

	<u>2021</u>	<u>2020</u>
<u>Assets</u>		
Investments (At Fair Value)		
Registered investment companies	\$ 17,217,150	\$ 16,006,219
Total investments	17,217,150	16,006,219
Receivables:		
Employer contributions	38,243	38,915
Employee contributions	74,256	79,947
Other	4,270	4,790
Notes receivable from Participants	229,868	333,349
Total receivables	346,637	457,001
Total assets	17,563,787	16,463,220
<u>Net Assets Available for Benefits</u>	<u>\$ 17,563,787</u>	<u>\$ 16,463,220</u>

PRO RESOURCES RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2021

Additions

Participant contributions	\$ 1,869,725
Participant rollovers	201,176
Employer contributions	849,676
Investment income (loss):	
Interest and dividends	391,919
Net depreciation in fair value of investments	2,010,483
Participant Loans	<u>13,082</u>
Total Additions	5,336,061

Deductions

Benefits paid to participants	1,669,323
Corrective distributions	38,665
Administrative expenses	120,506
Investment advisory fees	<u>19,834</u>
Total Deductions	<u>1,848,328</u>

Increase in Net Assets	3,487,733
Transfers from other plans	58,578
Transfers to other plans	(2,445,744)
Net Assets Available for Benefits	
Beginning of year	<u>16,463,220</u>
End of year	<u>\$ 17,563,787</u>

See independent auditor's report and notes to the financial statements

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of the PRO Resources Retirement Savings Plan (the Plan) provides only general information. Plan participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was organized effective May 1, 2008, as a multiple-employer defined contribution retirement savings plan covering all eligible employees of the participating co-employers. The Plan is a Professional Employer Organization (PEO) Plan. PRO Systems Corporation is the Plan Sponsor and the Principal Participating Employer that makes the Plan available under a co-employment arrangement with those companies (collectively, the Co-employers) that elect to participate in the Plan. Each participating Co-employer has established participation requirements for its respective employees independently of other Co-employers participating in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Accounting

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

Use of Estimates

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

Contributions

Plan participants may authorize the Co-employers to contribute to the Plan up to 100% of their eligible annual compensation, subject to the maximum amount permitted under the Internal Revenue Code (IRC). Participants who attain age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions to the Plan using amounts distributed to them from other qualified plans.

Co-employer matching contributions may be made to the Plan based on criteria established by each Co-employer's board of directors before the beginning of each Plan year. Co-employers may make a safe harbor non-elective contribution to each participant's 401(k) account equal to 3% of each participant's compensation. Additional Co-employer profit-sharing contributions may be made at the option of each Co-employer's board of directors at the end of each Plan year and allocated to participants' accounts based on criteria established by each Co-employer.

Participants direct the investment of their contributions, as well as those made by their respective Co-employer, into various investment options offered by the Plan.

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

Participant Loans

Each participant's account is credited with the participant's contributions and the respective Co-employer's contributions, and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, their Co-employer's safe harbor contributions (if any), and actual earnings thereon. Vesting in a Co-employer's discretionary matching or profit-sharing contribution portion of their account is based on years of service. A participant is generally 100% vested after six years of credited service. Vesting schedules are determined by each Co-employer for its respective participants. Non-vested balances of employees who terminate are forfeited and may be used to reduce future employer matching contributions or Plan expenses at the end of the Plan year.

Forfeited Accounts

Forfeitures from non-vested accounts may be used to reduce matching or non-elective employer contributions or Plan expenses. For the years ended December 31, 2021 and 2020, \$792 and \$1,656 were used for Plan expenses, respectively. No forfeited accounts were used to reduce employer contributions. At December 31, 2021 and 2020, forfeited non-vested accounts totaled \$35,998 and \$23,503, respectively.

Notes Receivable From Participants

Participants may borrow from their account 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 terms of the notes range up to 5 years except notes issued to purchase a principle residence, for which the terms may be determined by the Plan Administrator. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are treated as distributions based upon the terms of the Plan Agreement.

Payment of Benefits

Upon the occurrence of a distributable event due to separation from service by termination, death, disability, or retirement, as defined by the Plan Agreement, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

interest in his or her account. Hardship and in-service withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As discussed in Note 5, the Plan invests in a stable value fund which is a fully benefit-responsive fund. The Plan's statement of net assets available for benefits presents the fair value of this investment, which approximates contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

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

Plan Expenses

Administrative expenses for maintaining the Plan may be paid by the Plan Sponsor or the Plan, at the Plan Sponsor's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

Plan Termination

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Tax Status

The Plan has adopted a volume submitter plan document whose sponsor has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the volume submitter plan document was designed in accordance with the applicable sections of the IRC. Although the Plan and the volume submitter plan document have been amended

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

**NOTE 1 - PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES
(CONTINUED)**

since receiving the opinion letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2021, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2018.

NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). 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 observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy 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; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2021:

2021	Level 1	Level 2	Level 3	Totals
Mutual Funds:	\$16,092,561	\$ -0-	\$ -0-	\$16,092,561
Money Market Funds	<u>1,124,589</u>	<u>-0-</u>	<u>-0-</u>	<u>1,124,589</u>
Total Investments at Fair Value	<u>\$17,217,150</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$17,217,150</u>

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2020:

2020	Level 1	Level 2	Level 3	Totals
Mutual Funds:	\$15,051,654	\$ -0-	\$ -0-	\$15,051,654
Money Market Funds	<u>954,565</u>	<u>-0-</u>	<u>-0-</u>	<u>954,565</u>
Total Investments at Fair Value	<u>\$16,006,219</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$16,006,219</u>

NOTE 3 – PARTY-IN-INTEREST TRANSACTIONS

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Slavic Mutual Funds Management Corporation ("SMF") is the investment advisor to the Plan. Participants, if they elect this service, are charged a quarterly management fee. In 2021, direct compensation paid by the plan was \$19,834.

Slavic Integrated Administration ("SIA"), the Plan's Third Party Administrator, receives annual administrative and asset fees per participant. In 2021, direct compensation paid by the plan to the administrator were \$120,506.

Slavic Investment Corporation ("SIC"), an SEC registered securities broker/dealer, collects from mutual fund companies, any 12b-1 commissions and SubTa and SSF recording fees

PRO RESOURCES RETIREMENT SAVINGS PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

NOTE 3 – PARTY-IN-INTEREST TRANSACTIONS (CONTINUED)

paid by the funds held in Plan accounts, and credits them on a quarterly basis directly to participant accounts holding those funds. Only participants actually holding the funds at the crediting date receive a proration of this fund revenue; those trading out of the funds at the crediting date receive a proration of this fund revenue; those trading out of the funds before that date are not credited any prorated 12b-1 and SubTa and SSF payments.

Notes receivable from participants are permitted party-in-interest transactions.

NOTE 4 – TRANSFERS

In 2021 and 2020, transfers of assets out of the plan by exiting employers were \$2,445,744 and \$20,145,406, respectively. In 2021 and 2020, transfers of assets into the plan from new or existing employers were \$58,578 and \$2,875,142, respectively.

NOTE 5 – RISKS AND UNCERTAINTIES

The Plan's 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 Plan's financial statements.

NOTE 6 – FIDELITY BOND

As of December 31, 2021, the plan was covered by a fidelity bond in the amount of \$500,000.

NOTE 7 - SUBSEQUENT EVENTS

The Plan Administrator has evaluated the financial statements for subsequent events occurring through the date of this report, which is the date the financial statements were available to be issued.

PRO RESOURCES RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
PLAN YEAR ENDED DECEMBER 31, 2021
EIN: 41-1592823 PN:002

a.	b. Issuer	c. Description	d. Cost	e. Current Value
	American Funds	EuroPacific Growth Fund Class R6		\$ 847,650
	BlackRock	MSCI EAFE International Index K		188,290
	Dimensional Fund Advisors	DFA Us Large Cap Value Prtf Instl		52,192
	Dimensional Fund Advisors	DFA Inflation Protected SEC Port		49,185
	Fidelity	Fidelity Emerging Markets Index		72,831
	Fidelity	Fidelity 500 Index Adv		359,394
	Fidelity	Fidelity US Bond Index		101,918
	John Hancock	John Hancock Bond I		59,181
	MFS	MFS Global Total Return R5		48,460
	Neuberger & Berman	Neuberger Berman Mid Cap Growth Fund		151,373
	Prudential	Prudential High Yield Z		56,532
	Vanguard Funds	Vanguard Short-Term Bond Index Admiral		6,480
	Vanguard Funds	Vanguard Target Retirement 2035 Fund Inv Shares		29,287
	Vanguard Funds	Vanguard Target Retirement 2055 Fund Inv Shares		25,084
	Vanguard Funds	Vanguard Target Retirement 2050 Fund Inv Shares		25,546
	Vanguard Funds	Vanguard Target Retirement 2060 Fund Inv Shares		31,562
	Vanguard Funds	Vanguard Target Retirement 2040 Fund Inv Shares		49,680
	Vanguard Funds	Vanguard Energy Admiral		195,954
	Vanguard Funds	Vanguard REIT Index Admiral		57,679
	Vanguard Funds	Vanguard Growth Index Admiral		495,031
	Vanguard Funds	Vanguard Mid Cap Index Admiral		179,886
	Vanguard Funds	Vanguard Industrial Index Admiral		375,337
	Vanguard Funds	Vanguard Target Retirement 2065 Instl		13,518
	Vanguard Funds	Vanguard Federal Money Market		1,124,589
	Vanguard Funds	Vanguard Information Technology Index		592,062
	Vanguard Funds	Vanguard Mid Cap Value Index Admiral		65,793
	Vanguard Funds	Vanguard Small Cap Growth Index Adm		192,484
	Vanguard Funds	Vanguard Short-Term Federal Admiral		1,866,797
	Vanguard Funds	Vanguard Small Cap Value Index Adm		91,705
	Vanguard Funds	Vanguard Small Cap Index Admiral		98,307
	Vanguard Funds	Vanguard Target Retirement 2020		1,124
	Vanguard Funds	Vanguard Target Retirement 2025		12,932
	Vanguard Funds	Vanguard Target Retirement 2030		37,995
	Vanguard Funds	Vanguard Target Retirement 2045 Instl		9,238
	Vanguard Funds	Vanguard Short-Term Inf Prot Index Adm		8,003
	Vanguard Funds	Vanguard Target Retirement Income Instl		35,683
	Vanguard Funds	Vanguard Target Retirement 2030 Instl		1,074,600
	Vanguard Funds	Vanguard Target Retirement 2040 Instl		729,870
	Vanguard Funds	Vanguard Target Retirement 2045 Instl		448,984
	Vanguard Funds	Vanguard Retirement Income Fund Inv Class		1,951
	Vanguard Funds	Vanguard Total Stock Market Index Admira		4,702,320
	Vanguard Funds	Vanguard Target Retirement 2035 Instl		897,518
	Vanguard Funds	Vanguard Target Retirement 2050 Instl		358,783
	Vanguard Funds	Vanguard Target Retirement 2055 Instl		333,091
	Vanguard Funds	Vanguard Target Retirement 2060 Instl		112,301
	Vanguard Funds	Vanguard Target Retirement 2025 Instl		689,239
	Vanguard Funds	Vanguard Target Retirement 2020 Instl		44,630
	Vanguard Funds	Vanguard Target Retirement 2015 Instl		73,824
	Wells Fargo	Wells Fargo Discipline Us Core I		141,277
		Total Registered Investment Companies		17,217,150
	Participant Loans	4.25%-6.00%	-	229,868
		Total investments		\$ 17,447,018

See independent auditor's report and notes to the financial statements

Multiple-Employer Plan Participating Employer Information

PRO RESOURCES RETIREMENT SAVINGS PLAN		PLAN # 002	EIN #	41-1592823
(a) Name of participating employer	(b) EIN	(c) Balance at the end of the year	(d) Percent of total contributions	
20/20 Vision Express LLC	26-3746083	6,370	0%	
3DOM Fuel, Inc.	81-3213316	6,875	0%	
ABC123 Child Enrichment Center, LLC	47-3301517	769	0%	
Alderon Industries LLC	41-1957620	1,574,740	5%	
Aldrich Tractor, Inc.	81-1825250	108,325	1%	
American Sports Outfitters, LLC dba OutletRecreation.com	20-2642207	2,540,766	16%	
Beyond Realty	81-4589861	190,191	2%	
Big Woods Trucking, Inc.	82-4220730	74,040	2%	
Blush Salon LLC	47-3312816	3,546	0%	
Boys & Girls Club of Detroit Lakes, MN	41-0871442	144,100	0%	
Boys & Girls Club Thrift Store & More	27-2588560	106,272	0%	
Burchill Construction, LLC	20-3463637	84,744	1%	
CM Bucholz, LLC	81-2553500	232,785	1%	
Command and Control Construction, LLC dba C2 Construction	82-2475292	49,778	1%	
Community Homes and Resources in Service to Mary dba CHARISM	45-0435273	1,835	0%	
Concorde Refrigerated Inc.	42-1319629	72,956	0%	
Covert Op LLC	85-0626514	878	0%	
CRM Services, LLC dba OK Tire	46-2260604	33,801	0%	
Custom Cinema & Sound, LLC	75-3029253	46,639	1%	
Cut Above Home, Inc.	20-3275121	9,298	0%	
Digital Plains, LLC	45-2935488	3,033	0%	
Diversified Poultry Services	46-1568157	22,022	1%	
dog IDs, LLC	61-1426777	45,015	0%	
Due North Transport	41-1453984	3,070	0%	
Elinor Coatings, LLC	20-5845823	133,287	3%	
Extrema, Inc.	83-2580818	141,983	2%	
Fargo Additive Manufacturing Equipment 3D, LLC	84-3572476	10	0%	
Fargo Air Museum	45-0451637	2,724	0%	
Fargo Truss Systems, Inc.	45-0386664	1,812,203	5%	
FinishFirst, LLC	86-2076720	4,153	0%	
Freedom Enterprises, Inc.	90-0947202	156,457	2%	
Giant Snacks, Inc.	90-0392871	-	2%	
Go Cake, LLC dba Signs 4 Work	46-5362120	14,296	0%	
Green's Plumbing & Heating, Inc. dba Green's Plumbing & Mode	47-3911230	463,921	2%	
Hamre Repair LLC	81-3053378	236,168	1%	
Harvest Profit, Inc.	47-5054040	152,923	0%	
Hemmelgarn Builders, Inc.	41-1827793	34,886	1%	
ISight RPV Services, LLC	47-2500938	159,084	2%	
Jeremy Seifert Electric, Inc.	26-1642684	51,981	0%	
JOHO, LLC	46-4351440	122,906	0%	
JRC Construction, LLC	46-2541592	558	0%	
JT Lawn Service, LLC	74-3096418	106,684	1%	
Kuehl Transit, Inc.	41-1389828	690	0%	
L. J. Norby Company	41-0444400	668,624	0%	
Lake Country Logistics	20-0483164	227,707	0%	
Lake Shipping Services	82-3736530	13,269	0%	
Lakes Country Landscaping & Irrigation	20-1224778	155,659	1%	
Marshall Truss Systems, Inc.	41-1702424	1,426,452	4%	
Midwest Pest Control, Inc.	45-0461049	326,153	3%	
Midwest Tree & Maintenance, Inc.	46-1643349	95,029	1%	
OmniByte Technology	47-4374488	485,571	2%	
Overcomers International Fellowship	41-1817006	9	0%	
Papenfuss Trucking	27-1709933	50,064	1%	
Perham Area Activity Center	41-1565457	30,649	0%	
Plateau Healthcare, LLC	27-1860655	442	0%	
Precision Printing	41-1731140	90,608	0%	
Price's Jewelry, Inc.	41-0882454	48,639	1%	
Pro Systems Corporation	41-1592823	2,447,735	9%	
Pro Systems Suspense	22-5452552	72,333	0%	
PRx Performance, LLC	81-0962860	266,961	9%	
Quality Auto Body Shop, Inc	45-0443341	1	0%	
Rahman & Associates, LLC	81-3487997	10,470	0%	
Rebuilding Together Fargo Moorhead Inc.	27-4415410	3,653	0%	
Red River Zoological Society dba Red River Zoo	36-3938878	13,009	0%	
Shannon Cabinets	20-3779994	78,244	1%	
Steve's Sanitation	41-1962773	675,760	4%	
Synergistics Management Group	26-4268868	31,462	0%	
TINY TYKES, INC & WAHPETON YOUTH CLUB	26-2123520	43,465	0%	
Titus Contracting, Inc.	26-2943841	132,467	2%	
TLC Cleaning, LLC	27-4572253	11,221	0%	
Unseen	45-1068854	114,612	1%	
Upnorth Resort Inc. dba Clamshell Beach	20-0282108	52,913	0%	
Valley Express, Inc.	41-1354837	903,465	4%	
Wagner Excavating dba David Wagner	41-1730503	13,423	0%	

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT THE END OF THE YEAR).

PRO RESOURCES RETIREMENT SAVINGS PLAN

PLAN # 002

EIN # 41-1592823

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	American Funds	RERGX - American Funds EuroPacific Growth Fund Class R6		847,650
	BlackRock	BTMKX - iShares MSCI EAFE International Index Fund Class K		188,290
	Dimensional Fund Advisors	DFLVX - DFA Us Large Cap Value Prtf Instl		52,192
	Dimensional Fund Advisors	DIPSX - DFA Inflation Protected Sec Port		49,185
	Fidelity	FPADX - Fidelity Emerging Markets Index		72,831
	Fidelity	FXAIX - Fidelity 500 Index Fund		359,394
	Fidelity	FXNAX - Fidelity US Bond Index Fund		101,918
	John Hancock	JHBIX - John Hancock Bond I		59,181
	MFS	MFWLX - MFS Global Total Return R5		48,460
	Neuberger & Berman	NRMGX - Neuberger Berman Mid Cap Growth Fund Cla		151,373
	Prudential	PHYZX - Prudential High Yield Z		56,532
	Vanguard	VBIRX - Vanguard Short-Term Bond Index Fund Admiral Shares		6,480
	Vanguard	VFFVX - Vanguard Target Retirement 2055 Fund Investor Shares		25,084
	Vanguard	VFIFX - Vanguard Target Retirement 2050 Fund Investor Shares		25,546
	Vanguard	VFORX - Vanguard Target Retirement 2040 Fund Investor Shares		49,680
	Vanguard	VGELX - Vanguard Energy Admiral		195,954
	Vanguard	VGSLX - Vanguard Real Estate Index Fund Admiral Shares		57,679
	Vanguard	VIGAX - Vanguard Growth Index Admiral		495,031
	Vanguard	VILVX - Vanguard Target Retirement 2060 Instl		112,301
	Vanguard	VIMAX - Vanguard Mid-Cap Index Fund Admiral Shares		179,886
	Vanguard	VINAX - Vanguard Industrials Index Fund Admiral Shares		375,337
	Vanguard	VIRSX - Vanguard Target Retirement 2040-Instl		729,870
	Vanguard	VITAX - Vanguard Information Technology Index Fund Admiral Shares		592,062
	Vanguard	VITFX - Vanguard Target Retirement 2035 Instl		897,518
	Vanguard	VITLX - Vanguard Target Retirement 2045 Instl		448,984
	Vanguard	VITRX - Vanguard Target Retirement Income Instl		35,683
	Vanguard	VITVX - Vanguard Target Retirement 2015 Instl		73,824
	Vanguard	VITWX - Vanguard Target Retirement 2020 Instl		44,630
	Vanguard	VIVLX - Vanguard Target Retirement 2055 Instl		333,091
	Vanguard	VMFXX - Vanguard Federal Money Market Fund Investor Shares		1,124,589
	Vanguard	VMVAX - Vanguard Mid Cap Value Index Admiral		65,793
	Vanguard	VRIVX - Vanguard Target Retirement 2025 Instl		689,239
	Vanguard	VSGAX - Vanguard Small-Cap Growth Index Fund Admiral Shares		192,484
	Vanguard	VSGDX - Vanguard Short-Term Federal Fund Admiral Shares		1,866,797
	Vanguard	VSIAX - Vanguard Small Cap Value Index Fund Admiral Shares		91,705
	Vanguard	VSMAX - Vanguard Small-Cap Index Fund Admiral Shares		98,307
	Vanguard	VSXFX - Vanguard Target Retirement 2065 Instl		13,518
	Vanguard	VTAPX - Vanguard Short-Term Inflation-Protected Securities Index Fund Admiral Shares		8,003
	Vanguard	VTHRX - Vanguard Target Retirement 2030		37,995
	Vanguard	VTINX - Vanguard Target Retirement Income Fund Investor Class		1,951
	Vanguard	VTIVX - Vanguard Target Retirement 2045		9,238
	Vanguard	VTRLX - Vanguard Target Retirement 2050 Instl		358,783
	Vanguard	VTSAX - Vanguard Total Stock Market Index Fund Admiral Shares		4,702,317
	Vanguard	VTTHX - Vanguard Target Retirement 2035 Fund Investor Shares		29,287
	Vanguard	VTTSX - Vanguard Target Retirement 2060 Fund Investor Shares		31,562
	Vanguard	VTTVX - Vanguard Target Retirement 2025		12,932
	Vanguard	VTTWX - Vanguard Target Retirement 2030 Instl		1,074,600
	Vanguard	VTWNX - Vanguard Target Retirement 2020		1,124
	Wells Fargo	EVSIX - Wells Fargo Discipline Us Core I		141,277
	Participant Loans	4.25% to 6.00%		229,868