

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>SPIN MASTER 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/01/2007</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/01/2007</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>SPIN MASTER, INC.</u> <u>5880 WEST JEFFERSON BLVD STE A</u> <u>LOS ANGELES, CA 90016-3160</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>52-2275356</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>310-826-4914</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>52-2275356</u>	2c Plan Sponsor's telephone number <u>310-826-4914</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>52-2275356</u>					
2c Plan Sponsor's telephone number <u>310-826-4914</u>					
2d Business code (see instructions) <u>339900</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.	10/17/2022	SHARON CHAN
	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 (2021)
v. 210624

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		5 642
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) 441
a(2) Total number of active participants at the end of the plan year		6a(2) 478
b Retired or separated participants receiving benefits.....		6b 2
c Other retired or separated participants entitled to future benefits		6c 192
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 672
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1
f Total. Add lines 6d and 6e		6f 673
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 570
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
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 2T 3H 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 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 SPIN MASTER 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPIN MASTER, INC.	D Employer Identification Number (EIN) 52-2275356	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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 60 64 65	RECORDKEEPER	95801	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MMA SECURITIES

22-3570392

(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?
27	ADVISOR	80830	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PAX SUSTN ALLOC INST - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.10%

(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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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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 <u>SPIN MASTER 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SPIN MASTER, INC.</u>	D Employer Identification Number (EIN) <u>52-2275356</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: CT STABLE INC I-0

b Name of sponsor of entity listed in (a): AMERIPRISE TRUST COMPANY

c EIN-PN <u>41-0007957-060</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>825417</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 SPIN MASTER 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPIN MASTER, INC.		
D Employer Identification Number (EIN) 52-2275356		

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	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)	119	99
(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)	320478	237508
(9) Value of interest in common/collective trusts.....	1c(9)	482371	825417
(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)	38496345	51086106
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	39299313	52149130

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	39299313	52149130
---	-----------	----------	----------

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)	1540569	
(B) Participants	2a(1)(B)	3389164	
(C) Others (including rollovers).....	2a(1)(C)	8425955	
(2) Noncash contributions.....	2a(2)	0	13355688
(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)	0	
(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)	13703	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13703
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	2146048	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2146048
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	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)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(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)		8631
(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)		3989578
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		19513648
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6486312	
(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)		6486312
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		888
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)	176631	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		176631
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6663831
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		12849817
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: **LTSP, INC.**

(2) EIN: **95-3864890**

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		153012

	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 _____.

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 SPIN MASTER 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 SPIN MASTER, INC.	D Employer Identification Number (EIN) 52-2275356

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)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
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) 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 _____

Spin Master 401(k) Plan

**Report, Financial Statements and
Supplemental Schedules**

**December 31, 2021 and 2020 and
the Year Ended December 31, 2021**

Spin Master 401(k) Plan

Index to Financial Statements and Supplemental Schedules

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



CERTIFIED PUBLIC ACCOUNTANTS

Principals
Mark D. Murphy
Doris D. Farinacci
Mark A. Simurda

Independent Auditor's Report

To the Administrative Committee and Plan Participants of the
Spin Master 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Spin Master 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements.")

Management, having determined it is permissible in the circumstances, has elected to have the audit of Spin Master 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from the qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Spin Master 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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 Spin Master 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Spin Master 401(k) 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 Spin Master 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental schedules of Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2021 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2021 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 included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statement

We were engaged to audit the 2020 financial statements of Spin Master 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any audited procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Newport Beach, California
October 14, 2022

Spin Master 401(k) Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
Assets		
Investments, at fair value		
Money market fund	\$ 99	119
Mutual funds	51,086,106	38,496,345
Common/collective trust fund	<u>825,417</u>	<u>482,371</u>
Total investments, at fair value	<u>51,911,622</u>	<u>38,978,835</u>
Receivables		
Employer contributions receivable	-	1,136
Participant contributions receivable	-	2,763
Notes receivable from participants	<u>237,508</u>	<u>320,478</u>
Total receivables	<u>237,508</u>	<u>324,377</u>
Total assets	<u>52,149,130</u>	<u>39,303,212</u>
Liability	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ 52,149,130</u>	<u>\$ 39,303,212</u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2021

Additions	
Investment income	
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	<u>2,144,538</u>
Total investment income	<u>6,144,259</u>
Interest income from notes receivable from participants	<u>14,387</u>
Contributions	
Employer	1,539,432
Participants	3,386,401
Participant rollovers	<u>8,425,955</u>
Total contributions	<u>13,351,788</u>
Total additions	<u>19,510,434</u>
Deductions	
Benefits paid to participants	6,487,885
Administrative expenses	<u>176,631</u>
Total deductions	<u>6,664,516</u>
Net increase in net assets available for benefits	12,845,918
Net assets available for benefits, beginning of year	<u>39,303,212</u>
Net assets available for benefits, end of year	<u><u>\$ 52,149,130</u></u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Notes to Financial Statements
December 31, 2021 and 2020

Note 1. Description of the Plan

The following description of the Spin Master 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted on March 1, 2007 to qualify as a defined contribution retirement plan for eligible employees of Spin Master, Inc. and related employers under common ownership (the "Company" or "Employer"). The Plan has a pre-tax salary reduction provision as defined under Section 401(k) and an employer matching contribution under 401(m) of the Internal Revenue Code (the "IRC"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Eligibility

With the exception of leased employees, non-resident aliens and executives with dual payrolls with Canada, each of the Company's employees is eligible to participate in the Plan upon employment (must be 21 years of age) without regard to hours of service. Participants may enter the Plan on a daily basis.

Contributions

The Company's eligible employees may contribute from 1% up to 100% of their compensation, subject to the limitations as defined by the IRC, each year on a pre-tax basis by salary reduction. Participants also have the option to designate all or any portion of their contributions to be withheld on an after-tax basis as Roth elective deferral contributions.

The Company makes a 401(k) "Safe Harbor" qualified matching contribution of 100% of each participant's elective deferrals up to the first 3% of compensation and 50% of each participant's elective deferrals on the next 2% of compensation in excess of 3%. In addition, the Company may make a discretionary contribution without regard to the Company's current or accumulated profits as determined each year by resolution of the Company's Board of Directors. For the year ended December 31, 2021, the Company did not elect to make a discretionary contribution.

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

Note 1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's qualified matching contributions, (b) the Company's discretionary contributions and (c) Plan earnings less an allocation of investment and operating expenses charged to the Plan. Allocations of Company discretionary contributions are allocated to participants who are active participants on the last day of the Plan year. Company discretionary contributions are based upon the ratio that each eligible participant's compensation bears to the total compensation of all eligible participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested in their contributions and the Company safe harbor matching contributions and earnings on those contributions. Participants became vested in their Company discretionary contribution account and any earnings on the Company discretionary contributions as follows:

<u>Years of Service For Vesting</u>	<u>Percent Vested</u>
Less than one year	0%
One year but less than two	20%
Two years but less than three	40%
Three years but less than four	60%
Four years but less than five	80%
Five or more years	100%

Forfeitures

Amounts forfeited from terminating participants' non-vested portion of their account are used to reduce administrative expenses and/or future Company contributions. In addition, excess contributions are included in the Plan's forfeitures account. As of December 31, 2021 and 2020, there were \$35,467 and \$34,938, respectively, of unallocated assets in the Plan's forfeitures account available to reduce administrative expenses or future Company contributions. During the year ended December 31, 2021, \$50 of forfeitures were used to reduce administrative expenses.

Safe Harbor Election

Effective January 1, 2009, the Plan has elected to be a Safe Harbor Plan according to IRC regulations. Accordingly, the Plan must meet certain requirements relating to employer contributions and investing schedules and meet the applicable "Safe Harbor" requirements. If the Plan meets the "Safe Harbor" requirements it is not subject to the Average Deferral Percentage or Average Contribution Percentage discrimination tests required by the IRC.

Note 1. Description of the Plan (continued)

Payment of Benefits

Retired or terminated participants receive the vested portion of their Company matching contributions, Company discretionary contributions and earnings on their Company contributions and 100% of their contributions as soon as administratively possible following retirement, termination or upon becoming disabled. The Plan permits a terminated participant to defer commencement of the payment of benefits until the later of election to receive benefits or age 65.

A participant's total vested benefit of less than \$1,000 is subject to an involuntary cash-out distribution even if the participant does not consent to a distribution. If the participant's vested interest is greater than \$1,000, but less than \$5,000, the participant will receive a rollover in an individual retirement plan determined by the Plan Administrator.

Subject to certain restrictions, in-service withdrawals from a participant's account may be permitted to participants who are over the age of 59½ or if the participant qualifies for a financial hardship or withdrawals of only employee and rollover contributions, as described in the Plan document, for which funds are not reasonably available from other resources of the participant. Employees who receive hardship distributions are excluded from participating in the Plan for a six-month period.

Plan Administrative Expenses

The Company provides or pays for certain accounting, legal, administrative and management services without charge to the Plan. Fees related to the administration of notes receivable from participants and certain fees related to distributions are charged directly to participant's accounts are included in administration expenses. Investment related expenses are included in net appreciation (depreciation) of fair value investments.

Contribution Funding

The Company funds its participant contributions and Company matching contributions concurrent with its payroll dates. Company discretionary contributions, if any, are funded annually.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for benefits and the changes in those net assets. Except for unallocated forfeitures discussed in Note 1, the net assets of the Plan are allocated entirely to individual participants' accounts.

Note 2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is accrued as earned.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Non-Distributed Benefits

The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Subsequent Events

The Company has evaluated all events subsequent to December 31, 2021, the date of the statement of net assets available for benefits, through the date of the Independent Auditor's Report, the date which the financial statements were available to be issued.

Note 3. Information Certified by the Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company the trustee, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule:

a) Investments

	December 31,	
	2021	2020
Money market fund	\$ 99	\$ 119
Mutual funds	\$ 51,086,106	\$ 38,496,345
Common/collective trust fund	\$ 825,417	\$ 482,371

b) Receivables

Notes receivable from participants*	\$ 237,508	\$ 320,478
-------------------------------------	------------	------------

c) Investment income and other additions

	Year Ended December 31, 2021
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	\$ 2,144,538
Interest income from notes receivable from participants	\$ 14,387

d) Supplemental Schedule:

Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) *

**Notes receivable from participants are participant loans allowed under the related regulations. The participant loans are certified by the trustee, and are included as investments on the supplemental schedule, Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.*

Note 4. Fair Value Measurements

Fair value measurements are based on 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). 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.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2021 and 2020:

Money market fund: This investment is valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Mutual funds: These investments are valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Common/collective trust fund: This investment is a public investment security. The stable asset fund is valued at Net Asset Value "NAV" as a practical expedient based on contract value, which represents invested principal plus accrued interest, less expenses thereon. In determining contract value, the fund manager considers such factors as the benefit responsiveness of the contract, the ability of the parties to the contract to perform in accordance with the terms of the contract and the likelihood of default by the issuer of an investment security. While the fair value of the investments in this common/collective trust is determined by the investee's trustee based on the fair value of the underlying securities within the investment, at the fund level, the fair value of the investment as reported by the investment custodian at the Plan level is based on NAV as the practical expedient which is contract value. Contract value is the relevant fair value for such an investment as that is the value of that participant's transactions are reported.

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

Note 4. Fair Value Measurements (continued)

The following tables set forth by level within the fair value hierarchy the investments held by the Plan as of December 31, 2021 and 2020:

<u>December 31, 2021</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 99	\$ ---	\$ ---	\$ 99
Mutual funds	<u>51,086,106</u>	<u>---</u>	<u>---</u>	<u>51,086,106</u>
Total investments categorized in the fair value hierarchy	<u>\$ 51,086,205</u>	<u>\$ ---</u>	<u>\$ ---</u>	51,086,205
Common/collective trust funds valued at NAV*				<u>825,417</u>
Total investments, at fair value				<u>\$ 51,911,622</u>

<u>December 31, 2020</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 119	\$ ---	\$ ---	\$ 119
Mutual funds	<u>\$38,496,345</u>	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ 38,496,345</u>
Total investments categorized in the fair value hierarchy	<u>\$ 38,496,464</u>	<u>\$ ---</u>	<u>\$ ---</u>	38,496,464
Common/collective trust funds valued at NAV*				<u>482,371</u>
Total investments, at fair value				<u>\$ 38,978,835</u>

**Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the Statements of Net Assets Available for Benefits.*

Note 4. Fair Value Measurements (continued)

The following table presents additional information relative to Plan investments reported on net asset value at December 31, 2021 and 2020:

<u>December 31, 2021</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 825,417	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

<u>December 31, 2019</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 482,371	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

Note 5. 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. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Note 6. 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, the account of each member shall be fully vested and nonforfeitable at the time of termination.

Note 7. Tax Status

The Company has adopted a non-standardized prototype plan which obtained its latest opinion letter on June 30, 2020 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provision was made for federal income taxes in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's tax returns generally remain open for Federal tax audits for three years from the filing date.

Note 8. Prohibited Transactions

During the year ended December 31, 2020, the Plan sponsor inadvertently failed to deposit \$153,012 of participant contributions and loan repayments within the required timeframe as stated by the U.S. Department of Labor ("DOL"). These contributions were deposited in the Plan beyond the earliest expected date on which assets could be segregated from the employer's assets. The DOL considers late deposits to be prohibited transactions.

As of March 28, 2022, the Plan sponsor has fully self-corrected the late remittances for the 2020 Plan year by calculating lost earnings on these late contributions and depositing the lost earnings into the Plan. The Plan sponsor has filed Form 5330 and paid the excise tax related to these late contributions.

Note 9. Related Party and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments and affiliates. Fidelity Management Trust Company ("Fidelity") (a wholly owned subsidiary of Fidelity Investments) is the Plan trustee.

Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of investments. These fees are paid to the investment fund manager and may include certain revenue sharing fees that are paid to Fidelity Investments or related entities, other investment custodians and investment advisors. Additionally, as noted in Note 1, certain administrative expenses related to participant-initiated transactions were paid directly to Fidelity.

The Plan also allows for the issuance of notes receivable to participants in accordance with the related regulations.

Note 9. Related Party and Party-In-Interest Transactions (continued)

These transactions also qualify as party-in-interest transactions for which there are statutory exemptions.

Note 10. Form 5500 Reconciliation

The following is a reconciliation of the net assets available per the financial statements to the Form 5500 as of December 31, 2021 and 2020:

	December 31,	
	2021	2020
Net assets available for benefits per financial statements	\$ 52,149,130	\$ 39,303,212
Less: Participant contributions receivable	---	(2,763)
Employer contributions receivable	---	(1,136)
Net assets available for benefits per Form 5500	<u>\$ 52,149,130</u>	<u>\$ 39,299,313</u>

The following is a reconciliation of the changes in net assets available per the financial statements to the Form 5500 for the year ended December 31, 2021:

	Year Ended December 31, 2021
Net increase in net assets available for benefits per financial statements	\$ 12,845,918
Add: 2020 participant contributions receivable	2,763
2020 employer contributions receivable	<u>1,136</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 12,849,817</u>

Supplemental Schedules

**Spin Master 401(k) Plan
Supplemental Schedule
December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4i
Schedule of Assets (Held at End of Year)**

(b) Identity of Issue		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
(a)	Borrower, Lessor or Similar Party			
<u>Money Market Fund</u>				
*	Fidelity Investments	Fidelity Government Money Market Fund	**	\$ 99
<u>Mutual Funds</u>				
*	Fidelity Investments	Fidelity 500 Index Fund	**	\$ 4,472,387
*	Fidelity Investments	Fidelity Mid Cap Index Fund	**	\$ 1,519,991
*	Fidelity Investments	Fidelity Small Cap Index Fund	**	\$ 918,967
	Allspring	Allspring Special Mid Cap Value Fund Class R6	**	\$ 1,035,174
	American Funds	American Funds New World Fund Class R6	**	\$ 194,970
	Delaware Funds	Delaware Value Fund Class R6	**	\$ 506,710
	Ivy Funds	Ivy Small Cap Growth Fund Class R6	**	\$ 638,618
	JPMorgan	JPMorgan Growth Advantage Fund Class R6	**	\$ 4,737,504
	Pax Funds	Pax Sustainable Allocation Fund	**	\$ 25,824
	PGIM Funds	PGIM Total Return Bond Fund Class R6	**	\$ 800,337
	PIMCO	PIMCO Income Fund Inst.	**	\$ 256,365
	Principal Funds	Principal Real Estate Securities Fund Class R6	**	\$ 420,576
	The Hartford Funds	The Hartford International Opportunities Fund Class R6	**	\$ 1,159,907
	The Hartford Funds	The Hartford MidCap Fund Class R6	**	\$ 812,006
	JPMorgan	Undiscovered Managers Behavioral Value Fund Class R6	**	\$ 714,722
	Vanguard	Vanguard Institutional Target Retirement 2020	**	\$ 6,189,474
	Vanguard	Vanguard Institutional Target Retirement 2025	**	\$ 1,733,630
	Vanguard	Vanguard Institutional Target Retirement 2030	**	\$ 5,404,442
	Vanguard	Vanguard Institutional Target Retirement 2035	**	\$ 2,748,548
	Vanguard	Vanguard Institutional Target Retirement 2040	**	\$ 6,380,333
	Vanguard	Vanguard Institutional Target Retirement 2045	**	\$ 3,870,452
	Vanguard	Vanguard Institutional Target Retirement 2050	**	\$ 3,750,081
	Vanguard	Vanguard Institutional Target Retirement 2055	**	\$ 1,619,231
	Vanguard	Vanguard Institutional Target Retirement 2060	**	\$ 780,464
	Vanguard	Vanguard Institutional Target Retirement 2065	**	\$ 47,607
	Vanguard	Vanguard Institutional Target Retirement Income Fund	**	\$ 347,786
<u>Common/Collective Trust Fund</u>				
	Ameriprise Trust Company	Columbia Trust Stable Income I-0	**	\$ 825,417
*	<u>Participant Notes Receivable</u>	Participant loans, interest rates at 4.25% to 6.50%	\$0	\$ 237,508

* *Party-in-interest*

** *Historical cost is not required for participant directed investments*

See Independent Auditor's Report
and the accompanying notes to the financial statements

**Spin Master 401(k) Plan
Supplemental Schedule
Year Ended December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4a
Schedule of Delinquent Participant Contributions**

Participant Contributions Transferred Late To the Plan Check Here ☒ If Late Participant Loan Repayments Are Included	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption (PTE) 2002- 51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

* \$ 153,012 \$ - \$ 153,012 \$ - \$ -

* Represents late contributions related to the 2020 Plan year corrected in 2021.

See the Independent Auditor's Report and the
accompanying notes to the financial statements

Spin Master 401(k) Plan

**Report, Financial Statements and
Supplemental Schedules**

**December 31, 2021 and 2020 and
the Year Ended December 31, 2021**

Spin Master 401(k) Plan

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



CERTIFIED PUBLIC ACCOUNTANTS

Principals
Mark D. Murphy
Doris D. Farinacci
Mark A. Simurda

Independent Auditor's Report

To the Administrative Committee and Plan Participants of the
Spin Master 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Spin Master 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements.")

Management, having determined it is permissible in the circumstances, has elected to have the audit of Spin Master 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from the qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Spin Master 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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 Spin Master 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Spin Master 401(k) 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 Spin Master 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental schedules of Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2021 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2021 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 included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statement

We were engaged to audit the 2020 financial statements of Spin Master 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any audited procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Newport Beach, California
October 14, 2022

Spin Master 401(k) Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
Assets		
Investments, at fair value		
Money market fund	\$ 99	119
Mutual funds	51,086,106	38,496,345
Common/collective trust fund	<u>825,417</u>	<u>482,371</u>
Total investments, at fair value	<u>51,911,622</u>	<u>38,978,835</u>
Receivables		
Employer contributions receivable	-	1,136
Participant contributions receivable	-	2,763
Notes receivable from participants	<u>237,508</u>	<u>320,478</u>
Total receivables	<u>237,508</u>	<u>324,377</u>
Total assets	<u>52,149,130</u>	<u>39,303,212</u>
Liability	<u>-</u>	<u>-</u>
Net assets available for benefits	<u><u>\$ 52,149,130</u></u>	<u><u>\$ 39,303,212</u></u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2021

Additions	
Investment income	
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	<u>2,144,538</u>
Total investment income	<u>6,144,259</u>
Interest income from notes receivable from participants	<u>14,387</u>
Contributions	
Employer	1,539,432
Participants	3,386,401
Participant rollovers	<u>8,425,955</u>
Total contributions	<u>13,351,788</u>
Total additions	<u>19,510,434</u>
Deductions	
Benefits paid to participants	6,487,885
Administrative expenses	<u>176,631</u>
Total deductions	<u>6,664,516</u>
Net increase in net assets available for benefits	12,845,918
Net assets available for benefits, beginning of year	<u>39,303,212</u>
Net assets available for benefits, end of year	<u><u>\$ 52,149,130</u></u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Notes to Financial Statements
December 31, 2021 and 2020

Note 1. Description of the Plan

The following description of the Spin Master 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted on March 1, 2007 to qualify as a defined contribution retirement plan for eligible employees of Spin Master, Inc. and related employers under common ownership (the "Company" or "Employer"). The Plan has a pre-tax salary reduction provision as defined under Section 401(k) and an employer matching contribution under 401(m) of the Internal Revenue Code (the "IRC"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Eligibility

With the exception of leased employees, non-resident aliens and executives with dual payrolls with Canada, each of the Company's employees is eligible to participate in the Plan upon employment (must be 21 years of age) without regard to hours of service. Participants may enter the Plan on a daily basis.

Contributions

The Company's eligible employees may contribute from 1% up to 100% of their compensation, subject to the limitations as defined by the IRC, each year on a pre-tax basis by salary reduction. Participants also have the option to designate all or any portion of their contributions to be withheld on an after-tax basis as Roth elective deferral contributions.

The Company makes a 401(k) "Safe Harbor" qualified matching contribution of 100% of each participant's elective deferrals up to the first 3% of compensation and 50% of each participant's elective deferrals on the next 2% of compensation in excess of 3%. In addition, the Company may make a discretionary contribution without regard to the Company's current or accumulated profits as determined each year by resolution of the Company's Board of Directors. For the year ended December 31, 2021, the Company did not elect to make a discretionary contribution.

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

Note 1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's qualified matching contributions, (b) the Company's discretionary contributions and (c) Plan earnings less an allocation of investment and operating expenses charged to the Plan. Allocations of Company discretionary contributions are allocated to participants who are active participants on the last day of the Plan year. Company discretionary contributions are based upon the ratio that each eligible participant's compensation bears to the total compensation of all eligible participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested in their contributions and the Company safe harbor matching contributions and earnings on those contributions. Participants became vested in their Company discretionary contribution account and any earnings on the Company discretionary contributions as follows:

Years of Service For Vesting	Percent Vested
Less than one year	0%
One year but less than two	20%
Two years but less than three	40%
Three years but less than four	60%
Four years but less than five	80%
Five or more years	100%

Forfeitures

Amounts forfeited from terminating participants' non-vested portion of their account are used to reduce administrative expenses and/or future Company contributions. In addition, excess contributions are included in the Plan's forfeitures account. As of December 31, 2021 and 2020, there were \$35,467 and \$34,938, respectively, of unallocated assets in the Plan's forfeitures account available to reduce administrative expenses or future Company contributions. During the year ended December 31, 2021, \$50 of forfeitures were used to reduce administrative expenses.

Safe Harbor Election

Effective January 1, 2009, the Plan has elected to be a Safe Harbor Plan according to IRC regulations. Accordingly, the Plan must meet certain requirements relating to employer contributions and investing schedules and meet the applicable "Safe Harbor" requirements. If the Plan meets the "Safe Harbor" requirements it is not subject to the Average Deferral Percentage or Average Contribution Percentage discrimination tests required by the IRC.

Note 1. Description of the Plan (continued)

Payment of Benefits

Retired or terminated participants receive the vested portion of their Company matching contributions, Company discretionary contributions and earnings on their Company contributions and 100% of their contributions as soon as administratively possible following retirement, termination or upon becoming disabled. The Plan permits a terminated participant to defer commencement of the payment of benefits until the later of election to receive benefits or age 65.

A participant's total vested benefit of less than \$1,000 is subject to an involuntary cash-out distribution even if the participant does not consent to a distribution. If the participant's vested interest is greater than \$1,000, but less than \$5,000, the participant will receive a rollover in an individual retirement plan determined by the Plan Administrator.

Subject to certain restrictions, in-service withdrawals from a participant's account may be permitted to participants who are over the age of 59½ or if the participant qualifies for a financial hardship or withdrawals of only employee and rollover contributions, as described in the Plan document, for which funds are not reasonably available from other resources of the participant. Employees who receive hardship distributions are excluded from participating in the Plan for a six-month period.

Plan Administrative Expenses

The Company provides or pays for certain accounting, legal, administrative and management services without charge to the Plan. Fees related to the administration of notes receivable from participants and certain fees related to distributions are charged directly to participant's accounts are included in administration expenses. Investment related expenses are included in net appreciation (depreciation) of fair value investments.

Contribution Funding

The Company funds its participant contributions and Company matching contributions concurrent with its payroll dates. Company discretionary contributions, if any, are funded annually.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for benefits and the changes in those net assets. Except for unallocated forfeitures discussed in Note 1, the net assets of the Plan are allocated entirely to individual participants' accounts.

Note 2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is accrued as earned.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Non-Distributed Benefits

The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Subsequent Events

The Company has evaluated all events subsequent to December 31, 2021, the date of the statement of net assets available for benefits, through the date of the Independent Auditor's Report, the date which the financial statements were available to be issued.

Note 3. Information Certified by the Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company the trustee, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule:

a) Investments

	December 31,	
	2021	2020
Money market fund	\$ 99	\$ 119
Mutual funds	\$ 51,086,106	\$ 38,496,345
Common/collective trust fund	\$ 825,417	\$ 482,371

b) Receivables

Notes receivable from participants*	\$ 237,508	\$ 320,478
-------------------------------------	------------	------------

c) Investment income and other additions

	Year Ended December 31, 2021
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	\$ 2,144,538
Interest income from notes receivable from participants	\$ 14,387

d) Supplemental Schedule:

Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) *

**Notes receivable from participants are participant loans allowed under the related regulations. The participant loans are certified by the trustee, and are included as investments on the supplemental schedule, Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.*

Note 4. Fair Value Measurements

Fair value measurements are based on 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). 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.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2021 and 2020:

Money market fund: This investment is valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Mutual funds: These investments are valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Common/collective trust fund: This investment is a public investment security. The stable asset fund is valued at Net Asset Value "NAV" as a practical expedient based on contract value, which represents invested principal plus accrued interest, less expenses thereon. In determining contract value, the fund manager considers such factors as the benefit responsiveness of the contract, the ability of the parties to the contract to perform in accordance with the terms of the contract and the likelihood of default by the issuer of an investment security. While the fair value of the investments in this common/collective trust is determined by the investee's trustee based on the fair value of the underlying securities within the investment, at the fund level, the fair value of the investment as reported by the investment custodian at the Plan level is based on NAV as the practical expedient which is contract value. Contract value is the relevant fair value for such an investment as that is the value of that participant's transactions are reported.

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

Note 4. Fair Value Measurements (continued)

The following tables set forth by level within the fair value hierarchy the investments held by the Plan as of December 31, 2021 and 2020:

<u>December 31, 2021</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 99	\$ ---	\$ ---	\$ 99
Mutual funds	<u>51,086,106</u>	<u>---</u>	<u>---</u>	<u>51,086,106</u>
Total investments categorized in the fair value hierarchy	<u>\$ 51,086,205</u>	<u>\$ ---</u>	<u>\$ ---</u>	51,086,205
Common/collective trust funds valued at NAV*				<u>825,417</u>
Total investments, at fair value				<u>\$ 51,911,622</u>

<u>December 31, 2020</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 119	\$ ---	\$ ---	\$ 119
Mutual funds	<u>\$38,496,345</u>	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ 38,496,345</u>
Total investments categorized in the fair value hierarchy	<u>\$ 38,496,464</u>	<u>\$ ---</u>	<u>\$ ---</u>	38,496,464
Common/collective trust funds valued at NAV*				<u>482,371</u>
Total investments, at fair value				<u>\$ 38,978,835</u>

**Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the Statements of Net Assets Available for Benefits.*

Note 4. Fair Value Measurements (continued)

The following table presents additional information relative to Plan investments reported on net asset value at December 31, 2021 and 2020:

<u>December 31, 2021</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 825,417	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

<u>December 31, 2019</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 482,371	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

Note 5. 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. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Note 6. 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, the account of each member shall be fully vested and nonforfeitable at the time of termination.

Note 7. Tax Status

The Company has adopted a non-standardized prototype plan which obtained its latest opinion letter on June 30, 2020 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provision was made for federal income taxes in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's tax returns generally remain open for Federal tax audits for three years from the filing date.

Note 8. Prohibited Transactions

During the year ended December 31, 2020, the Plan sponsor inadvertently failed to deposit \$153,012 of participant contributions and loan repayments within the required timeframe as stated by the U.S. Department of Labor ("DOL"). These contributions were deposited in the Plan beyond the earliest expected date on which assets could be segregated from the employer's assets. The DOL considers late deposits to be prohibited transactions.

As of March 28, 2022, the Plan sponsor has fully self-corrected the late remittances for the 2020 Plan year by calculating lost earnings on these late contributions and depositing the lost earnings into the Plan. The Plan sponsor has filed Form 5330 and paid the excise tax related to these late contributions.

Note 9. Related Party and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments and affiliates. Fidelity Management Trust Company ("Fidelity") (a wholly owned subsidiary of Fidelity Investments) is the Plan trustee.

Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of investments. These fees are paid to the investment fund manager and may include certain revenue sharing fees that are paid to Fidelity Investments or related entities, other investment custodians and investment advisors. Additionally, as noted in Note 1, certain administrative expenses related to participant-initiated transactions were paid directly to Fidelity.

The Plan also allows for the issuance of notes receivable to participants in accordance with the related regulations.

Note 9. Related Party and Party-In-Interest Transactions (continued)

These transactions also qualify as party-in-interest transactions for which there are statutory exemptions.

Note 10. Form 5500 Reconciliation

The following is a reconciliation of the net assets available per the financial statements to the Form 5500 as of December 31, 2021 and 2020:

	December 31,	
	2021	2020
Net assets available for benefits per financial statements	\$ 52,149,130	\$ 39,303,212
Less: Participant contributions receivable	---	(2,763)
Employer contributions receivable	---	(1,136)
Net assets available for benefits per Form 5500	<u>\$ 52,149,130</u>	<u>\$ 39,299,313</u>

The following is a reconciliation of the changes in net assets available per the financial statements to the Form 5500 for the year ended December 31, 2021:

	Year Ended December 31, 2021
Net increase in net assets available for benefits per financial statements	\$ 12,845,918
Add: 2020 participant contributions receivable	2,763
2020 employer contributions receivable	<u>1,136</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 12,849,817</u>

Supplemental Schedules

**Spin Master 401(k) Plan
Supplemental Schedule
December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4i
Schedule of Assets (Held at End of Year)**

(b) Identity of Issue		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
(a)	Borrower, Lessor or Similar Party			
	<u>Money Market Fund</u>			
*	Fidelity Investments	Fidelity Government Money Market Fund	**	\$ 99
	<u>Mutual Funds</u>			
*	Fidelity Investments	Fidelity 500 Index Fund	**	\$ 4,472,387
*	Fidelity Investments	Fidelity Mid Cap Index Fund	**	\$ 1,519,991
*	Fidelity Investments	Fidelity Small Cap Index Fund	**	\$ 918,967
	Allspring	Allspring Special Mid Cap Value Fund Class R6	**	\$ 1,035,174
	American Funds	American Funds New World Fund Class R6	**	\$ 194,970
	Delaware Funds	Delaware Value Fund Class R6	**	\$ 506,710
	Ivy Funds	Ivy Small Cap Growth Fund Class R6	**	\$ 638,618
	JPMorgan	JPMorgan Growth Advantage Fund Class R6	**	\$ 4,737,504
	Pax Funds	Pax Sustainable Allocation Fund	**	\$ 25,824
	PGIM Funds	PGIM Total Return Bond Fund Class R6	**	\$ 800,337
	PIMCO	PIMCO Income Fund Inst.	**	\$ 256,365
	Principal Funds	Principal Real Estate Securities Fund Class R6	**	\$ 420,576
	The Hartford Funds	The Hartford International Opportunities Fund Class R6	**	\$ 1,159,907
	The Hartford Funds	The Hartford MidCap Fund Class R6	**	\$ 812,006
	JPMorgan	Undiscovered Managers Behavioral Value Fund Class R6	**	\$ 714,722
	Vanguard	Vanguard Institutional Target Retirement 2020	**	\$ 6,189,474
	Vanguard	Vanguard Institutional Target Retirement 2025	**	\$ 1,733,630
	Vanguard	Vanguard Institutional Target Retirement 2030	**	\$ 5,404,442
	Vanguard	Vanguard Institutional Target Retirement 2035	**	\$ 2,748,548
	Vanguard	Vanguard Institutional Target Retirement 2040	**	\$ 6,380,333
	Vanguard	Vanguard Institutional Target Retirement 2045	**	\$ 3,870,452
	Vanguard	Vanguard Institutional Target Retirement 2050	**	\$ 3,750,081
	Vanguard	Vanguard Institutional Target Retirement 2055	**	\$ 1,619,231
	Vanguard	Vanguard Institutional Target Retirement 2060	**	\$ 780,464
	Vanguard	Vanguard Institutional Target Retirement 2065	**	\$ 47,607
	Vanguard	Vanguard Institutional Target Retirement Income Fund	**	\$ 347,786
	<u>Common/Collective Trust Fund</u>			
	Ameriprise Trust Company	Columbia Trust Stable Income I-0	**	\$ 825,417
*	<u>Participant Notes Receivable</u>	Participant loans, interest rates at 4.25% to 6.50%	\$0	\$ 237,508

* *Party-in-interest*

** *Historical cost is not required for participant directed investments*

See Independent Auditor's Report
and the accompanying notes to the financial statements

**Spin Master 401(k) Plan
Supplemental Schedule
Year Ended December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4a
Schedule of Delinquent Participant Contributions**

Participant Contributions Transferred Late To the Plan Check Here ☒ If Late Participant Loan Repayments Are Included	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption (PTE) 2002- 51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

* \$ 153,012 \$ - \$ 153,012 \$ - \$ -

* Represents late contributions related to the 2020 Plan year corrected in 2021.

See the Independent Auditor's Report and the
accompanying notes to the financial statements

Spin Master 401(k) Plan

**Report, Financial Statements and
Supplemental Schedules**

**December 31, 2021 and 2020 and
the Year Ended December 31, 2021**

Spin Master 401(k) Plan

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



CERTIFIED PUBLIC ACCOUNTANTS

Principals
Mark D. Murphy
Doris D. Farinacci
Mark A. Simurda

Independent Auditor's Report

To the Administrative Committee and Plan Participants of the
Spin Master 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of Spin Master 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements.")

Management, having determined it is permissible in the circumstances, has elected to have the audit of Spin Master 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from the qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2021 Financial Statements section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Spin Master 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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 Spin Master 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are 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 which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2021 Financial Statements section of our report, 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Spin Master 401(k) 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 Spin Master 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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.

Other Matters

2021 Supplemental Schedules Required by ERISA

The supplemental schedules of Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2021 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2021 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 included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statement

We were engaged to audit the 2020 financial statements of Spin Master 401(k) Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any audited procedures with respect to the information certified by a qualified institution. In our report dated October 12, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements, and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Newport Beach, California
October 14, 2022

Spin Master 401(k) Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
Assets		
Investments, at fair value		
Money market fund	\$ 99	119
Mutual funds	51,086,106	38,496,345
Common/collective trust fund	<u>825,417</u>	<u>482,371</u>
Total investments, at fair value	<u>51,911,622</u>	<u>38,978,835</u>
Receivables		
Employer contributions receivable	-	1,136
Participant contributions receivable	-	2,763
Notes receivable from participants	<u>237,508</u>	<u>320,478</u>
Total receivables	<u>237,508</u>	<u>324,377</u>
Total assets	<u>52,149,130</u>	<u>39,303,212</u>
Liability	<u>-</u>	<u>-</u>
Net assets available for benefits	<u><u>\$ 52,149,130</u></u>	<u><u>\$ 39,303,212</u></u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2021

Additions	
Investment income	
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	<u>2,144,538</u>
Total investment income	<u>6,144,259</u>
Interest income from notes receivable from participants	<u>14,387</u>
Contributions	
Employer	1,539,432
Participants	3,386,401
Participant rollovers	<u>8,425,955</u>
Total contributions	<u>13,351,788</u>
Total additions	<u>19,510,434</u>
Deductions	
Benefits paid to participants	6,487,885
Administrative expenses	<u>176,631</u>
Total deductions	<u>6,664,516</u>
Net increase in net assets available for benefits	12,845,918
Net assets available for benefits, beginning of year	<u>39,303,212</u>
Net assets available for benefits, end of year	<u><u>\$ 52,149,130</u></u>

See the accompanying notes to these financial statements

Spin Master 401(k) Plan
Notes to Financial Statements
December 31, 2021 and 2020

Note 1. Description of the Plan

The following description of the Spin Master 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted on March 1, 2007 to qualify as a defined contribution retirement plan for eligible employees of Spin Master, Inc. and related employers under common ownership (the "Company" or "Employer"). The Plan has a pre-tax salary reduction provision as defined under Section 401(k) and an employer matching contribution under 401(m) of the Internal Revenue Code (the "IRC"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Eligibility

With the exception of leased employees, non-resident aliens and executives with dual payrolls with Canada, each of the Company's employees is eligible to participate in the Plan upon employment (must be 21 years of age) without regard to hours of service. Participants may enter the Plan on a daily basis.

Contributions

The Company's eligible employees may contribute from 1% up to 100% of their compensation, subject to the limitations as defined by the IRC, each year on a pre-tax basis by salary reduction. Participants also have the option to designate all or any portion of their contributions to be withheld on an after-tax basis as Roth elective deferral contributions.

The Company makes a 401(k) "Safe Harbor" qualified matching contribution of 100% of each participant's elective deferrals up to the first 3% of compensation and 50% of each participant's elective deferrals on the next 2% of compensation in excess of 3%. In addition, the Company may make a discretionary contribution without regard to the Company's current or accumulated profits as determined each year by resolution of the Company's Board of Directors. For the year ended December 31, 2021, the Company did not elect to make a discretionary contribution.

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

Note 1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's qualified matching contributions, (b) the Company's discretionary contributions and (c) Plan earnings less an allocation of investment and operating expenses charged to the Plan. Allocations of Company discretionary contributions are allocated to participants who are active participants on the last day of the Plan year. Company discretionary contributions are based upon the ratio that each eligible participant's compensation bears to the total compensation of all eligible participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are 100% vested in their contributions and the Company safe harbor matching contributions and earnings on those contributions. Participants became vested in their Company discretionary contribution account and any earnings on the Company discretionary contributions as follows:

<u>Years of Service For Vesting</u>	<u>Percent Vested</u>
Less than one year	0%
One year but less than two	20%
Two years but less than three	40%
Three years but less than four	60%
Four years but less than five	80%
Five or more years	100%

Forfeitures

Amounts forfeited from terminating participants' non-vested portion of their account are used to reduce administrative expenses and/or future Company contributions. In addition, excess contributions are included in the Plan's forfeitures account. As of December 31, 2021 and 2020, there were \$35,467 and \$34,938, respectively, of unallocated assets in the Plan's forfeitures account available to reduce administrative expenses or future Company contributions. During the year ended December 31, 2021, \$50 of forfeitures were used to reduce administrative expenses.

Safe Harbor Election

Effective January 1, 2009, the Plan has elected to be a Safe Harbor Plan according to IRC regulations. Accordingly, the Plan must meet certain requirements relating to employer contributions and investing schedules and meet the applicable "Safe Harbor" requirements. If the Plan meets the "Safe Harbor" requirements it is not subject to the Average Deferral Percentage or Average Contribution Percentage discrimination tests required by the IRC.

Note 1. Description of the Plan (continued)

Payment of Benefits

Retired or terminated participants receive the vested portion of their Company matching contributions, Company discretionary contributions and earnings on their Company contributions and 100% of their contributions as soon as administratively possible following retirement, termination or upon becoming disabled. The Plan permits a terminated participant to defer commencement of the payment of benefits until the later of election to receive benefits or age 65.

A participant's total vested benefit of less than \$1,000 is subject to an involuntary cash-out distribution even if the participant does not consent to a distribution. If the participant's vested interest is greater than \$1,000, but less than \$5,000, the participant will receive a rollover in an individual retirement plan determined by the Plan Administrator.

Subject to certain restrictions, in-service withdrawals from a participant's account may be permitted to participants who are over the age of 59½ or if the participant qualifies for a financial hardship or withdrawals of only employee and rollover contributions, as described in the Plan document, for which funds are not reasonably available from other resources of the participant. Employees who receive hardship distributions are excluded from participating in the Plan for a six-month period.

Plan Administrative Expenses

The Company provides or pays for certain accounting, legal, administrative and management services without charge to the Plan. Fees related to the administration of notes receivable from participants and certain fees related to distributions are charged directly to participant's accounts are included in administration expenses. Investment related expenses are included in net appreciation (depreciation) of fair value investments.

Contribution Funding

The Company funds its participant contributions and Company matching contributions concurrent with its payroll dates. Company discretionary contributions, if any, are funded annually.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for benefits and the changes in those net assets. Except for unallocated forfeitures discussed in Note 1, the net assets of the Plan are allocated entirely to individual participants' accounts.

Note 2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

All investments are carried at fair value or an approximation of fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is accrued as earned.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Non-Distributed Benefits

The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Subsequent Events

The Company has evaluated all events subsequent to December 31, 2021, the date of the statement of net assets available for benefits, through the date of the Independent Auditor's Report, the date which the financial statements were available to be issued.

Note 3. Information Certified by the Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company the trustee, as complete and accurate, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule:

a) Investments

	December 31,	
	2021	2020
Money market fund	\$ 99	\$ 119
Mutual funds	\$ 51,086,106	\$ 38,496,345
Common/collective trust fund	\$ 825,417	\$ 482,371

b) Receivables

Notes receivable from participants*	\$ 237,508	\$ 320,478
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c) Investment income and other additions

	Year Ended December 31, 2021
Net appreciation in fair value of investments	\$ 3,999,721
Interest and dividend income from investments	\$ 2,144,538
Interest income from notes receivable from participants	\$ 14,387

d) Supplemental Schedule:

Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) *

**Notes receivable from participants are participant loans allowed under the related regulations. The participant loans are certified by the trustee, and are included as investments on the supplemental schedule, Form 5500 Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.*

Note 4. Fair Value Measurements

Fair value measurements are based on 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). 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.

Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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 observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2021 and 2020:

Money market fund: This investment is valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Mutual funds: These investments are valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Common/collective trust fund: This investment is a public investment security. The stable asset fund is valued at Net Asset Value "NAV" as a practical expedient based on contract value, which represents invested principal plus accrued interest, less expenses thereon. In determining contract value, the fund manager considers such factors as the benefit responsiveness of the contract, the ability of the parties to the contract to perform in accordance with the terms of the contract and the likelihood of default by the issuer of an investment security. While the fair value of the investments in this common/collective trust is determined by the investee's trustee based on the fair value of the underlying securities within the investment, at the fund level, the fair value of the investment as reported by the investment custodian at the Plan level is based on NAV as the practical expedient which is contract value. Contract value is the relevant fair value for such an investment as that is the value of that participant's transactions are reported.

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

Note 4. Fair Value Measurements (continued)

The following tables set forth by level within the fair value hierarchy the investments held by the Plan as of December 31, 2021 and 2020:

<u>December 31, 2021</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 99	\$ ---	\$ ---	\$ 99
Mutual funds	<u>51,086,106</u>	<u>---</u>	<u>---</u>	<u>51,086,106</u>
Total investments categorized in the fair value hierarchy	<u>\$ 51,086,205</u>	<u>\$ ---</u>	<u>\$ ---</u>	51,086,205
Common/collective trust funds valued at NAV*				<u>825,417</u>
Total investments, at fair value				<u>\$ 51,911,622</u>

<u>December 31, 2020</u>	Fair Value Measurements Using Input Type			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market fund	\$ 119	\$ ---	\$ ---	\$ 119
Mutual funds	<u>\$38,496,345</u>	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ 38,496,345</u>
Total investments categorized in the fair value hierarchy	<u>\$ 38,496,464</u>	<u>\$ ---</u>	<u>\$ ---</u>	38,496,464
Common/collective trust funds valued at NAV*				<u>482,371</u>
Total investments, at fair value				<u>\$ 38,978,835</u>

**Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the Statements of Net Assets Available for Benefits.*

Note 4. Fair Value Measurements (continued)

The following table presents additional information relative to Plan investments reported on net asset value at December 31, 2021 and 2020:

<u>December 31, 2021</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 825,417	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

<u>December 31, 2019</u>	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Other Redemption Restrictions</u>	<u>Redemption Notice Period</u>
Columbia Trust Stable Income Fund I-0	\$ 482,371	\$ ---	Daily	The terms of the Contracts prohibit the participant from making a direct exchange from this fund to a "competing" fund. Instead, the participant must first exchange to a non-competing fund for 90 days.	At the Plan level, the Plan sponsor must provide 12 months written notice to the Trustee prior to withdrawal from the fund.

Note 5. 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. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Note 6. 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, the account of each member shall be fully vested and nonforfeitable at the time of termination.

Note 7. Tax Status

The Company has adopted a non-standardized prototype plan which obtained its latest opinion letter on June 30, 2020 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provision was made for federal income taxes in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's tax returns generally remain open for Federal tax audits for three years from the filing date.

Note 8. Prohibited Transactions

During the year ended December 31, 2020, the Plan sponsor inadvertently failed to deposit \$153,012 of participant contributions and loan repayments within the required timeframe as stated by the U.S. Department of Labor ("DOL"). These contributions were deposited in the Plan beyond the earliest expected date on which assets could be segregated from the employer's assets. The DOL considers late deposits to be prohibited transactions.

As of March 28, 2022, the Plan sponsor has fully self-corrected the late remittances for the 2020 Plan year by calculating lost earnings on these late contributions and depositing the lost earnings into the Plan. The Plan sponsor has filed Form 5330 and paid the excise tax related to these late contributions.

Note 9. Related Party and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Investments and affiliates. Fidelity Management Trust Company ("Fidelity") (a wholly owned subsidiary of Fidelity Investments) is the Plan trustee.

Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of investments. These fees are paid to the investment fund manager and may include certain revenue sharing fees that are paid to Fidelity Investments or related entities, other investment custodians and investment advisors. Additionally, as noted in Note 1, certain administrative expenses related to participant-initiated transactions were paid directly to Fidelity.

The Plan also allows for the issuance of notes receivable to participants in accordance with the related regulations.

Note 9. Related Party and Party-In-Interest Transactions (continued)

These transactions also qualify as party-in-interest transactions for which there are statutory exemptions.

Note 10. Form 5500 Reconciliation

The following is a reconciliation of the net assets available per the financial statements to the Form 5500 as of December 31, 2021 and 2020:

	December 31,	
	2021	2020
Net assets available for benefits per financial statements	\$ 52,149,130	\$ 39,303,212
Less: Participant contributions receivable	---	(2,763)
Employer contributions receivable	---	(1,136)
Net assets available for benefits per Form 5500	<u>\$ 52,149,130</u>	<u>\$ 39,299,313</u>

The following is a reconciliation of the changes in net assets available per the financial statements to the Form 5500 for the year ended December 31, 2021:

	Year Ended December 31, 2021
Net increase in net assets available for benefits per financial statements	\$ 12,845,918
Add: 2020 participant contributions receivable	2,763
2020 employer contributions receivable	<u>1,136</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 12,849,817</u>

Supplemental Schedules

**Spin Master 401(k) Plan
Supplemental Schedule
December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4i
Schedule of Assets (Held at End of Year)**

(b) Identity of Issue		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
(a)	Borrower, Lessor or Similar Party			
<u>Money Market Fund</u>				
*	Fidelity Investments	Fidelity Government Money Market Fund	**	\$ 99
<u>Mutual Funds</u>				
*	Fidelity Investments	Fidelity 500 Index Fund	**	\$ 4,472,387
*	Fidelity Investments	Fidelity Mid Cap Index Fund	**	\$ 1,519,991
*	Fidelity Investments	Fidelity Small Cap Index Fund	**	\$ 918,967
	Allspring	Allspring Special Mid Cap Value Fund Class R6	**	\$ 1,035,174
	American Funds	American Funds New World Fund Class R6	**	\$ 194,970
	Delaware Funds	Delaware Value Fund Class R6	**	\$ 506,710
	Ivy Funds	Ivy Small Cap Growth Fund Class R6	**	\$ 638,618
	JPMorgan	JPMorgan Growth Advantage Fund Class R6	**	\$ 4,737,504
	Pax Funds	Pax Sustainable Allocation Fund	**	\$ 25,824
	PGIM Funds	PGIM Total Return Bond Fund Class R6	**	\$ 800,337
	PIMCO	PIMCO Income Fund Inst.	**	\$ 256,365
	Principal Funds	Principal Real Estate Securities Fund Class R6	**	\$ 420,576
	The Hartford Funds	The Hartford International Opportunities Fund Class R6	**	\$ 1,159,907
	The Hartford Funds	The Hartford MidCap Fund Class R6	**	\$ 812,006
	JPMorgan	Undiscovered Managers Behavioral Value Fund Class R6	**	\$ 714,722
	Vanguard	Vanguard Institutional Target Retirement 2020	**	\$ 6,189,474
	Vanguard	Vanguard Institutional Target Retirement 2025	**	\$ 1,733,630
	Vanguard	Vanguard Institutional Target Retirement 2030	**	\$ 5,404,442
	Vanguard	Vanguard Institutional Target Retirement 2035	**	\$ 2,748,548
	Vanguard	Vanguard Institutional Target Retirement 2040	**	\$ 6,380,333
	Vanguard	Vanguard Institutional Target Retirement 2045	**	\$ 3,870,452
	Vanguard	Vanguard Institutional Target Retirement 2050	**	\$ 3,750,081
	Vanguard	Vanguard Institutional Target Retirement 2055	**	\$ 1,619,231
	Vanguard	Vanguard Institutional Target Retirement 2060	**	\$ 780,464
	Vanguard	Vanguard Institutional Target Retirement 2065	**	\$ 47,607
	Vanguard	Vanguard Institutional Target Retirement Income Fund	**	\$ 347,786
<u>Common/Collective Trust Fund</u>				
	Ameriprise Trust Company	Columbia Trust Stable Income I-0	**	\$ 825,417
*	<u>Participant Notes Receivable</u>	Participant loans, interest rates at 4.25% to 6.50%	\$0	\$ 237,508

* *Party-in-interest*

** *Historical cost is not required for participant directed investments*

See Independent Auditor's Report
and the accompanying notes to the financial statements

**Spin Master 401(k) Plan
Supplemental Schedule
Year Ended December 31, 2021
FEIN: 52-2275356
Plan #001**

**Form 5500 Schedule H, Line 4a
Schedule of Delinquent Participant Contributions**

Participant Contributions Transferred Late To the Plan Check Here ☒ If Late Participant Loan Repayments Are Included	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption (PTE) 2002- 51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

*	\$	153,012	\$	-	\$	153,012	\$	-	\$	-
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* Represents late contributions related to the 2020 Plan year corrected in 2021.

See the Independent Auditor's Report and the
accompanying notes to the financial statements