

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>07/01/2021</u> and ending <u>06/30/2022</u>	
A	This return/report is for: ☐ a multiemployer plan ☒ a single-employer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ an amended return/report ☐ the final 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 ☐ special extension (enter description) ☐ automatic extension ☐ the DFVC program
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>BOYS REPUBLIC CASH OR DEFERRED ARRANGEMENT</u>
1b	Three-digit plan number (PN) ▶ <u>002</u>
1c	Effective date of plan <u>07/01/1984</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>BOYS REPUBLIC</u> <u>1907 BOYS REPUBLIC DRIVE</u> <u>CHINO HILLS, CA 91709</u>
2b	Employer Identification Number (EIN) <u>95-1647813</u>
2c	Plan Sponsor's telephone number <u>909-628-1217</u>
2d	Business code (see instructions) <u>623000</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.	04/17/2023	CHRIS BURNS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/17/2023	CATHY BERTOLETTE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	298
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)	225
a(2) Total number of active participants at the end of the plan year		6a(2)	216
b Retired or separated participants receiving benefits.....		6b	7
c Other retired or separated participants entitled to future benefits		6c	78
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	301
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	301
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	294
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 2S 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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 07/01/2021 and ending 06/30/2022		
A Name of plan BOYS REPUBLIC CASH OR DEFERRED ARRANGEMENT	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS REPUBLIC	D Employer Identification Number (EIN) 95-1647813	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 37 52 99	NONE	5850	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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
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
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
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
For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022		
A Name of plan BOYS REPUBLIC CASH OR DEFERRED ARRANGEMENT	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS REPUBLIC	D Employer Identification Number (EIN) 95-1647813	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions		1b(1)	
(2) Participant contributions.....		1b(2)	
(3) Other		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other.....		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans		1c(8)	528883
(9) Value of interest in common/collective trusts		1c(9)	2866066
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts		1c(11)	
(12) Value of interest in 103-12 investment entities		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)		1c(13)	23411265
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other.....		1c(15)	
			416762
			2841387

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26806214	23439632

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26806214	23439632
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	247968	
(B) Participants	2a(1)(B)	933805	
(C) Others (including rollovers).....	2a(1)(C)	14778	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B), (C), and line 2a(2)	2a(3)		1196551
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)	22646	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		22646
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	1581099	
(D) Total dividends. Add lines 2b(2)(A) , (B), and (C)	2b(2)(D)		1581099
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		34895
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-4574361
c Other income.....	2c		1530
d Total income. Add all income amounts in column (b) and enter total.....	2d		-1737640
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1623526	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	616	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1624142
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	4800	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		4800
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1628942
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		-3366582
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HARRINGTON GROUP

(2) EIN: 95-4457617

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

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a		X	

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

For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022

A Name of plan BOYS REPUBLIC CASH OR DEFERRED ARRANGEMENT	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS REPUBLIC	D Employer Identification Number (EIN) 95-1647813

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): 23-2186884 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 _____

**BOYS REPUBLIC
CASH OR DEFERRED
ARRANGEMENT PLAN**

**FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE**

JUNE 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Boys Republic Cash or Deferred Arrangement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2022 Financial Statements

We have performed an audit of the accompanying financial statements of Boys Republic Cash or Deferred Arrangement 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) audit. The financial statements comprise the Statements of Net Assets Available for Benefits as of June 30, 2022 and 2021, and the related Statements of Changes in Net Assets Available for Benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 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 a qualified institution as of and for the year ended June 30, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the 2022 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section—

- the amounts and disclosures in the 2022 financial statements referred to above, 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 2022 financial statements referred to above 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).

INDEPENDENT AUDITORS' REPORT

continued

Basis for Opinion on the 2022 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Boys Republic Cash or Deferred Arrangement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2022 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 Boys Republic Cash or Deferred Arrangement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the 2022 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

INDEPENDENT AUDITORS' REPORT

continued

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Boys Republic Cash or Deferred Arrangement 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 Boys Republic Cash or Deferred Arrangement 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 2022 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

INDEPENDENT AUDITORS' REPORT

continued

2022 Supplementary Schedule Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of June 30, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 generally accepted auditing standards. For information included in the supplemental schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is 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 schedule, other than the information in the supplemental schedule 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 schedule 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).

Auditors' Report on the 2021 Financial Statements

We have previously audited the 2021 financial statements of Boys Republic Cash or Deferred Arrangement 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 auditing procedures with respect to the information certified by a qualified institution. Our report dated April 13, 2022, 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 financial statements and supplemental schedule, and (b) the form and content of the information included in the financial statements and supplemental schedule 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.


Pasadena, California
April 14, 2023

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
June 30, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value (Note 5)		
Mutual funds	\$ 20,181,483	\$ 23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
Total investments	<u>23,022,870</u>	<u>26,277,331</u>
Receivables		
Notes receivable from participants (Note 3)	<u>416,762</u>	<u>528,883</u>
Total receivables	<u>416,762</u>	<u>528,883</u>
TOTAL ASSETS	<u>23,439,632</u>	<u>26,806,214</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 23,439,632</u></u>	<u><u>\$ 26,806,214</u></u>

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

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the years ended June 30, 2022 and 2021

	2022	2021
(DEDUCTIONS) ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net (depreciation) appreciation in fair value of investments (Note 4)	\$ (4,539,466)	\$ 5,501,131
Dividend income	1,581,099	587,964
Interest income	22,646	27,530
Other income	1,530	880
	<u>(2,934,191)</u>	<u>6,117,505</u>
Contributions		
Participant contributions	933,805	936,182
Employer contributions	247,968	261,257
Rollovers contributions	14,778	49,166
	<u>1,196,551</u>	<u>1,246,605</u>
 TOTAL (DEDUCTIONS) ADDITIONS	 <u>(1,737,640)</u>	 <u>7,364,110</u>
 DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,624,142	1,663,402
Miscellaneous	4,800	4,625
	<u>1,628,942</u>	<u>1,668,027</u>
 TOTAL DEDUCTIONS	 <u>1,628,942</u>	 <u>1,668,027</u>
 NET (DECREASE) INCREASE	 (3,366,582)	 5,696,083
 NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>26,806,214</u>	<u>21,110,131</u>
 END OF YEAR	 <u>\$ 23,439,632</u>	 <u>\$ 26,806,214</u>

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

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Boys Republic Cash or Deferred Arrangement Plan (“the Plan”) provides only general information. Participants should refer to the Plan’s documents for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Boys Republic who have completed three months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each year, Boys Republic contributes to the Plan a 50% match of the participants’ deferrals (if any) for such plan year, but with a maximum matching contribution for the plan year of 2.5% of compensation. Additional amounts may be contributed at the option of Boys Republic’s Board of Directors. Participants may contribute up to the 402(g) limit.

Participants’ Accounts

Each participant’s account is credited with the participant’s contribution, the allocation of Boys Republic’s contribution, and the Plan earnings. Allocations are based on participant’s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon and in the participant’s employer account plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow up to \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at 1% over the Wall Street prime rate.

Payment of Benefits

Benefits under the Plan generally must be paid in the form of a lump-sum amount equal to the value of the participant’s account.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and (losses) on investments bought and sold, as well as held, during the year.

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets

Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets

Level 3 inputs - estimates using the best information available when there is little or no market

The Plan is required to measure certain investments at fair value. The specific techniques used to measure fair value for the financial statement element is described in the notes below that relate to the element.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures as of the date and for the period presented. Actual results could differ from those estimates.

Administrative Expenses

Significant costs of plan administration are being absorbed by the Plan.

**BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risk. It is reasonably possible, given the level of risk associated with certain investment securities that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

Following the Los Angeles County and the State of California "Safer at Home" order to close all non-essential business activities, the Plan's sponsor, Boys Republic, has been operating under Safer at Home isolation protocols. The overall impact of the COVID-19 pandemic on the sponsor or the Plan cannot be foreseen at this time and is not reflected in these financial statements.

Subsequent Events

In March 2023, the fair value of total investments increased by approximately \$40,000 or 0.2% from the value of \$23,439,632 reported in the Statements of Net Assets Available for Benefits at June 30, 2022.

Management has evaluated subsequent events through April 14, 2023, the date which the financial statements were available for issue. Except as noted above, no events or transactions have occurred during this period that appear to require recognition or disclosure in the financial statements.

3. Notes Receivable from Participants

Participant loans are repaid semi-monthly over a period of twelve to sixty months. The interest rate on outstanding loans to participants ranges from 4.25% to 6.50%. Loans to participants outstanding at June 30, 2022 and 2021 were \$416,762 and \$528,883, respectively.

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

4. Information Prepared and Certified by the Trustee

No auditing procedures were performed on investments and plan income as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following summarizes the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, as of June 30, 2022 and 2021, respectively:

	<u>2022</u>	<u>2021</u>
Investments at fair value		
Mutual funds	\$20,181,483	\$23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
	<u>\$23,022,870</u>	<u>\$26,277,331</u>
Notes receivable from participants	<u>\$416,762</u>	<u>\$528,883</u>

During the years ended June 30, 2022 and 2021, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in value by \$(4,539,466) and \$5,501,131, respectively.

5. Fair Value Measurements

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of June 30, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2022</u>				
Mutual funds and total assets in the fair value hierarchy	\$20,181,483	\$ -	\$ -	\$20,181,483
Investment measured at net asset value*				<u>2,841,387</u>
	<u>\$20,181,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$23,022,870</u>

continued

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements, continued

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2021</u>				
Mutual funds and total assets in the fair value hierarchy	\$23,411,265	\$ -	\$ -	\$23,411,265
Investment measured at net asset value*				<u>2,866,066</u>
	<u>\$23,411,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,277,331</u>

The fair value of mutual funds has been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified 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 line items presented on the statements of net assets available for benefits.

6. Fair Value of Investments in Entities that Use NAV Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of June 30, 2022 and 2021:

<u>Investments</u>	<u>Fair Value as of June 30,</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2022</u>	<u>2021</u>	<u>commitments</u>	<u>frequency</u>	<u>notice</u>
				<u>(if currently eligible)</u>	<u>period</u>
Common collective trust	<u>\$2,841,387</u>	<u>\$2,866,066</u>	n/a	Daily	12 months

Common collective trust – is a stable value fund that is composed primarily of fully benefit responsive investment contracts that are valued at the NAV of units of the collective investment trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. Participant directed transfers into a competing investment option must be held in a noncompeting investment option for a minimum of 90 days. If the Plan initiates a full redemption of the collective investment trust, the issuer reserves the right to require 12 months notification in order to ensure that the securities liquidations will be carried out in an orderly business manner. There are no unfunded commitments as of June 30, 2022.

continued

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. Related Party and Party-in-Interest Transactions

Certain administrative functions are performed by officers and employees of Boys Republic. No officer or employee received compensation from the Plan for these services.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

8. Plan Termination

Although it has not expressed any intent to do so, Boys Republic has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

9. Tax Status

The trust established under the Plan to hold the plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service ("IRS") and the plan sponsor believes that the Plan continues to qualify and to operate as designed.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2019.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

10. Impact of COVID-19 Virus

Following the San Bernardino County, and State “Safer-at-Home” order to close all non-essential business activities, Boys Republic has been conducting business as usual and has converted to serving clients remotely to meet isolation protocols.

Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted on March 27, 2020. Under Section 2202 of the CARES Act, plan sponsors are permitted to make qualified coronavirus-related distributions available from 401(a), 401(k), 403(b), and governmental 457(b) plans, which are called “CARES Act Distributions”.

Enactments to the pension plan due to the COVID-19 virus are as follows:

All vested account balances in all contribution sources were made available for CARES Act Distributions, except for sources that may contain assets transferred from money purchase pension plans or as otherwise directed.

Any restrictions based on the participant’s age or length of participation in the plan, or how long the contributions were in the plan will not apply to CARES Act Distributions. Plan sponsors are responsible for reviewing the source exclusions implemented by Vanguard Fiduciary Trust Company for accuracy.

These distributions are available as pre-approved transactions with participant self-certification of eligibility for the CARES Act Distribution (unless spousal consent is required for certain plans, in which case paperwork is required). The maximum dollar amount that can be requested per participant is \$100,000. The Trustee will track the overall limit of \$100,000 within and across plans of the same controlled group, as established on Vanguard Fiduciary Trust Company Participant Recordkeeping System.

Plan amendments for CARES Act Distributions are required and must be executed by the last day of the plan year that begins in 2022 (2024 for governmental plans).

SUPPLEMENTAL SCHEDULE

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

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

Plan #002 - EIN #95-1647813

June 30, 2022

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL PAR OR MATURITY VALUE	(d) COST**	(e) CURRENT VALUE
		Mutual funds		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund Investor Shares	\$ -	\$ 8,231,287
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025 Fund		1,314,494
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor Shares		1,190,336
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2030 Fund		1,086,670
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2045 Fund		924,001
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2035 Fund		754,771
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2055 Fund		738,369
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2050 Fund		688,616
*	Vanguard Fiduciary Trust Company	Vanguard PRIMECAP Fund Investor Shares		630,253
*	Vanguard Fiduciary Trust Company	Vanguard Small-Cap Index Fund Investor Shares		618,802
*	Vanguard Fiduciary Trust Company	Vanguard Capital Opportunity Fund Investor Shares		584,156
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2040 Fund		455,259
*	Vanguard Fiduciary Trust Company	Vanguard Windsor II Fund Investor Shares		437,235
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund Investor Shares		380,879
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015 Fund		346,399
*	Vanguard Fiduciary Trust Company	Vanguard Total Stock Market Index Fund Investor Shares		331,013
*	Vanguard Fiduciary Trust Company	Vanguard Real Estate Index Fund Investor Shares		255,782
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2020 Fund		253,843
*	Vanguard Fiduciary Trust Company	Vanguard Inflation-Protected Securities Fund: Investor Shares		236,049
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund Investor Shares		220,765
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060 Fund		183,380
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement Income		114,697
*	Vanguard Fiduciary Trust Company	Vanguard Wellesley Income Fund Investor Shares		103,170
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund Investor Shares		46,432
*	Vanguard Fiduciary Trust Company	Vanguard GNMA Fund Investor Shares		39,866
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2065 Fund		8,973
*	Vanguard Fiduciary Trust Company	Vanguard Cash Reserves Federal MM Fund Admiral Shares		3,793
*	Vanguard Fiduciary Trust Company	Vanguard Short-Term Investment-Grade Fund: Investor Shares		2,193
				20,181,483
		Common collective trust		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust		2,841,387
*	Boys Republic Cash or Deferred Arrangement Plan	Notes receivables from participants repaid semi-monthly over a period of twelve to sixty months at interest rates ranging from 4.25% to 6.50%		416,762
			<u>\$ -</u>	<u>\$ 23,439,632</u>

* Represents a party-in-interest to the Plan as defined by ERISA.

** Department of Labor Rules and Regulations 2520.103-11(d) allows the exclusion of participant directed transactions from historical cost reports. Therefore, no costs are included in the Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

See independent auditors' report.

**BOYS REPUBLIC
CASH OR DEFERRED
ARRANGEMENT PLAN**

**FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE**

JUNE 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Boys Republic Cash or Deferred Arrangement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2022 Financial Statements

We have performed an audit of the accompanying financial statements of Boys Republic Cash or Deferred Arrangement 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) audit. The financial statements comprise the Statements of Net Assets Available for Benefits as of June 30, 2022 and 2021, and the related Statements of Changes in Net Assets Available for Benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 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 a qualified institution as of and for the year ended June 30, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the 2022 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section—

- the amounts and disclosures in the 2022 financial statements referred to above, 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 2022 financial statements referred to above 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).

INDEPENDENT AUDITORS' REPORT

continued

Basis for Opinion on the 2022 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Boys Republic Cash or Deferred Arrangement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2022 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 Boys Republic Cash or Deferred Arrangement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the 2022 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

INDEPENDENT AUDITORS' REPORT

continued

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Boys Republic Cash or Deferred Arrangement 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 Boys Republic Cash or Deferred Arrangement 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 2022 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

INDEPENDENT AUDITORS' REPORT

continued

2022 Supplementary Schedule Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of June 30, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 generally accepted auditing standards. For information included in the supplemental schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is 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 schedule, other than the information in the supplemental schedule 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 schedule 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).

Auditors' Report on the 2021 Financial Statements

We have previously audited the 2021 financial statements of Boys Republic Cash or Deferred Arrangement 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 auditing procedures with respect to the information certified by a qualified institution. Our report dated April 13, 2022, 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 financial statements and supplemental schedule, and (b) the form and content of the information included in the financial statements and supplemental schedule 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.


Pasadena, California
April 14, 2023

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
June 30, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value (Note 5)		
Mutual funds	\$ 20,181,483	\$ 23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
Total investments	<u>23,022,870</u>	<u>26,277,331</u>
Receivables		
Notes receivable from participants (Note 3)	<u>416,762</u>	<u>528,883</u>
Total receivables	<u>416,762</u>	<u>528,883</u>
TOTAL ASSETS	<u>23,439,632</u>	<u>26,806,214</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 23,439,632</u></u>	<u><u>\$ 26,806,214</u></u>

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

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the years ended June 30, 2022 and 2021

	2022	2021
(DEDUCTIONS) ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net (depreciation) appreciation in fair value of investments (Note 4)	\$ (4,539,466)	\$ 5,501,131
Dividend income	1,581,099	587,964
Interest income	22,646	27,530
Other income	1,530	880
	<u>(2,934,191)</u>	<u>6,117,505</u>
Contributions		
Participant contributions	933,805	936,182
Employer contributions	247,968	261,257
Rollovers contributions	14,778	49,166
	<u>1,196,551</u>	<u>1,246,605</u>
TOTAL (DEDUCTIONS) ADDITIONS	<u>(1,737,640)</u>	<u>7,364,110</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,624,142	1,663,402
Miscellaneous	4,800	4,625
	<u>1,628,942</u>	<u>1,668,027</u>
TOTAL DEDUCTIONS	<u>1,628,942</u>	<u>1,668,027</u>
NET (DECREASE) INCREASE	(3,366,582)	5,696,083
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>26,806,214</u>	<u>21,110,131</u>
END OF YEAR	<u>\$ 23,439,632</u>	<u>\$ 26,806,214</u>

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

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Boys Republic Cash or Deferred Arrangement Plan (“the Plan”) provides only general information. Participants should refer to the Plan’s documents for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Boys Republic who have completed three months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each year, Boys Republic contributes to the Plan a 50% match of the participants’ deferrals (if any) for such plan year, but with a maximum matching contribution for the plan year of 2.5% of compensation. Additional amounts may be contributed at the option of Boys Republic’s Board of Directors. Participants may contribute up to the 402(g) limit.

Participants’ Accounts

Each participant’s account is credited with the participant’s contribution, the allocation of Boys Republic’s contribution, and the Plan earnings. Allocations are based on participant’s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon and in the participant’s employer account plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow up to \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at 1% over the Wall Street prime rate.

Payment of Benefits

Benefits under the Plan generally must be paid in the form of a lump-sum amount equal to the value of the participant’s account.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and (losses) on investments bought and sold, as well as held, during the year.

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets

Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets

Level 3 inputs - estimates using the best information available when there is little or no market

The Plan is required to measure certain investments at fair value. The specific techniques used to measure fair value for the financial statement element is described in the notes below that relate to the element.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures as of the date and for the period presented. Actual results could differ from those estimates.

Administrative Expenses

Significant costs of plan administration are being absorbed by the Plan.

**BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risk. It is reasonably possible, given the level of risk associated with certain investment securities that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

Following the Los Angeles County and the State of California "Safer at Home" order to close all non-essential business activities, the Plan's sponsor, Boys Republic, has been operating under Safer at Home isolation protocols. The overall impact of the COVID-19 pandemic on the sponsor or the Plan cannot be foreseen at this time and is not reflected in these financial statements.

Subsequent Events

In March 2023, the fair value of total investments increased by approximately \$40,000 or 0.2% from the value of \$23,439,632 reported in the Statements of Net Assets Available for Benefits at June 30, 2022.

Management has evaluated subsequent events through April 14, 2023, the date which the financial statements were available for issue. Except as noted above, no events or transactions have occurred during this period that appear to require recognition or disclosure in the financial statements.

3. Notes Receivable from Participants

Participant loans are repaid semi-monthly over a period of twelve to sixty months. The interest rate on outstanding loans to participants ranges from 4.25% to 6.50%. Loans to participants outstanding at June 30, 2022 and 2021 were \$416,762 and \$528,883, respectively.

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

4. Information Prepared and Certified by the Trustee

No auditing procedures were performed on investments and plan income as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following summarizes the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, as of June 30, 2022 and 2021, respectively:

	<u>2022</u>	<u>2021</u>
Investments at fair value		
Mutual funds	\$20,181,483	\$23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
	<u>\$23,022,870</u>	<u>\$26,277,331</u>
Notes receivable from participants	<u>\$416,762</u>	<u>\$528,883</u>

During the years ended June 30, 2022 and 2021, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in value by \$(4,539,466) and \$5,501,131, respectively.

5. Fair Value Measurements

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of June 30, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2022</u>				
Mutual funds and total assets in the fair value hierarchy	\$20,181,483	\$ -	\$ -	\$20,181,483
Investment measured at net asset value*	<u>\$20,181,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>2,841,387</u> <u>\$23,022,870</u>

continued

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements, continued

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2021</u>				
Mutual funds and total assets in the fair value hierarchy	\$23,411,265	\$ -	\$ -	\$23,411,265
Investment measured at net asset value*				<u>2,866,066</u>
	<u>\$23,411,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,277,331</u>

The fair value of mutual funds has been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified 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 line items presented on the statements of net assets available for benefits.

6. Fair Value of Investments in Entities that Use NAV Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of June 30, 2022 and 2021:

<u>Investments</u>	<u>Fair Value as of June 30,</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2022</u>	<u>2021</u>	<u>commitments</u>	<u>frequency</u>	<u>notice</u>
				<u>(if currently eligible)</u>	<u>period</u>
Common collective trust	<u>\$2,841,387</u>	<u>\$2,866,066</u>	n/a	Daily	12 months

Common collective trust – is a stable value fund that is composed primarily of fully benefit responsive investment contracts that are valued at the NAV of units of the collective investment trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. Participant directed transfers into a competing investment option must be held in a noncompeting investment option for a minimum of 90 days. If the Plan initiates a full redemption of the collective investment trust, the issuer reserves the right to require 12 months notification in order to ensure that the securities liquidations will be carried out in an orderly business manner. There are no unfunded commitments as of June 30, 2022.

continued

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. Related Party and Party-in-Interest Transactions

Certain administrative functions are performed by officers and employees of Boys Republic. No officer or employee received compensation from the Plan for these services.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

8. Plan Termination

Although it has not expressed any intent to do so, Boys Republic has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

9. Tax Status

The trust established under the Plan to hold the plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service ("IRS") and the plan sponsor believes that the Plan continues to qualify and to operate as designed.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2019.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

10. Impact of COVID-19 Virus

Following the San Bernardino County, and State “Safer-at-Home” order to close all non-essential business activities, Boys Republic has been conducting business as usual and has converted to serving clients remotely to meet isolation protocols.

Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted on March 27, 2020. Under Section 2202 of the CARES Act, plan sponsors are permitted to make qualified coronavirus-related distributions available from 401(a), 401(k), 403(b), and governmental 457(b) plans, which are called “CARES Act Distributions”.

Enactments to the pension plan due to the COVID-19 virus are as follows:

All vested account balances in all contribution sources were made available for CARES Act Distributions, except for sources that may contain assets transferred from money purchase pension plans or as otherwise directed.

Any restrictions based on the participant’s age or length of participation in the plan, or how long the contributions were in the plan will not apply to CARES Act Distributions. Plan sponsors are responsible for reviewing the source exclusions implemented by Vanguard Fiduciary Trust Company for accuracy.

These distributions are available as pre-approved transactions with participant self-certification of eligibility for the CARES Act Distribution (unless spousal consent is required for certain plans, in which case paperwork is required). The maximum dollar amount that can be requested per participant is \$100,000. The Trustee will track the overall limit of \$100,000 within and across plans of the same controlled group, as established on Vanguard Fiduciary Trust Company Participant Recordkeeping System.

Plan amendments for CARES Act Distributions are required and must be executed by the last day of the plan year that begins in 2022 (2024 for governmental plans).

SUPPLEMENTAL SCHEDULE

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

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

Plan #002 - EIN #95-1647813

June 30, 2022

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL PAR OR MATURITY VALUE	(d) COST**	(e) CURRENT VALUE
		Mutual funds		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund Investor Shares	\$ -	\$ 8,231,287
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025 Fund		1,314,494
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor Shares		1,190,336
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2030 Fund		1,086,670
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2045 Fund		924,001
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2035 Fund		754,771
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2055 Fund		738,369
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2050 Fund		688,616
*	Vanguard Fiduciary Trust Company	Vanguard PRIMECAP Fund Investor Shares		630,253
*	Vanguard Fiduciary Trust Company	Vanguard Small-Cap Index Fund Investor Shares		618,802
*	Vanguard Fiduciary Trust Company	Vanguard Capital Opportunity Fund Investor Shares		584,156
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2040 Fund		455,259
*	Vanguard Fiduciary Trust Company	Vanguard Windsor II Fund Investor Shares		437,235
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund Investor Shares		380,879
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015 Fund		346,399
*	Vanguard Fiduciary Trust Company	Vanguard Total Stock Market Index Fund Investor Shares		331,013
*	Vanguard Fiduciary Trust Company	Vanguard Real Estate Index Fund Investor Shares		255,782
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2020 Fund		253,843
*	Vanguard Fiduciary Trust Company	Vanguard Inflation-Protected Securities Fund: Investor Shares		236,049
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund Investor Shares		220,765
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060 Fund		183,380
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement Income		114,697
*	Vanguard Fiduciary Trust Company	Vanguard Wellesley Income Fund Investor Shares		103,170
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund Investor Shares		46,432
*	Vanguard Fiduciary Trust Company	Vanguard GNMA Fund Investor Shares		39,866
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2065 Fund		8,973
*	Vanguard Fiduciary Trust Company	Vanguard Cash Reserves Federal MM Fund Admiral Shares		3,793
*	Vanguard Fiduciary Trust Company	Vanguard Short-Term Investment-Grade Fund: Investor Shares		2,193
				20,181,483
		Common collective trust		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust		2,841,387
*	Boys Republic Cash or Deferred Arrangement Plan	Notes receivables from participants repaid semi-monthly over a period of twelve to sixty months at interest rates ranging from 4.25% to 6.50%		416,762
			<u>\$ -</u>	<u>\$ 23,439,632</u>

* Represents a party-in-interest to the Plan as defined by ERISA.

** Department of Labor Rules and Regulations 2520.103-11(d) allows the exclusion of participant directed transactions from historical cost reports. Therefore, no costs are included in the Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

See independent auditors' report.

**BOYS REPUBLIC
CASH OR DEFERRED
ARRANGEMENT PLAN**

**FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE**

JUNE 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Boys Republic Cash or Deferred Arrangement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2022 Financial Statements

We have performed an audit of the accompanying financial statements of Boys Republic Cash or Deferred Arrangement 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) audit. The financial statements comprise the Statements of Net Assets Available for Benefits as of June 30, 2022 and 2021, and the related Statements of Changes in Net Assets Available for Benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 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 a qualified institution as of and for the year ended June 30, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the 2022 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section—

- the amounts and disclosures in the 2022 financial statements referred to above, 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 2022 financial statements referred to above 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).

INDEPENDENT AUDITORS' REPORT

continued

Basis for Opinion on the 2022 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Boys Republic Cash or Deferred Arrangement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2022 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 Boys Republic Cash or Deferred Arrangement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the 2022 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

INDEPENDENT AUDITORS' REPORT

continued

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Boys Republic Cash or Deferred Arrangement 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 Boys Republic Cash or Deferred Arrangement 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 2022 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

INDEPENDENT AUDITORS' REPORT

continued

2022 Supplementary Schedule Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of June 30, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 generally accepted auditing standards. For information included in the supplemental schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is 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 schedule, other than the information in the supplemental schedule 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 schedule 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).

Auditors' Report on the 2021 Financial Statements

We have previously audited the 2021 financial statements of Boys Republic Cash or Deferred Arrangement 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 auditing procedures with respect to the information certified by a qualified institution. Our report dated April 13, 2022, 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 financial statements and supplemental schedule, and (b) the form and content of the information included in the financial statements and supplemental schedule 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.


Pasadena, California
April 14, 2023

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
June 30, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value (Note 5)		
Mutual funds	\$ 20,181,483	\$ 23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
Total investments	<u>23,022,870</u>	<u>26,277,331</u>
Receivables		
Notes receivable from participants (Note 3)	<u>416,762</u>	<u>528,883</u>
Total receivables	<u>416,762</u>	<u>528,883</u>
TOTAL ASSETS	<u>23,439,632</u>	<u>26,806,214</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 23,439,632</u></u>	<u><u>\$ 26,806,214</u></u>

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

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the years ended June 30, 2022 and 2021

	2022	2021
(DEDUCTIONS) ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net (depreciation) appreciation in fair value of investments (Note 4)	\$ (4,539,466)	\$ 5,501,131
Dividend income	1,581,099	587,964
Interest income	22,646	27,530
Other income	1,530	880
	<u>(2,934,191)</u>	<u>6,117,505</u>
Contributions		
Participant contributions	933,805	936,182
Employer contributions	247,968	261,257
Rollovers contributions	14,778	49,166
	<u>1,196,551</u>	<u>1,246,605</u>
TOTAL (DEDUCTIONS) ADDITIONS	<u>(1,737,640)</u>	<u>7,364,110</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,624,142	1,663,402
Miscellaneous	4,800	4,625
	<u>1,628,942</u>	<u>1,668,027</u>
TOTAL DEDUCTIONS	<u>1,628,942</u>	<u>1,668,027</u>
NET (DECREASE) INCREASE	(3,366,582)	5,696,083
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>26,806,214</u>	<u>21,110,131</u>
END OF YEAR	<u>\$ 23,439,632</u>	<u>\$ 26,806,214</u>

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

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Boys Republic Cash or Deferred Arrangement Plan (“the Plan”) provides only general information. Participants should refer to the Plan’s documents for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Boys Republic who have completed three months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each year, Boys Republic contributes to the Plan a 50% match of the participants’ deferrals (if any) for such plan year, but with a maximum matching contribution for the plan year of 2.5% of compensation. Additional amounts may be contributed at the option of Boys Republic’s Board of Directors. Participants may contribute up to the 402(g) limit.

Participants’ Accounts

Each participant’s account is credited with the participant’s contribution, the allocation of Boys Republic’s contribution, and the Plan earnings. Allocations are based on participant’s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon and in the participant’s employer account plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow up to \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at 1% over the Wall Street prime rate.

Payment of Benefits

Benefits under the Plan generally must be paid in the form of a lump-sum amount equal to the value of the participant’s account.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and (losses) on investments bought and sold, as well as held, during the year.

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets

Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets

Level 3 inputs - estimates using the best information available when there is little or no market

The Plan is required to measure certain investments at fair value. The specific techniques used to measure fair value for the financial statement element is described in the notes below that relate to the element.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures as of the date and for the period presented. Actual results could differ from those estimates.

Administrative Expenses

Significant costs of plan administration are being absorbed by the Plan.

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risk. It is reasonably possible, given the level of risk associated with certain investment securities that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

Following the Los Angeles County and the State of California "Safer at Home" order to close all non-essential business activities, the Plan's sponsor, Boys Republic, has been operating under Safer at Home isolation protocols. The overall impact of the COVID-19 pandemic on the sponsor or the Plan cannot be foreseen at this time and is not reflected in these financial statements.

Subsequent Events

In March 2023, the fair value of total investments increased by approximately \$40,000 or 0.2% from the value of \$23,439,632 reported in the Statements of Net Assets Available for Benefits at June 30, 2022.

Management has evaluated subsequent events through April 14, 2023, the date which the financial statements were available for issue. Except as noted above, no events or transactions have occurred during this period that appear to require recognition or disclosure in the financial statements.

3. Notes Receivable from Participants

Participant loans are repaid semi-monthly over a period of twelve to sixty months. The interest rate on outstanding loans to participants ranges from 4.25% to 6.50%. Loans to participants outstanding at June 30, 2022 and 2021 were \$416,762 and \$528,883, respectively.

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

4. Information Prepared and Certified by the Trustee

No auditing procedures were performed on investments and plan income as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following summarizes the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, as of June 30, 2022 and 2021, respectively:

	<u>2022</u>	<u>2021</u>
Investments at fair value		
Mutual funds	\$20,181,483	\$23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
	<u>\$23,022,870</u>	<u>\$26,277,331</u>
Notes receivable from participants	<u>\$416,762</u>	<u>\$528,883</u>

During the years ended June 30, 2022 and 2021, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in value by \$(4,539,466) and \$5,501,131, respectively.

5. Fair Value Measurements

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of June 30, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2022</u>				
Mutual funds and total assets in the fair value hierarchy	\$20,181,483	\$ -	\$ -	\$20,181,483
Investment measured at net asset value*				<u>2,841,387</u>
	<u>\$20,181,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$23,022,870</u>

continued

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements, continued

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2021</u>				
Mutual funds and total assets in the fair value hierarchy	\$23,411,265	\$ -	\$ -	\$23,411,265
Investment measured at net asset value*				<u>2,866,066</u>
	<u>\$23,411,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,277,331</u>

The fair value of mutual funds has been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified 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 line items presented on the statements of net assets available for benefits.

6. Fair Value of Investments in Entities that Use NAV Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of June 30, 2022 and 2021:

<u>Investments</u>	<u>Fair Value as of June 30,</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2022</u>	<u>2021</u>	<u>commitments</u>	<u>frequency</u>	<u>notice</u>
				<u>(if currently eligible)</u>	<u>period</u>
Common collective trust	<u>\$2,841,387</u>	<u>\$2,866,066</u>	n/a	Daily	12 months

Common collective trust – is a stable value fund that is composed primarily of fully benefit responsive investment contracts that are valued at the NAV of units of the collective investment trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. Participant directed transfers into a competing investment option must be held in a noncompeting investment option for a minimum of 90 days. If the Plan initiates a full redemption of the collective investment trust, the issuer reserves the right to require 12 months notification in order to ensure that the securities liquidations will be carried out in an orderly business manner. There are no unfunded commitments as of June 30, 2022.

continued

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. Related Party and Party-in-Interest Transactions

Certain administrative functions are performed by officers and employees of Boys Republic. No officer or employee received compensation from the Plan for these services.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

8. Plan Termination

Although it has not expressed any intent to do so, Boys Republic has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

9. Tax Status

The trust established under the Plan to hold the plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service ("IRS") and the plan sponsor believes that the Plan continues to qualify and to operate as designed.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2019.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

10. Impact of COVID-19 Virus

Following the San Bernardino County, and State “Safer-at-Home” order to close all non-essential business activities, Boys Republic has been conducting business as usual and has converted to serving clients remotely to meet isolation protocols.

Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted on March 27, 2020. Under Section 2202 of the CARES Act, plan sponsors are permitted to make qualified coronavirus-related distributions available from 401(a), 401(k), 403(b), and governmental 457(b) plans, which are called “CARES Act Distributions”.

Enactments to the pension plan due to the COVID-19 virus are as follows:

All vested account balances in all contribution sources were made available for CARES Act Distributions, except for sources that may contain assets transferred from money purchase pension plans or as otherwise directed.

Any restrictions based on the participant’s age or length of participation in the plan, or how long the contributions were in the plan will not apply to CARES Act Distributions. Plan sponsors are responsible for reviewing the source exclusions implemented by Vanguard Fiduciary Trust Company for accuracy.

These distributions are available as pre-approved transactions with participant self-certification of eligibility for the CARES Act Distribution (unless spousal consent is required for certain plans, in which case paperwork is required). The maximum dollar amount that can be requested per participant is \$100,000. The Trustee will track the overall limit of \$100,000 within and across plans of the same controlled group, as established on Vanguard Fiduciary Trust Company Participant Recordkeeping System.

Plan amendments for CARES Act Distributions are required and must be executed by the last day of the plan year that begins in 2022 (2024 for governmental plans).

SUPPLEMENTAL SCHEDULE

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

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

Plan #002 - EIN #95-1647813

June 30, 2022

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL PAR OR MATURITY VALUE	(d) COST**	(e) CURRENT VALUE
		Mutual funds		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund Investor Shares	\$ -	\$ 8,231,287
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025 Fund		1,314,494
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor Shares		1,190,336
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2030 Fund		1,086,670
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2045 Fund		924,001
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2035 Fund		754,771
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2055 Fund		738,369
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2050 Fund		688,616
*	Vanguard Fiduciary Trust Company	Vanguard PRIMECAP Fund Investor Shares		630,253
*	Vanguard Fiduciary Trust Company	Vanguard Small-Cap Index Fund Investor Shares		618,802
*	Vanguard Fiduciary Trust Company	Vanguard Capital Opportunity Fund Investor Shares		584,156
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2040 Fund		455,259
*	Vanguard Fiduciary Trust Company	Vanguard Windsor II Fund Investor Shares		437,235
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund Investor Shares		380,879
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015 Fund		346,399
*	Vanguard Fiduciary Trust Company	Vanguard Total Stock Market Index Fund Investor Shares		331,013
*	Vanguard Fiduciary Trust Company	Vanguard Real Estate Index Fund Investor Shares		255,782
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2020 Fund		253,843
*	Vanguard Fiduciary Trust Company	Vanguard Inflation-Protected Securities Fund: Investor Shares		236,049
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund Investor Shares		220,765
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060 Fund		183,380
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement Income		114,697
*	Vanguard Fiduciary Trust Company	Vanguard Wellesley Income Fund Investor Shares		103,170
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund Investor Shares		46,432
*	Vanguard Fiduciary Trust Company	Vanguard GNMA Fund Investor Shares		39,866
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2065 Fund		8,973
*	Vanguard Fiduciary Trust Company	Vanguard Cash Reserves Federal MM Fund Admiral Shares		3,793
*	Vanguard Fiduciary Trust Company	Vanguard Short-Term Investment-Grade Fund: Investor Shares		2,193
				20,181,483
		Common collective trust		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust		2,841,387
*	Boys Republic Cash or Deferred Arrangement Plan	Notes receivables from participants repaid semi-monthly over a period of twelve to sixty months at interest rates ranging from 4.25% to 6.50%		416,762
			<u>\$ -</u>	<u>\$ 23,439,632</u>

* Represents a party-in-interest to the Plan as defined by ERISA.

** Department of Labor Rules and Regulations 2520.103-11(d) allows the exclusion of participant directed transactions from historical cost reports. Therefore, no costs are included in the Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

See independent auditors' report.

**BOYS REPUBLIC
CASH OR DEFERRED
ARRANGEMENT PLAN**

**FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE**

JUNE 30, 2022 and 2021

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Boys Republic Cash or Deferred Arrangement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2022 Financial Statements

We have performed an audit of the accompanying financial statements of Boys Republic Cash or Deferred Arrangement 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) audit. The financial statements comprise the Statements of Net Assets Available for Benefits as of June 30, 2022 and 2021, and the related Statements of Changes in Net Assets Available for Benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2022 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 a qualified institution as of and for the year ended June 30, 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the 2022 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section—

- the amounts and disclosures in the 2022 financial statements referred to above, 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 2022 financial statements referred to above 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).

INDEPENDENT AUDITORS' REPORT

continued

Basis for Opinion on the 2022 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the 2022 Financial Statements section of our report. We are required to be independent of Boys Republic Cash or Deferred Arrangement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2022 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 Boys Republic Cash or Deferred Arrangement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the 2022 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2022 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

INDEPENDENT AUDITORS' REPORT

continued

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Boys Republic Cash or Deferred Arrangement 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 Boys Republic Cash or Deferred Arrangement 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 2022 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

INDEPENDENT AUDITORS' REPORT

continued

2022 Supplementary Schedule Required by ERISA

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of June 30, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 generally accepted auditing standards. For information included in the supplemental schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is 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 schedule, other than the information in the supplemental schedule 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 schedule 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).

Auditors' Report on the 2021 Financial Statements

We have previously audited the 2021 financial statements of Boys Republic Cash or Deferred Arrangement 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 auditing procedures with respect to the information certified by a qualified institution. Our report dated April 13, 2022, 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 financial statements and supplemental schedule, and (b) the form and content of the information included in the financial statements and supplemental schedule 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.


Pasadena, California
April 14, 2023

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
June 30, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value (Note 5)		
Mutual funds	\$ 20,181,483	\$ 23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
Total investments	<u>23,022,870</u>	<u>26,277,331</u>
Receivables		
Notes receivable from participants (Note 3)	<u>416,762</u>	<u>528,883</u>
Total receivables	<u>416,762</u>	<u>528,883</u>
TOTAL ASSETS	<u>23,439,632</u>	<u>26,806,214</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 23,439,632</u></u>	<u><u>\$ 26,806,214</u></u>

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

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the years ended June 30, 2022 and 2021

	2022	2021
(DEDUCTIONS) ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net (depreciation) appreciation in fair value of investments (Note 4)	\$ (4,539,466)	\$ 5,501,131
Dividend income	1,581,099	587,964
Interest income	22,646	27,530
Other income	1,530	880
	<u>(2,934,191)</u>	<u>6,117,505</u>
Contributions		
Participant contributions	933,805	936,182
Employer contributions	247,968	261,257
Rollovers contributions	14,778	49,166
	<u>1,196,551</u>	<u>1,246,605</u>
TOTAL (DEDUCTIONS) ADDITIONS	<u>(1,737,640)</u>	<u>7,364,110</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,624,142	1,663,402
Miscellaneous	4,800	4,625
	<u>1,628,942</u>	<u>1,668,027</u>
TOTAL DEDUCTIONS	<u>1,628,942</u>	<u>1,668,027</u>
NET (DECREASE) INCREASE	(3,366,582)	5,696,083
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	<u>26,806,214</u>	<u>21,110,131</u>
END OF YEAR	<u><u>\$ 23,439,632</u></u>	<u><u>\$ 26,806,214</u></u>

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

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of Boys Republic Cash or Deferred Arrangement Plan (“the Plan”) provides only general information. Participants should refer to the Plan’s documents for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Boys Republic who have completed three months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each year, Boys Republic contributes to the Plan a 50% match of the participants’ deferrals (if any) for such plan year, but with a maximum matching contribution for the plan year of 2.5% of compensation. Additional amounts may be contributed at the option of Boys Republic’s Board of Directors. Participants may contribute up to the 402(g) limit.

Participants’ Accounts

Each participant’s account is credited with the participant’s contribution, the allocation of Boys Republic’s contribution, and the Plan earnings. Allocations are based on participant’s earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon and in the participant’s employer account plus actual earnings thereon.

Notes Receivable from Participants

Participants may borrow up to \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant’s account and bear interest at 1% over the Wall Street prime rate.

Payment of Benefits

Benefits under the Plan generally must be paid in the form of a lump-sum amount equal to the value of the participant’s account.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Interest income is recorded on the accrual basis. Net appreciation (depreciation) includes the Plan's gains and (losses) on investments bought and sold, as well as held, during the year.

Fair Value Measurements

Generally accepted accounting principles provide guidance on how fair value should be determined when financial statement elements are required to be measured at fair value. Valuation techniques are ranked in three levels depending on the degree of objectivity of the inputs used with each level:

Level 1 inputs - quoted prices in active markets for identical assets

Level 2 inputs - quoted prices in active or inactive markets for the same or similar assets

Level 3 inputs - estimates using the best information available when there is little or no market

The Plan is required to measure certain investments at fair value. The specific techniques used to measure fair value for the financial statement element is described in the notes below that relate to the element.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures as of the date and for the period presented. Actual results could differ from those estimates.

Administrative Expenses

Significant costs of plan administration are being absorbed by the Plan.

**BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies, continued

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risk. It is reasonably possible, given the level of risk associated with certain investment securities that changes in the values of investment securities will occur in the near term, and that such changes could materially affect participant's account balances and the amounts reported in the financial statements.

Following the Los Angeles County and the State of California "Safer at Home" order to close all non-essential business activities, the Plan's sponsor, Boys Republic, has been operating under Safer at Home isolation protocols. The overall impact of the COVID-19 pandemic on the sponsor or the Plan cannot be foreseen at this time and is not reflected in these financial statements.

Subsequent Events

In March 2023, the fair value of total investments increased by approximately \$40,000 or 0.2% from the value of \$23,439,632 reported in the Statements of Net Assets Available for Benefits at June 30, 2022.

Management has evaluated subsequent events through April 14, 2023, the date which the financial statements were available for issue. Except as noted above, no events or transactions have occurred during this period that appear to require recognition or disclosure in the financial statements.

3. Notes Receivable from Participants

Participant loans are repaid semi-monthly over a period of twelve to sixty months. The interest rate on outstanding loans to participants ranges from 4.25% to 6.50%. Loans to participants outstanding at June 30, 2022 and 2021 were \$416,762 and \$528,883, respectively.

continued

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

4. Information Prepared and Certified by the Trustee

No auditing procedures were performed on investments and plan income as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following summarizes the information certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, as of June 30, 2022 and 2021, respectively:

	<u>2022</u>	<u>2021</u>
Investments at fair value		
Mutual funds	\$20,181,483	\$23,411,265
Common collective trust	<u>2,841,387</u>	<u>2,866,066</u>
	<u>\$23,022,870</u>	<u>\$26,277,331</u>
Notes receivable from participants	<u>\$416,762</u>	<u>\$528,883</u>

During the years ended June 30, 2022 and 2021, the Plan's investments (including investments bought, sold, and held during the year) (depreciated) appreciated in value by \$(4,539,466) and \$5,501,131, respectively.

5. Fair Value Measurements

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of June 30, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2022</u>				
Mutual funds and total assets in the fair value hierarchy	\$20,181,483	\$ -	\$ -	\$20,181,483
Investment measured at net asset value*				<u>2,841,387</u>
	<u>\$20,181,483</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$23,022,870</u>

continued

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

5. Fair Value Measurements, continued

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>June 30, 2021</u>				
Mutual funds and total assets in the fair value hierarchy	\$23,411,265	\$ -	\$ -	\$23,411,265
Investment measured at net asset value*				<u>2,866,066</u>
	<u>\$23,411,265</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,277,331</u>

The fair value of mutual funds has been measured on a recurring basis using quoted prices for identical assets in active markets (Level 1 inputs).

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified 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 line items presented on the statements of net assets available for benefits.

6. Fair Value of Investments in Entities that Use NAV Practical Expedient

The following table summarizes investments measured at fair value based on NAV per share as of June 30, 2022 and 2021:

<u>Investments</u>	<u>Fair Value as of June 30,</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2022</u>	<u>2021</u>	<u>commitments</u>	<u>frequency</u>	<u>notice</u>
				<u>(if currently eligible)</u>	<u>period</u>
Common collective trust	<u>\$2,841,387</u>	<u>\$2,866,066</u>	n/a	Daily	12 months

Common collective trust – is a stable value fund that is composed primarily of fully benefit responsive investment contracts that are valued at the NAV of units of the collective investment trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. Participant directed transfers into a competing investment option must be held in a noncompeting investment option for a minimum of 90 days. If the Plan initiates a full redemption of the collective investment trust, the issuer reserves the right to require 12 months notification in order to ensure that the securities liquidations will be carried out in an orderly business manner. There are no unfunded commitments as of June 30, 2022.

continued

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

7. Related Party and Party-in-Interest Transactions

Certain administrative functions are performed by officers and employees of Boys Republic. No officer or employee received compensation from the Plan for these services.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

8. Plan Termination

Although it has not expressed any intent to do so, Boys Republic has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

9. Tax Status

The trust established under the Plan to hold the plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service ("IRS") and the plan sponsor believes that the Plan continues to qualify and to operate as designed.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2019.

BOYS REPUBLIC

CASH OR DEFERRED ARRANGEMENT PLAN

NOTES TO FINANCIAL STATEMENTS

10. Impact of COVID-19 Virus

Following the San Bernardino County, and State “Safer-at-Home” order to close all non-essential business activities, Boys Republic has been conducting business as usual and has converted to serving clients remotely to meet isolation protocols.

Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) was enacted on March 27, 2020. Under Section 2202 of the CARES Act, plan sponsors are permitted to make qualified coronavirus-related distributions available from 401(a), 401(k), 403(b), and governmental 457(b) plans, which are called “CARES Act Distributions”.

Enactments to the pension plan due to the COVID-19 virus are as follows:

All vested account balances in all contribution sources were made available for CARES Act Distributions, except for sources that may contain assets transferred from money purchase pension plans or as otherwise directed.

Any restrictions based on the participant’s age or length of participation in the plan, or how long the contributions were in the plan will not apply to CARES Act Distributions. Plan sponsors are responsible for reviewing the source exclusions implemented by Vanguard Fiduciary Trust Company for accuracy.

These distributions are available as pre-approved transactions with participant self-certification of eligibility for the CARES Act Distribution (unless spousal consent is required for certain plans, in which case paperwork is required). The maximum dollar amount that can be requested per participant is \$100,000. The Trustee will track the overall limit of \$100,000 within and across plans of the same controlled group, as established on Vanguard Fiduciary Trust Company Participant Recordkeeping System.

Plan amendments for CARES Act Distributions are required and must be executed by the last day of the plan year that begins in 2022 (2024 for governmental plans).

SUPPLEMENTAL SCHEDULE

BOYS REPUBLIC
CASH OR DEFERRED ARRANGEMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Plan #002 - EIN #95-1647813
June 30, 2022

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL PAR OR MATURITY VALUE	(d) COST**	(e) CURRENT VALUE
		Mutual funds		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund Investor Shares	\$ -	\$ 8,231,287
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025 Fund		1,314,494
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund Investor Shares		1,190,336
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2030 Fund		1,086,670
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2045 Fund		924,001
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2035 Fund		754,771
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2055 Fund		738,369
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2050 Fund		688,616
*	Vanguard Fiduciary Trust Company	Vanguard PRIMECAP Fund Investor Shares		630,253
*	Vanguard Fiduciary Trust Company	Vanguard Small-Cap Index Fund Investor Shares		618,802
*	Vanguard Fiduciary Trust Company	Vanguard Capital Opportunity Fund Investor Shares		584,156
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2040 Fund		455,259
*	Vanguard Fiduciary Trust Company	Vanguard Windsor II Fund Investor Shares		437,235
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund Investor Shares		380,879
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015 Fund		346,399
*	Vanguard Fiduciary Trust Company	Vanguard Total Stock Market Index Fund Investor Shares		331,013
*	Vanguard Fiduciary Trust Company	Vanguard Real Estate Index Fund Investor Shares		255,782
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2020 Fund		253,843
*	Vanguard Fiduciary Trust Company	Vanguard Inflation-Protected Securities Fund: Investor Shares		236,049
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund Investor Shares		220,765
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060 Fund		183,380
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement Income		114,697
*	Vanguard Fiduciary Trust Company	Vanguard Wellesley Income Fund Investor Shares		103,170
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund Investor Shares		46,432
*	Vanguard Fiduciary Trust Company	Vanguard GNMA Fund Investor Shares		39,866
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2065 Fund		8,973
*	Vanguard Fiduciary Trust Company	Vanguard Cash Reserves Federal MM Fund Admiral Shares		3,793
*	Vanguard Fiduciary Trust Company	Vanguard Short-Term Investment-Grade Fund: Investor Shares		2,193
				20,181,483
		Common collective trust		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust		2,841,387
*	Boys Republic Cash or Deferred Arrangement Plan	Notes receivables from participants repaid semi-monthly over a period of twelve to sixty months at interest rates ranging from 4.25% to 6.50%		416,762
			<u>\$ -</u>	<u>\$ 23,439,632</u>

* Represents a party-in-interest to the Plan as defined by ERISA.

** Department of Labor Rules and Regulations 2520.103-11(d) allows the exclusion of participant directed transactions from historical cost reports. Therefore, no costs are included in the Schedule H, Line 4i - Schedule of Assets (Held at End of Year).

See independent auditors' report.