

<p style="text-align: center;"><b>Form 5500</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p style="font-size: small;">This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</p> <p style="text-align: center;"><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b></p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="text-align: center; font-size: large;"><b>2022</b></p> <hr/> <p style="text-align: center; font-size: small;"><b>This Form is Open to Public Inspection</b></p>
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**Part I Annual Report Identification Information**

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

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

a single-employer plan  a DFE (specify) \_\_\_\_\_

**B** This return/report is:  the first return/report  the final return/report

an amended return/report  a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . .

**D** Check box if filing under:  Form 5558  automatic extension  the DFVC program

special extension (enter description)

**E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . .

**Part II Basic Plan Information**—enter all requested information

<p><b>1a</b> Name of plan <u>QBASE HOLDINGS, LLC 401(K) PLAN</u></p>	<p><b>1b</b> Three-digit plan number (PN) ▶ <u>001</u></p>
<p><b>2a</b> 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>QBASE HOLDINGS, L.L.C.</u></p> <p><u>3855 COLONEL GLENN HIGHWAY</u> <u>STE 120</u> <u>BEAVERCREEK, OH 45324</u></p>	<p><b>1c</b> Effective date of plan <u>01/01/2006</u></p> <p><b>2b</b> Employer Identification Number (EIN) <u>27-1717852</u></p> <p><b>2c</b> Plan Sponsor's telephone number <u>937-521-4253</u></p> <p><b>2d</b> Business code (see instructions) <u>541513</u></p>

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	09/27/2023	MATTHEW STEINKE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	09/27/2023	MATTHEW STEINKE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	Signature of DFE	Date	Enter name of individual signing as DFE

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN  <b>3c</b> Administrator's telephone number
<b>4</b> 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: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN  <b>4d</b> PN
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b> 295
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).  <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year .....  <b>b</b> Retired or separated participants receiving benefits ..... <b>c</b> Other retired or separated participants entitled to future benefits..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....  <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....  <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b> 34 <b>6a(2)</b> 39 <b>6b</b> 2 <b>6c</b> 179 <b>6d</b> 220 <b>6e</b> 1 <b>6f</b> 221 <b>6g</b> 207 <b>6h</b> 0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2K 2T 3D  <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)  (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <b>1 A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

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**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.

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

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**11c** Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 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 \_\_\_\_\_

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<p style="text-align: center;"><b>SCHEDULE A</b> <b>(Form 5500)</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; font-size: small;">Pension Benefit Guaranty Corporation</p>	<p><b>Insurance Information</b></p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ <b>File as an attachment to Form 5500.</b></p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p style="font-size: large;"><b>2022</b></p> <hr/> <p><b>This Form is Open to Public Inspection</b></p>
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For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **12/31/2022**

<p><b>A</b> Name of plan <b>QBASE HOLDINGS, LLC 401(K) PLAN</b></p>	<p><b>B</b> Three-digit plan number (PN) ▶</p>	<p><b>001</b></p>
<p><b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>QBASE HOLDINGS, L.L.C.</b></p>	<p><b>D</b> Employer Identification Number (EIN) <b>27-1717852</b></p>	

**Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1 Coverage Information:**

**(a)** Name of insurance carrier  
**VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY**

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	YH4688	221	01/01/2022	12/31/2022

**2 Insurance fee and commission information.** Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

<b>(a)</b> Total amount of commissions paid	<b>(b)</b> Total amount of fees paid
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**3 Persons receiving commissions and fees.** (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

<b>Part II</b>	<b>Investment and Annuity Contract Information</b>	
	Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.	
<b>4</b>	Current value of plan's interest under this contract in the general account at year end.....	4 548472
<b>5</b>	Current value of plan's interest under this contract in separate accounts at year end.....	5 15556451
<b>6</b>	Contracts With Allocated Funds:	
<b>a</b>	State the basis of premium rates ▶	
<b>b</b>	Premiums paid to carrier .....	<b>6b</b>
<b>c</b>	Premiums due but unpaid at the end of the year .....	<b>6c</b>
<b>d</b>	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	<b>6d</b>
<b>e</b>	Type of contract: (1) <input type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity (3) <input type="checkbox"/> other (specify) ▶	
<b>f</b>	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ <input type="checkbox"/>	
<b>7</b>	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)	
<b>a</b>	Type of contract: (1) <input type="checkbox"/> deposit administration (2) <input type="checkbox"/> immediate participation guarantee (3) <input checked="" type="checkbox"/> guaranteed investment (4) <input checked="" type="checkbox"/> other ▶ GROUP PENSION FUNDING	
<b>b</b>	Balance at the end of the previous year .....	<b>7b</b> 479507
<b>c</b>	Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b> 13238
	(2) Dividends and credits.....	<b>7c(2)</b>
	(3) Interest credited during the year.....	<b>7c(3)</b> 5133
	(4) Transferred from separate account.....	<b>7c(4)</b> 143865
	(5) Other (specify below) .....	<b>7c(5)</b>
	▶	
	(6) Total additions.....	<b>7c(6)</b> 162236
<b>d</b>	Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) .....	<b>7d</b> 641743
<b>e</b>	Deductions:	
	(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b> 42121
	(2) Administration charge made by carrier.....	<b>7e(2)</b> 229
	(3) Transferred to separate account.....	<b>7e(3)</b>
	(4) Other (specify below) .....	<b>7e(4)</b> 11028
▶ *		
	(5) Total deductions.....	<b>7e(5)</b> 53378
<b>f</b>	Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ).....	<b>7f</b> 588365

**Part III Welfare Benefit Contract Information**  
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

- 8** Benefit and contract type (check all applicable boxes)
- a**  Health (other than dental or vision)
  - b**  Dental
  - c**  Vision
  - d**  Life insurance
  - e**  Temporary disability (accident and sickness)
  - f**  Long-term disability
  - g**  Supplemental unemployment
  - h**  Prescription drug
  - i**  Stop loss (large deductible)
  - j**  HMO contract
  - k**  PPO contract
  - l**  Indemnity contract
  - m**  Other (specify) ▶

**9** Experience-rated contracts:

<b>a</b> Premiums: (1) Amount received .....	<b>9a(1)</b>			
(2) Increase (decrease) in amount due but unpaid .....	<b>9a(2)</b>			
(3) Increase (decrease) in unearned premium reserve.....	<b>9a(3)</b>			
(4) Earned ((1) + (2) - (3)).....			<b>9a(4)</b>	
<b>b</b> Benefit charges (1) Claims paid.....	<b>9b(1)</b>			
(2) Increase (decrease) in claim reserves .....	<b>9b(2)</b>			
(3) Incurred claims (add (1) and (2)).....			<b>9b(3)</b>	
(4) Claims charged .....			<b>9b(4)</b>	
<b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions .....	<b>9c(1)(A)</b>			
(B) Administrative service or other fees .....	<b>9c(1)(B)</b>			
(C) Other specific acquisition costs.....	<b>9c(1)(C)</b>			
(D) Other expenses .....	<b>9c(1)(D)</b>			
(E) Taxes .....	<b>9c(1)(E)</b>			
(F) Charges for risks or other contingencies .....	<b>9c(1)(F)</b>			
(G) Other retention charges.....	<b>9c(1)(G)</b>			
(H) Total retention.....			<b>9c(1)(H)</b>	
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....			<b>9c(2)</b>	
<b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....			<b>9d(1)</b>	
(2) Claim reserves .....			<b>9d(2)</b>	
(3) Other reserves .....			<b>9d(3)</b>	
<b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....			<b>9e</b>	
<b>10</b> Nonexperience-rated contracts:				
<b>a</b> Total premiums or subscription charges paid to carrier .....			<b>10a</b>	
<b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount .....			<b>10b</b>	
Specify nature of costs.				

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? .....  Yes  No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

<b>SCHEDULE C</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2022</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

<b>A</b> Name of plan <u>QBASE HOLDINGS, LLC 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>QBASE HOLDINGS, L.L.C.</u>	<b>D</b> Employer Identification Number (EIN) <u>27-1717852</u>	

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation  
VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

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

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**(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)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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?
26 64	RECORDKEEPER	6610	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

CREATIVE PLANNING HOLD CO, LLC

84-4519624

(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?
99	SERVICE PROVIDER	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	36454	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

LOCKTON INVESTMENT ADVISORS, LLC

20-8874282

(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?
99	SERVICE PROVIDER	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	8886	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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
CREATIVE PLANNING HOLD CO, LLC	99	36454

(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.	
VOYA RETIREMENT INSURANCE & ANNUITY  71-0294708	OTHER FEES	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LOCKTON INVESTMENT ADVISORS, LLC	99	8886

(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.	
VOYA RETIREMENT INSURANCE & ANNUITY  71-0294708	OTHER FEES	

(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.

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

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

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

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

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

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> 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)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <hr/> <b>2022</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2022 or fiscal plan year beginning <b>01/01/2022</b> and ending <b>12/31/2022</b>		
<b>A</b> Name of plan <b>QBASE HOLDINGS, LLC 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>001</b>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <b>QBASE HOLDINGS, L.L.C.</b>		
<b>D</b> Employer Identification Number (EIN) <b>27-1717852</b>		

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
---------------	--

<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <b>VARIABLE ANNUITY ACCOUNT D</b>		
<b>b</b> Name of sponsor of entity listed in (a): <b>VOYA RETIREMENT INSURANCE &amp; ANNUITY CO</b>		
<b>c</b> EIN-PN <b>71-0294708-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>15670990</b>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:		
<b>b</b> Name of sponsor of entity listed in (a):		
<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> 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 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 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 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 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 code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)



**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

**2022**

**This Form is Open to Public Inspection**

For calendar plan year 2022 or fiscal plan year beginning **01/01/2022** and ending **12/31/2022**

<b>A</b> Name of plan <b>QBASE HOLDINGS, LLC 401(K) PLAN</b>	<b>B</b> Three-digit plan number (PN) ► <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>QBASE HOLDINGS, L.L.C.</b>	<b>D</b> Employer Identification Number (EIN) <b>27-1717852</b>

**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.

<b>Assets</b>	<b>(a) Beginning of Year</b>	<b>(b) End of Year</b>
<b>a</b> Total noninterest-bearing cash.....	<b>1a</b>	
<b>b</b> Receivables (less allowance for doubtful accounts):		
<b>(1)</b> Employer contributions.....	<b>1b(1)</b>	
<b>(2)</b> Participant contributions.....	<b>1b(2)</b>	
<b>(3)</b> Other.....	<b>1b(3)</b>	
<b>c</b> General investments:		
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....	<b>1c(1)</b>	
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>	
<b>(3)</b> Corporate debt instruments (other than employer securities):		
<b>(A)</b> Preferred.....	<b>1c(3)(A)</b>	
<b>(B)</b> All other.....	<b>1c(3)(B)</b>	
<b>(4)</b> Corporate stocks (other than employer securities):		
<b>(A)</b> Preferred.....	<b>1c(4)(A)</b>	
<b>(B)</b> Common.....	<b>1c(4)(B)</b>	
<b>(5)</b> Partnership/joint venture interests.....	<b>1c(5)</b>	
<b>(6)</b> Real estate (other than employer real property).....	<b>1c(6)</b>	
<b>(7)</b> Loans (other than to participants).....	<b>1c(7)</b>	
<b>(8)</b> Participant loans.....	<b>1c(8)</b>	16294
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>	114539
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>	0
<b>(11)</b> Value of interest in master trust investment accounts.....	<b>1c(11)</b>	
<b>(12)</b> Value of interest in 103-12 investment entities.....	<b>1c(12)</b>	
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	15556451
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	588365
<b>(15)</b> Other.....	<b>1c(15)</b>	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	23414750	16275649
<b>Liabilities</b>			
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
<b>Net Assets</b>			
l Net assets (subtract line 1k from line 1f).....	1l	23414750	16275649

**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.

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	138814	
(B) Participants.....	2a(1)(B)	361845	
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		500659
<b>b Earnings on investments:</b>			
(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)	1412	
(F) Other.....	2b(1)(F)	5133	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		6545
(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)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		0
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts .....	2b(7)		-3950075
(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)		
<b>c</b> Other income .....	2c		-7462
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	2d		-3450333
<b>Expenses</b>			
<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	3681137	
(2) To insurance carriers for the provision of benefits .....	2e(2)		
(3) Other .....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		3681137
<b>f</b> Corrective distributions (see instructions) .....	2f		107
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	2g		
<b>h</b> Interest expense .....	2h		
<b>i</b> 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)	7524	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7524
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	2j		3688768
<b>Net Income and Reconciliation</b>			
<b>k</b> Net income (loss). Subtract line 2j from line 2d.....	2k		-7139101
<b>l</b> 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: BRADY, WARE & SCHOENFELD, INC.

(2) EIN: 35-1476702

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>b</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.).....	<b>4b</b>		X	
<b>c</b> 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.) .....	<b>4c</b>		X	
<b>d</b> 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.).....	<b>4d</b>		X	
<b>e</b> Was this plan covered by a fidelity bond?.....	<b>4e</b>	X		1000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....	<b>4f</b>		X	
<b>g</b> 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? .....	<b>4g</b>		X	
<b>h</b> 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?.....	<b>4h</b>		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	<b>4i</b>	X		
<b>j</b> 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.).....	<b>4j</b>		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....	<b>4k</b>		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....	<b>4l</b>		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....	<b>4m</b>		X	
<b>n</b> 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. ....	<b>4n</b>			

**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 \_\_\_\_\_.

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2022</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

<b>A</b> Name of plan <u>QBASE HOLDINGS, LLC 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>QBASE HOLDINGS, L.L.C.</u>	<b>D</b> Employer Identification Number (EIN) <u>27-1717852</u>	

<b>Part I</b>	<b>Distributions</b>
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**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): 71-0294708

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

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....  Yes  No  N/A  
**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_  
**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	<b>6a</b>	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....	<b>6b</b>	
<b>c</b> 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).....	<b>6c</b>	

**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

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

**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

<b>Part IV</b>	<b>ESOPs</b> (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.
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**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....  Yes  No

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

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

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

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (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:

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

**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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year.....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year.....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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.....	<b>16b</b>	

**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 \_\_\_\_\_

**QBASE HOLDINGS, LLC 401(K) PLAN**  
**FINANCIAL STATEMENTS**  
**AND SUPPLEMENTARY INFORMATION**  
**Years Ended December 31, 2022 and 2021**

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## INDEPENDENT AUDITORS' REPORT

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Plan Administrator  
**Qbase Holdings, LLC 401(k) Plan**  
Beavercreek, Ohio

### Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed our audits of the accompanying financial statements of **Qbase Holdings, LLC 401(k) Plan**, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of **Qbase Holdings, LLC 401(k) Plan's** financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 certifications from a qualified institution as of and for the years ended December 31, 2022 and 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

### Opinion

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

- The amounts and disclosures in the 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 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).

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3 Easton Oval • Suite 300 • Columbus, Ohio • 43219-6287  
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## INDEPENDENT AUDITORS' REPORT - CONTINUED

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### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of **Qbase Holdings, LLC 401(k) 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 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 **Qbase Holdings, LLC 401(k) 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 Financial Statements

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

## INDEPENDENT AUDITORS' REPORT - CONTINUED

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In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of **Qbase Holdings, LLC 401(k) Plan's** internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Qbase Holdings, LLC 401(k) Plan's** ability to continue as a going concern for a reasonable period of time.

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

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

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

## INDEPENDENT AUDITORS' REPORT - CONTINUED

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### Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. 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, are 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).



Dayton, Ohio  
September 20, 2023

**QBASE HOLDINGS, LLC 401(K) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

**Years Ended December 31, 2022 and 2021**

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	<u>2022</u>	<u>2021</u>
<b>ASSETS</b>		
Investments at fair value	<b>\$ 15,670,990</b>	\$ 22,834,999
Fully benefit-responsive investment contract at contract value	<b>588,365</b>	479,507
Receivables		
Notes receivable from participants	<u>16,294</u>	<u>100,244</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b><u>\$ 16,275,649</u></b>	<b><u>\$ 23,414,750</u></b>

**QBASE HOLDINGS, LLC 401(K) PLAN**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**Years Ended December 31, 2022 and 2021**

	<u>2022</u>	<u>2021</u>
<b>ADDITIONS TO NET ASSETS ATTRIBUTED TO</b>		
Investment income (loss)		
Net appreciation (depreciation) in value of investments	<b>\$ (3,957,536)</b>	\$ 3,104,151
Interest and dividends	<b>5,131</b>	15,106
Total investment income (loss)	<b><u>(3,952,405)</u></b>	<u>3,119,257</u>
Interest income on notes receivable from participants	<b>1,412</b>	7,246
Contributions		
Employer	<b>138,814</b>	716,035
Participants	<b>361,845</b>	1,786,800
Rollovers	<b>-</b>	295,071
Total contributions	<b><u>500,659</u></b>	<u>2,797,906</u>
Total additions	<b><u>(3,450,334)</u></b>	<u>5,924,409</u>
<b>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO</b>		
Benefits paid to participants	<b>3,681,243</b>	3,645,620
Administrative expenses	<b>7,524</b>	12,038
Total deductions	<b><u>3,688,767</u></b>	<u>3,657,658</u>
<b>NET INCREASE (DECREASE)</b>	<b>(7,139,101)</b>	2,266,751
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>		
Beginning of year	<b><u>23,414,750</u></b>	<u>21,147,999</u>
End of year	<b><u>\$ 16,275,649</u></b>	<u>\$ 23,414,750</u>

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 1 - DESCRIPTION OF PLAN

The following description of the **Qbase Holdings, LLC 401(k) Plan** (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General** - On January 1, 2006, Qbase LLC (the "Company" or "Plan Sponsor") adopted a Section 401(k) profit-sharing plan. As a result of a restructuring, effective August 5, 2021, Qbase Holdings, LLC became the Plan Sponsor and Finch Computing, LLC, Qbase Partners, LLC, and Qbase, LLC became participating employers in the Plan. On September 30, 2021, the membership interest in Qbase, LLC was sold and Qbase, LLC is no longer a participating employer in the Plan after this date. Effective November 29, 2021, the Plan changed its name from Qbase 401(k) Plan to Qbase Holdings, LLC 401(k) Plan. The Plan allows all eligible employees of the Company who have completed three months of service and have attained age 18 to participate. Union employees, leased employees, and non-resident aliens are not eligible to participate. Employees may enter the Plan on the first day of the pay period following the date the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions** - The Plan provides for employee salary deferrals within statutory limits, as defined in the Plan, each year as an elective deferral. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 by the end of the Plan year are eligible to make catch-up contributions. In addition, the Plan allows Roth 401(k) contributions. Beginning November 29, 2021, the Plan allows voluntary after-tax contributions.

Beginning January 1, 2011, the Plan became a safe harbor 401(k) plan. The Company matches 100% of elective deferrals up to 3% of compensation and 50% of elective deferrals on the next 2% of compensation under the safe harbor provisions. This contribution will be made annually based on deferrals and wages on a payroll period basis. Effective November 28, 2016, the Plan allows participants to elect to transfer any amount under the Plan to a designated Roth Elective Deferral Account maintained for the participant within the Plan. Beginning November 29, 2021, the Plan also allows discretionary matching contributions. For the years 2022 and 2021, the Company did not make a discretionary matching contribution to the Plan. No contributions shall be made on behalf of a participant to the extent that, when added to the participant's salary deferral contributions, it would cause the amounts allocated to exceed the limitations allowed by the Internal Revenue Service.

**Participant Accounts** - Voya Retirement Insurance and Annuity Company (the "Trustee") is the Trustee and Custodian of Plan investments. Each participant's account is credited with the participant's contributions, Company contributions, net earnings or losses, forfeitures, distributions, and withdrawals. Company contributions are allocated based on participants' compensation as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately, and distinctly, into which investment the participant contribution and employer match are to be invested.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

**Vesting** - Participants are immediately vested in their voluntary contributions, rollovers, and corresponding earnings. Beginning January 1, 2011, participants are fully vested in all employer matching contributions and related earnings under the safe harbor rules. For discretionary matching contributions and matching contributions made prior to January 1, 2011, excluding those matching contributions to participants terminated in connection with the events on April 16, 2015 and September 30, 2021 resulting in partial plan terminations, the following schedule will be used to determine vesting in the Plan match and its earnings:

<u>Completed Years of Service</u>	<u>Vesting Percentages</u>
Fewer than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

**Notes Receivable from Participants** - Participants may borrow from their account balance in any amount between \$1,000 and \$50,000, but not more than 50% of their vested account balance. Participants may only have one loan outstanding at any given time. Loans may not be made from Roth amounts. Loans bear interest at the rate as reflected by the Federal Reserve Bank on the date of the loan plus 1%. Loan terms are for a period not exceeding five years. A term up to 15 years may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest are paid ratably through payroll deductions.

**Benefits Paid** - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants, or designated beneficiaries, may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan Administrator. The Plan allows in-service withdrawals at any time from the participant's rollover contribution account balance. If the participant's account balance is \$5,000 or less, the Plan Administrator may elect to automatically distribute the balance to the participant in a single-sum payment. In addition, participants may receive distributions of elective and Roth deferrals for qualified financial hardships.

**Forfeitures** - Forfeited balances of terminated participants' non-vested accounts may be used in any permissible manner, including to restore forfeitures, to reduce employer matching contributions, to pay Plan expenses, or to reallocate to participants. Forfeitures of \$50 were used to pay Plan expenses during 2022. There were no forfeitures used during 2021. Unallocated forfeitures at December 31, 2022 and 2021 were \$14,900 and \$12,546.

**Investment Options** - Upon enrollment in the Plan, a participant may direct contributions in any available investment option in increments of one percent. Participants may change their investment options and deferral percentages at any time via phone or the Internet.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual method of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

**Investment Valuation and Income Recognition** - Investments are reported at fair value, except for the fully benefit-responsive investment contract, which is reported at contract value. Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for notes receivable considered uncollectible was deemed necessary as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits** - Benefits are recorded when paid.

**Administrative Expenses** - Certain administrative fees of the Plan are paid by the Company if Plan forfeitures are not used to cover these expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments. Fees for specific transactions, such as loan and distribution withdrawals, are paid by the individual participant.

**Subsequent Events** - In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 20, 2023, the date the financial statements were available to be issued.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 3 - CERTIFIED INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, net appreciation (depreciation) in value of investments, and interest and dividends for the years 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Voya Retirement Insurance and Annuity Company (the Trustee of the Plan).

#### NOTE 4 - FAIR VALUE MEASUREMENTS

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

The three levels of the fair value hierarchy under the accounting standards are described as follows:

**Level 1** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

**Level 2** - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 4 - FAIR VALUE MEASUREMENTS - CONTINUED

Following is a description of the valuation methodologies used for assets measured at fair value. During 2022, it was determined that the Plan's assets classified and reported as investments in pooled separate accounts in the 2021 financial statements should have been classified as investments in a common collective trust and registered investment companies. This change has been reflected in the tables below for both 2022 and 2021.

*Common collective trust:* Valued at the net asset value (NAV) of units held by the Plan at year-end.

*Registered investment companies:* Valued at the daily closing price reported by the fund as registered with the Securities and Exchange Commission. The funds held by the Plan are deemed to be actively traded and are required to publish their NAV and to transact at that price.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Common collective trust	\$ 114,539	\$ -	\$ -	\$ 114,539
Registered investment companies	<u>15,556,451</u>	<u>-</u>	<u>-</u>	<u>15,556,451</u>
	<u>\$15,670,990</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$15,670,990</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Common collective trust	\$ 344,613	\$ -	\$ -	\$ 344,613
Registered investment companies	<u>22,490,386</u>	<u>-</u>	<u>-</u>	<u>22,490,386</u>
	<u>\$22,834,999</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$22,834,999</u>

## **QBASE HOLDINGS, LLC 401(K) PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 5 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT**

The Plan has entered into a benefit-responsive investment contract with Voya Retirement Insurance and Annuity Company referred to as the Voya Fixed Account. The Trustee maintains the contributions in a general account. The account is credited with earnings of the underlying investments and is charged for participant withdrawals and administrative expenses. The crediting interest rate is based on an agreed-upon formula with the issuer. The interest rate is reviewed on a monthly basis for resetting, but there is a floor in place that is determined in advance.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with the Trustee. The Plan Administrator believes the occurrence of such events, which would also limit the Plan's ability to transact at contract value with Plan participants, is not probable.

#### **NOTE 6 - RELATED PARTY TRANSACTIONS**

Certain Plan assets are invested with Voya Retirement Insurance and Annuity Company. In addition, this organization provides recordkeeping and third party administration services for the Plan. Thus, Voya Retirement Insurance and Annuity Company, as Trustee defined by the Plan, qualifies as a party-in-interest. For the years 2022 and 2021, fees paid for these services totaled \$7,524 and \$12,038.

The Plan's investment advisor is Creative Planning Hold Co, LLC (previously known as Lockton Investment Advisors), which qualifies them as a party-in-interest. The fees for these advisory services are indirect fees paid by the Plan. For the years 2022 and 2021, these fees totaled \$45,340 and \$58,163.

The Plan sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

#### **NOTE 7 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

On September 30, 2021, the Company sold its interest in Qbase, LLC. The impact of the sale resulted in a significant number of employees being terminated. As a result of the termination of a large population of employees, the Company has determined that a partial plan termination occurred in 2021. All affected Plan participants became fully vested in their accounts at the date of termination.

## **QBASE HOLDINGS, LLC 401(K) PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 8 - TAX STATUS**

The Plan adopted a Non-Standardized Pre-Approved Profit Sharing Plan with a cash or deferral arrangement which received a favorable opinion letter from the Internal Revenue Service on June 30, 2020, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the Plan Sponsor believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

#### **NOTE 9 - RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

#### **NOTE 10 - BENEFITS ALLOCATED TO WITHDRAWN PARTICIPANTS**

At December 31, 2022 and 2021, there were no amounts due to participants who have withdrawn from the Plan and requested benefit payment prior to year-end.

#### **NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

For the years 2022 and 2021, there were no differences between the financial statements and the Form 5500.

**QBASE HOLDINGS, LLC 401(K) PLAN**

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

**PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852**

**PLAN NUMBER: 001**

**December 31, 2022**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	<b>Common Collective Trust</b>			
	American Beacon US Small Cap Growth	Small cap fund	#	\$ 114,539
	<b>Investments in Registered Investment Companies</b>			
*	Voya Money Market Fund	Money market fund	#	13,660
	PIMCO Total Return Fund	Bond fund	#	295,154
	Vanguard Total Bond Market Index Fund	Bond fund	#	682,471
	PIMCO Real Return Fund	Bond fund	#	129,023
	Vanguard Target Retirement 2025 Fund	Asset allocation fund	#	872,603
	Vanguard Target Retirement 2035 Fund	Asset allocation fund	#	1,365,888
	Vanguard Target Retirement 2045 Fund	Asset allocation fund	#	829,582
	Vanguard Target Retirement Income Fund	Asset allocation fund	#	60,041
	Vanguard Target Retirement 2020 Fund	Asset allocation fund	#	271,181
	Vanguard Target Retirement 2030 Fund	Asset allocation fund	#	1,065,433
	Vanguard Target Retirement 2040 Fund	Asset allocation fund	#	1,788,417
	Vanguard Target Retirement 2050 Fund	Asset allocation fund	#	452,377
	Vanguard Target Retirement 2055 Fund	Asset allocation fund	#	171,197
	Vanguard Target Retirement 2060 Fund	Asset allocation fund	#	25,180
	Vanguard Target Retirement 2065 Fund	Asset allocation fund	#	40,858
	American Funds American Balanced Fund	Balanced Fund	#	512,727
	American Funds Fundamental Investors Fund	Large-cap fund	#	245,467
	JPMorgan Equity Income Fund	Large-cap fund	#	483,346
	American Funds The Growth Fund of America	Large-cap fund	#	310,738
	JPMorgan Large Cap Growth Fund	Large-cap fund	#	1,530,479
	Vanguard 500 Index Fund	Large-cap fund	#	1,438,759

QBASE HOLDINGS, LLC 401(K) PLAN

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

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852

PLAN NUMBER: 001

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
<b>Investments in Registered Investment Companies - continued</b>				
	Vanguard Mid-Cap Index Fund	Mid-cap fund	#	722,768
	Vanguard Small-Cap Index Fund	Small-cap fund	#	463,242
	DFA Real Estate Securities Portfolio Fund	Specialty fund	#	211,942
	American Beacon Small Cap Value Fund	Small-cap fund	#	152,353
	PIMCO Stocks PLUS Small Cap Fund	Small-cap fund	#	302,310
	American Beacon Stephens Mid-Cap Growth Fund	Mid-cap fund	#	16,421
	American Funds EuroPacific Growth Fund	International fund	#	123,543
	American Funds New Perspective Fund	International fund	#	179,849
	Vanguard Total International Stock Index Fund	International fund	#	415,982
	MFS International Growth Fund	International fund	#	187,349
	American Century Mid Cap Value Fund	Mid-cap fund	#	<u>196,111</u>
				<u>15,556,451</u>
<b>Fully benefit-responsive investment contract at contract value</b>				
*	Voya Fixed Account	Stable value fund	#	<u>588,365</u>

QBASE HOLDINGS, LLC 401(K) PLAN

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

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852

PLAN NUMBER: 001

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
*	<b>Notes receivable from participants</b>	Interest rate of 6.50%; maximum five-year term unless for purchase of primary residence, collateralized by 50% of participants' vested account balance. Loan maturing through June 2024.	- 0 -	<u>16,294</u> <u>\$ 16,275,649</u>

\* Represents a party-in-interest to the Plan.

# Cost not readily determinable.

Attachment to 2022 Form 5500  
Schedule H, line 4i - Schedule of Assets  
(Held at End of Year)  
Qbase Holdings, LLC 401(k) Plan  
EIN# 27-1717852  
Plan# 001  
As Of December 31, 2022

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AB US Sm Cp Grw CIT W Sr S	Common Collective Trust		\$114,539
AmCen Mid Cap Value Fund R6	Registered Investment Company		\$196,111
Amer Bcn Small Cap Value R5	Registered Investment Company		\$152,353
Amer Bcn Stphns Mid-Cap Gr R5	Registered Investment Company		\$16,421
American Funds Am Balanced R6	Registered Investment Company		\$512,727
American Funds EuroPacific R6	Registered Investment Company		\$123,543
American Funds Fdmntl Inv R6	Registered Investment Company		\$245,467
American Funds Growth Fnd R6	Registered Investment Company		\$310,738
American Funds Nw Prspctv R6	Registered Investment Company		\$179,849
DFA Real Estate Secs Port Ins	Registered Investment Company		\$211,942
JPMorgan Equity Income Fund R6	Registered Investment Company		\$483,346
JPMorgan LgCp Grw Fnd R6	Registered Investment Company	\$1,530,479	
MFS International Grw Fund R6	Registered Investment Company		\$187,349
PIMCO Real Return Fund Ins	Registered Investment Company		\$129,023
PIMCO StocksPLUS Small Fnd Ins	Registered Investment Company		\$302,310
PIMCO Total Return Fund Ins	Registered Investment Company		\$295,154
Vangrd 500 Index Fund Adm	Registered Investment Company	\$1,438,759	
Vangrd Mid-Cap Index Fund Adm	Registered Investment Company		\$722,768
Vangrd Small-Cap Index Fnd Adm	Registered Investment Company		\$463,242
Vangrd Tot Bd Mkt Ind Fd Adm	Registered Investment Company		\$682,471
Vangrd Tot Int Stk In F Adm	Registered Investment Company		\$415,982
Vangrd Trgt Retire 2020 Fd	Registered Investment Company		\$271,181
Vangrd Trgt Retire 2025 Fd	Registered Investment Company		\$872,603
Vangrd Trgt Retire 2030 Fd	Registered Investment Company	\$1,065,433	
Vangrd Trgt Retire 2035 Fd	Registered Investment Company		\$1,365,886
Vangrd Trgt Retire 2040 Fd	Registered Investment Company		\$1,788,417
Vangrd Trgt Retire 2045 Fd	Registered Investment Company		\$829,582
Vangrd Trgt Retire 2050 Fd	Registered Investment Company		\$452,377
Vangrd Trgt Retire 2055 Fd	Registered Investment Company		\$171,197
Vangrd Trgt Retire 2060 Fd	Registered Investment Company		\$25,180
Vangrd Trgt Retire 2065 Fd	Registered Investment Company		\$40,858
Vangrd Trgt Retire Inc Fd	Registered Investment Company		\$60,041
* Voya Fixed Account (4450)	Insurance Company General Account		\$588,365
* Voya Gv Mny Mkt F A (Hld Acct)	Registered Investment Company		\$13,660
Participant Loans	Rate: 6.50%		\$16,294
TOTAL	Registered Investment Company		\$16,275,649

\* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

**QBASE HOLDINGS, LLC 401(K) PLAN**  
**FINANCIAL STATEMENTS**  
**AND SUPPLEMENTARY INFORMATION**  
**Years Ended December 31, 2022 and 2021**

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## INDEPENDENT AUDITORS' REPORT

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Plan Administrator  
**Qbase Holdings, LLC 401(k) Plan**  
Beavercreek, Ohio

### Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed our audits of the accompanying financial statements of **Qbase Holdings, LLC 401(k) Plan**, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of **Qbase Holdings, LLC 401(k) Plan's** financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits 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 certifications from a qualified institution as of and for the years ended December 31, 2022 and 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

### Opinion

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

- The amounts and disclosures in the 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 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).

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2206 Chester Blvd. • Richmond, Indiana • 47374-1219  
3 Easton Oval • Suite 300 • Columbus, Ohio • 43219-6287  
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## INDEPENDENT AUDITORS' REPORT - CONTINUED

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### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of **Qbase Holdings, LLC 401(k) 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 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 **Qbase Holdings, LLC 401(k) 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 Financial Statements

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

## INDEPENDENT AUDITORS' REPORT - CONTINUED

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In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of **Qbase Holdings, LLC 401(k) Plan's** internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about **Qbase Holdings, LLC 401(k) Plan's** ability to continue as a going concern for a reasonable period of time.

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

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

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

## INDEPENDENT AUDITORS' REPORT - CONTINUED

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### Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. 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, are 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).



Dayton, Ohio  
September 20, 2023

**QBASE HOLDINGS, LLC 401(K) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

**Years Ended December 31, 2022 and 2021**

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	<u>2022</u>	<u>2021</u>
<b>ASSETS</b>		
Investments at fair value	<b>\$ 15,670,990</b>	\$ 22,834,999
Fully benefit-responsive investment contract at contract value	<b>588,365</b>	479,507
Receivables		
Notes receivable from participants	<u>16,294</u>	<u>100,244</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b><u>\$ 16,275,649</u></b>	<b><u>\$ 23,414,750</u></b>

**QBASE HOLDINGS, LLC 401(K) PLAN**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**Years Ended December 31, 2022 and 2021**

	<u>2022</u>	<u>2021</u>
<b>ADDITIONS TO NET ASSETS ATTRIBUTED TO</b>		
Investment income (loss)		
Net appreciation (depreciation) in value of investments	<b>\$ (3,957,536)</b>	\$ 3,104,151
Interest and dividends	<b>5,131</b>	15,106
Total investment income (loss)	<b><u>(3,952,405)</u></b>	<u>3,119,257</u>
Interest income on notes receivable from participants	<b>1,412</b>	7,246
Contributions		
Employer	<b>138,814</b>	716,035
Participants	<b>361,845</b>	1,786,800
Rollovers	<b>-</b>	295,071
Total contributions	<b><u>500,659</u></b>	<u>2,797,906</u>
Total additions	<b><u>(3,450,334)</u></b>	<u>5,924,409</u>
<b>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO</b>		
Benefits paid to participants	<b>3,681,243</b>	3,645,620
Administrative expenses	<b>7,524</b>	12,038
Total deductions	<b><u>3,688,767</u></b>	<u>3,657,658</u>
<b>NET INCREASE (DECREASE)</b>	<b>(7,139,101)</b>	2,266,751
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>		
Beginning of year	<b><u>23,414,750</u></b>	<u>21,147,999</u>
End of year	<b><u>\$ 16,275,649</u></b>	<u>\$ 23,414,750</u>

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 1 - DESCRIPTION OF PLAN

The following description of the **Qbase Holdings, LLC 401(k) Plan** (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General** - On January 1, 2006, Qbase LLC (the "Company" or "Plan Sponsor") adopted a Section 401(k) profit-sharing plan. As a result of a restructuring, effective August 5, 2021, Qbase Holdings, LLC became the Plan Sponsor and Finch Computing, LLC, Qbase Partners, LLC, and Qbase, LLC became participating employers in the Plan. On September 30, 2021, the membership interest in Qbase, LLC was sold and Qbase, LLC is no longer a participating employer in the Plan after this date. Effective November 29, 2021, the Plan changed its name from Qbase 401(k) Plan to Qbase Holdings, LLC 401(k) Plan. The Plan allows all eligible employees of the Company who have completed three months of service and have attained age 18 to participate. Union employees, leased employees, and non-resident aliens are not eligible to participate. Employees may enter the Plan on the first day of the pay period following the date the eligibility requirements are met. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions** - The Plan provides for employee salary deferrals within statutory limits, as defined in the Plan, each year as an elective deferral. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants who have attained age 50 by the end of the Plan year are eligible to make catch-up contributions. In addition, the Plan allows Roth 401(k) contributions. Beginning November 29, 2021, the Plan allows voluntary after-tax contributions.

Beginning January 1, 2011, the Plan became a safe harbor 401(k) plan. The Company matches 100% of elective deferrals up to 3% of compensation and 50% of elective deferrals on the next 2% of compensation under the safe harbor provisions. This contribution will be made annually based on deferrals and wages on a payroll period basis. Effective November 28, 2016, the Plan allows participants to elect to transfer any amount under the Plan to a designated Roth Elective Deferral Account maintained for the participant within the Plan. Beginning November 29, 2021, the Plan also allows discretionary matching contributions. For the years 2022 and 2021, the Company did not make a discretionary matching contribution to the Plan. No contributions shall be made on behalf of a participant to the extent that, when added to the participant's salary deferral contributions, it would cause the amounts allocated to exceed the limitations allowed by the Internal Revenue Service.

**Participant Accounts** - Voya Retirement Insurance and Annuity Company (the "Trustee") is the Trustee and Custodian of Plan investments. Each participant's account is credited with the participant's contributions, Company contributions, net earnings or losses, forfeitures, distributions, and withdrawals. Company contributions are allocated based on participants' compensation as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately, and distinctly, into which investment the participant contribution and employer match are to be invested.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 1 - DESCRIPTION OF PLAN - CONTINUED

**Vesting** - Participants are immediately vested in their voluntary contributions, rollovers, and corresponding earnings. Beginning January 1, 2011, participants are fully vested in all employer matching contributions and related earnings under the safe harbor rules. For discretionary matching contributions and matching contributions made prior to January 1, 2011, excluding those matching contributions to participants terminated in connection with the events on April 16, 2015 and September 30, 2021 resulting in partial plan terminations, the following schedule will be used to determine vesting in the Plan match and its earnings:

<u>Completed Years of Service</u>	<u>Vesting Percentages</u>
Fewer than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

**Notes Receivable from Participants** - Participants may borrow from their account balance in any amount between \$1,000 and \$50,000, but not more than 50% of their vested account balance. Participants may only have one loan outstanding at any given time. Loans may not be made from Roth amounts. Loans bear interest at the rate as reflected by the Federal Reserve Bank on the date of the loan plus 1%. Loan terms are for a period not exceeding five years. A term up to 15 years may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest are paid ratably through payroll deductions.

**Benefits Paid** - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants, or designated beneficiaries, may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan Administrator. The Plan allows in-service withdrawals at any time from the participant's rollover contribution account balance. If the participant's account balance is \$5,000 or less, the Plan Administrator may elect to automatically distribute the balance to the participant in a single-sum payment. In addition, participants may receive distributions of elective and Roth deferrals for qualified financial hardships.

**Forfeitures** - Forfeited balances of terminated participants' non-vested accounts may be used in any permissible manner, including to restore forfeitures, to reduce employer matching contributions, to pay Plan expenses, or to reallocate to participants. Forfeitures of \$50 were used to pay Plan expenses during 2022. There were no forfeitures used during 2021. Unallocated forfeitures at December 31, 2022 and 2021 were \$14,900 and \$12,546.

**Investment Options** - Upon enrollment in the Plan, a participant may direct contributions in any available investment option in increments of one percent. Participants may change their investment options and deferral percentages at any time via phone or the Internet.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual method of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

**Investment Valuation and Income Recognition** - Investments are reported at fair value, except for the fully benefit-responsive investment contract, which is reported at contract value. Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

**Notes Receivable from Participants** - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for notes receivable considered uncollectible was deemed necessary as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits** - Benefits are recorded when paid.

**Administrative Expenses** - Certain administrative fees of the Plan are paid by the Company if Plan forfeitures are not used to cover these expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments. Fees for specific transactions, such as loan and distribution withdrawals, are paid by the individual participant.

**Subsequent Events** - In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 20, 2023, the date the financial statements were available to be issued.

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 3 - CERTIFIED INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, net appreciation (depreciation) in value of investments, and interest and dividends for the years 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Voya Retirement Insurance and Annuity Company (the Trustee of the Plan).

#### NOTE 4 - FAIR VALUE MEASUREMENTS

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

The three levels of the fair value hierarchy under the accounting standards are described as follows:

**Level 1** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

**Level 2** - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

## QBASE HOLDINGS, LLC 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

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#### NOTE 4 - FAIR VALUE MEASUREMENTS - CONTINUED

Following is a description of the valuation methodologies used for assets measured at fair value. During 2022, it was determined that the Plan's assets classified and reported as investments in pooled separate accounts in the 2021 financial statements should have been classified as investments in a common collective trust and registered investment companies. This change has been reflected in the tables below for both 2022 and 2021.

*Common collective trust:* Valued at the net asset value (NAV) of units held by the Plan at year-end.

*Registered investment companies:* Valued at the daily closing price reported by the fund as registered with the Securities and Exchange Commission. The funds held by the Plan are deemed to be actively traded and are required to publish their NAV and to transact at that price.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Common collective trust	\$ 114,539	\$ -	\$ -	\$ 114,539
Registered investment companies	<u>15,556,451</u>	<u>-</u>	<u>-</u>	<u>15,556,451</u>
	<u>\$15,670,990</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$15,670,990</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Common collective trust	\$ 344,613	\$ -	\$ -	\$ 344,613
Registered investment companies	<u>22,490,386</u>	<u>-</u>	<u>-</u>	<u>22,490,386</u>
	<u>\$22,834,999</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$22,834,999</u>

## **QBASE HOLDINGS, LLC 401(K) PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 5 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT**

The Plan has entered into a benefit-responsive investment contract with Voya Retirement Insurance and Annuity Company referred to as the Voya Fixed Account. The Trustee maintains the contributions in a general account. The account is credited with earnings of the underlying investments and is charged for participant withdrawals and administrative expenses. The crediting interest rate is based on an agreed-upon formula with the issuer. The interest rate is reviewed on a monthly basis for resetting, but there is a floor in place that is determined in advance.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with the Trustee. The Plan Administrator believes the occurrence of such events, which would also limit the Plan's ability to transact at contract value with Plan participants, is not probable.

#### **NOTE 6 - RELATED PARTY TRANSACTIONS**

Certain Plan assets are invested with Voya Retirement Insurance and Annuity Company. In addition, this organization provides recordkeeping and third party administration services for the Plan. Thus, Voya Retirement Insurance and Annuity Company, as Trustee defined by the Plan, qualifies as a party-in-interest. For the years 2022 and 2021, fees paid for these services totaled \$7,524 and \$12,038.

The Plan's investment advisor is Creative Planning Hold Co, LLC (previously known as Lockton Investment Advisors), which qualifies them as a party-in-interest. The fees for these advisory services are indirect fees paid by the Plan. For the years 2022 and 2021, these fees totaled \$45,340 and \$58,163.

The Plan sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

#### **NOTE 7 - PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

On September 30, 2021, the Company sold its interest in Qbase, LLC. The impact of the sale resulted in a significant number of employees being terminated. As a result of the termination of a large population of employees, the Company has determined that a partial plan termination occurred in 2021. All affected Plan participants became fully vested in their accounts at the date of termination.

## **QBASE HOLDINGS, LLC 401(K) PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 8 - TAX STATUS**

The Plan adopted a Non-Standardized Pre-Approved Profit Sharing Plan with a cash or deferral arrangement which received a favorable opinion letter from the Internal Revenue Service on June 30, 2020, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the Plan Sponsor believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

#### **NOTE 9 - RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

#### **NOTE 10 - BENEFITS ALLOCATED TO WITHDRAWN PARTICIPANTS**

At December 31, 2022 and 2021, there were no amounts due to participants who have withdrawn from the Plan and requested benefit payment prior to year-end.

#### **NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

For the years 2022 and 2021, there were no differences between the financial statements and the Form 5500.

**QBASE HOLDINGS, LLC 401(K) PLAN**

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

**PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852**

**PLAN NUMBER: 001**

**December 31, 2022**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	<b>Common Collective Trust</b>			
	American Beacon US Small Cap Growth	Small cap fund	#	\$ 114,539
	<b>Investments in Registered Investment Companies</b>			
*	Voya Money Market Fund	Money market fund	#	13,660
	PIMCO Total Return Fund	Bond fund	#	295,154
	Vanguard Total Bond Market Index Fund	Bond fund	#	682,471
	PIMCO Real Return Fund	Bond fund	#	129,023
	Vanguard Target Retirement 2025 Fund	Asset allocation fund	#	872,603
	Vanguard Target Retirement 2035 Fund	Asset allocation fund	#	1,365,888
	Vanguard Target Retirement 2045 Fund	Asset allocation fund	#	829,582
	Vanguard Target Retirement Income Fund	Asset allocation fund	#	60,041
	Vanguard Target Retirement 2020 Fund	Asset allocation fund	#	271,181
	Vanguard Target Retirement 2030 Fund	Asset allocation fund	#	1,065,433
	Vanguard Target Retirement 2040 Fund	Asset allocation fund	#	1,788,417
	Vanguard Target Retirement 2050 Fund	Asset allocation fund	#	452,377
	Vanguard Target Retirement 2055 Fund	Asset allocation fund	#	171,197
	Vanguard Target Retirement 2060 Fund	Asset allocation fund	#	25,180
	Vanguard Target Retirement 2065 Fund	Asset allocation fund	#	40,858
	American Funds American Balanced Fund	Balanced Fund	#	512,727
	American Funds Fundamental Investors Fund	Large-cap fund	#	245,467
	JPMorgan Equity Income Fund	Large-cap fund	#	483,346
	American Funds The Growth Fund of America	Large-cap fund	#	310,738
	JPMorgan Large Cap Growth Fund	Large-cap fund	#	1,530,479
	Vanguard 500 Index Fund	Large-cap fund	#	1,438,759

QBASE HOLDINGS, LLC 401(K) PLAN

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

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852

PLAN NUMBER: 001

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
<b>Investments in Registered Investment Companies - continued</b>				
	Vanguard Mid-Cap Index Fund	Mid-cap fund	#	722,768
	Vanguard Small-Cap Index Fund	Small-cap fund	#	463,242
	DFA Real Estate Securities Portfolio Fund	Specialty fund	#	211,942
	American Beacon Small Cap Value Fund	Small-cap fund	#	152,353
	PIMCO Stocks PLUS Small Cap Fund	Small-cap fund	#	302,310
	American Beacon Stephens Mid-Cap Growth Fund	Mid-cap fund	#	16,421
	American Funds EuroPacific Growth Fund	International fund	#	123,543
	American Funds New Perspective Fund	International fund	#	179,849
	Vanguard Total International Stock Index Fund	International fund	#	415,982
	MFS International Growth Fund	International fund	#	187,349
	American Century Mid Cap Value Fund	Mid-cap fund	#	<u>196,111</u>
				<u>15,556,451</u>
<b>Fully benefit-responsive investment contract at contract value</b>				
*	Voya Fixed Account	Stable value fund	#	<u>588,365</u>

QBASE HOLDINGS, LLC 401(K) PLAN

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

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 27-1717852

PLAN NUMBER: 001

December 31, 2022

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
*	<b>Notes receivable from participants</b>	Interest rate of 6.50%; maximum five-year term unless for purchase of primary residence, collateralized by 50% of participants' vested account balance. Loan maturing through June 2024.	- 0 -	<u>16,294</u> <u>\$ 16,275,649</u>

\* Represents a party-in-interest to the Plan.

# Cost not readily determinable.