

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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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
1a	Name of plan CHICKIES AND PETES INC 401(K) PROFIT SHARING PLAN & TRUST
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2017
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, and ZIP or foreign postal code (if foreign, see instructions) CHICKIES AND PETES INC 489 BRISTOL PIKE BENSALEM, PA 19020
2b	Employer Identification Number (EIN) 23-2979978
2c	Plan Sponsor's telephone number 215-604-9960
2d	Business code (see instructions) 722511

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/29/2023	ROGER T FALLOON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

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v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 661
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 591
a(2) Total number of active participants at the end of the plan year		6a(2) 551
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 85
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 636
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 636
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 244
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 24
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☒ No

If "Yes" is checked, complete lines 11b and 11c.

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

11c Enter the Receipt Confirmation Code for the 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 _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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		
A Name of plan CHICKIES AND PETES INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CHICKIES AND PETES INC	D Employer Identification Number (EIN) 23-2979978	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

KATHMERE CAPITAL MANAGEMENT

1000 CONTINENTAL DR, STE 430
KING OF PRUSSIA, PA 19406

13-3749682

(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	ADVISOR	10244	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>CHICKIES AND PETES INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHICKIES AND PETES INC</u>	D Employer Identification Number (EIN) <u>23-2979978</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	0
(2) Participant contributions.....		1b(2)	0
(3) Other.....		1b(3)	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	10394
(2) U.S. Government securities		1c(2)	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	0
(B) All other		1c(3)(B)	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	0
(B) Common.....		1c(4)(B)	0
(5) Partnership/joint venture interests		1c(5)	0
(6) Real estate (other than employer real property)		1c(6)	0
(7) Loans (other than to participants).....		1c(7)	0
(8) Participant loans.....		1c(8)	133778
(9) Value of interest in common/collective trusts.....		1c(9)	0
(10) Value of interest in pooled separate accounts		1c(10)	0
(11) Value of interest in master trust investment accounts.....		1c(11)	0
(12) Value of interest in 103-12 investment entities		1c(12)	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	2753926
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	2898098	2793367

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2898098	2793367
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	189551	
(B) Participants	2a(1)(B)	462588	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		652139
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	340	
(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)	4913	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5253
(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)	64425	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		64425
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-597627
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		124190
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	212378	
(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)		212378
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	3458	
(2) Contract administrator fees	2i(2)	2841	
(3) Investment advisory and management fees	2i(3)	10244	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16543
j Total expenses. Add all expense amounts in column (b) and enter total	2j		228921
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-104731
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: CUPERSMITH, WILENSKY, STEMLER & CO

(2) EIN: 20-5724521

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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		
A Name of plan CHICKIES AND PETES INC 401(K) PROFIT SHARING PLAN & TRUST		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CHICKIES AND PETES INC		D Employer Identification Number (EIN) 23-2979978
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 16-1470238		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☒ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☒ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☒ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

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:		
	a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a	
	b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
	c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year.....	15a	
	b The corresponding number for the second preceding plan year.....	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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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 _____

*Cypermith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC.
401(K) PROFIT SHARING PLAN AND TRUST**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

*Cypermith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust
489 Bristol Pike
Bensalem, Pennsylvania 19020

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

We have performed audits of the accompanying financial statements of Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust, 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 statement 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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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 December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note D 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 Auditor's 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).

Cypermith, Wilensky, Stempler & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS

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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust 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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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.

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

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CERTIFIED PUBLIC ACCOUNTANTS

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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.

Cupersmith, Wilensky, Stempler & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS

Other Matters

Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule I – Schedule of Assets Held for Investment Purposes, as of December 31, 2022 and 2021, 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 their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

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



CUPERSMITH, WILENSKY, STEMPLER & COMPANY, LLP
Certified Public Accountants
Pennsauken, NJ

August 28, 2023

*Cupersmith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2022 AND 2021**

ASSETS

	2022	2021
INVESTMENTS, AT FAIR VALUE		
Investments, at fair value - Schedule I	\$ 2,625,403	\$ 2,764,320
RECEIVABLES		
Participants' loans	167,964	133,778
TOTAL ASSETS	\$ 2,793,367	\$ 2,898,098

LIABILITIES AND NET ASSETS

NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,793,367	\$ 2,898,098
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*Cypersmith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Additions to net assets attributed to:		
Contributions		
Participants	\$ 462,588	\$ 422,808
Employer	189,551	181,318
Interest and dividend income	69,678	278,833
Net appreciation (depreciation) in fair value of investments	(597,627)	90,119
Total Additions	<u>124,190</u>	<u>973,078</u>
 DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	212,378	188,659
Administrative expenses	16,543	17,932
Total deductions	<u>228,921</u>	<u>206,591</u>
 INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	 (104,731)	 766,487
 NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>2,898,098</u>	<u>2,131,611</u>
End of year	<u>\$ 2,793,367</u>	<u>\$ 2,898,098</u>

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE A. Description of Plan

Effective January 2, 2017, Chickie's and Pete's, Inc. adopted a 401(k) Profit Sharing Plan. The following description of the Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust ("Plan") provides only general information purposes. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution Plan covering all full-time employees of Chickie's and Pete's, Inc. and Affiliates ("Company"), who have completed one year of service, 1,000 hours, are age eighteen or older and are not subject to a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Directors is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.
2. Contributions - Each year, eligible participants may contribute a percentage of pretax annual compensation, as defined in the Plan not to exceed \$20,500 and \$19,500 in 2022 and 2021, respectively, subject to certain discrimination tests prescribed by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may voluntarily change their deferral amounts or elect to decline participation. Participants may contribute amounts representing distributions from other qualified plans (rollover). The Company contributes 50% of deferral up to 6% of base compensation. Each year the Company may modify the matching contribution formulas. Additional non-elective employer contributions, when made, shall be allocated to eligible Plan participants. During the years ended December 31, 2022 and 2021, the Company did not make any non-elective contributions. Contributions are subject to certain IRS limitations.
3. Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings and charged with the allocation of expenses and losses. Allocations are generally based on participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Cypermith, Wilensky, Stempler & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS

CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE A. Description of Plan (continued)

4. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus/minus actual earnings/losses thereon is based on years of service. Company 401(k) contributions vest to employees as follows:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

5. Payment of Benefits - On termination of service due to death, disability or qualified retirement a participant will be entitled to the full value of their account balance. Qualified retirement requires a minimum years of service and age. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.
6. Participant Loans - The participants are allowed to apply for a loan from their account. The amount of the loan shall be the lesser of \$50,000 or 50% of the participant's vested interest in their account. The loans are secured by the balance in the participant's account. Interest will be charged at prevailing rates at the time of the loan. Repayment generally cannot extend beyond five years. Principal and interest payments are generally deducted from the participant's paychecks. Participants' notes receivable are valued at their outstanding principal balance plus accrued interest.
7. Forfeitures - At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$15,715 and \$13,929, respectively. Forfeited amounts may be used to reduce employer contributions and/or administrative fees.

In January 2020, Congress passed the Setting Every Community Up for Retirement Enhancement Act ("SECURE Act") of 2019 that contained the largest package of retirement system reform in over a decade. Many of the provisions of the SECURE Act are effective on January 1, 2020, and will require significant changes to plan administration and recordkeeping.

The Coronavirus (COVID-19) outbreak in the United States has caused business disruption through mandated and voluntary closings of businesses in numerous industries. As of March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that included numerous employee benefit plan provisions to assist plan sponsors and participants.

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE A. Description of Plan (continued)

Amongst those changes referenced in the CARES Act, qualified participants are allowed to receive a coronavirus-related distribution of up to \$100,000 through December 31, 2020 without incurring a 10% early withdrawal penalty. The CARES Act allows participants to elect to have their coronavirus-related distribution ratably taxed over a three-year period, taxed in full in the year of the distribution, or avoid tax by repaying the distribution back to the Plan over a three-year period. It also waived the required minimum distribution requirements for the calendar year 2020 for employee benefit plans.

Section 2202 of the CARES Act allowed qualified participants to receive a coronavirus-related loan of the lesser of: 1) \$100,000 or 2) the participant's vested benefit under the Plan, for loans made from March 27, 2020 to September 22, 2020. If a loan was outstanding on or after March 27, 2020, and any repayment on the loan was due from March 27, 2020 to December 31, 2020, that due date may have been delayed under the Plan for up to one year. Any payments made after the suspension period should be adjusted to reflect the delay and any interest accrued during the delay.

Qualified participants are participants, their spouse, or their dependent, who experienced at least one of the following:

- A diagnosis of SARS-CoV-2 or COVID-19 by a CDC-approved test;
- Financial difficulties after being quarantined, furloughed, laid off, or given reduced work hours due to the disease;
- An inability to work due to lack of childcare due to the disease; or
- An inability to work due to the closing or reduced hours of a business owned or operated by the individual due to the disease.

On June 23, 2022, the Plan was amended to allow for hardship withdrawals of their individual account attributable to elective deferrals, matching contributions, and employer profit sharing contributions.

NOTE B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, except that benefits paid to Plan participants are recorded on a cash basis.

Cypermith, Wilensky, Stempler & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS

CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE B. Summary of Significant Accounting Policies (continued)

Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the year in which such adjustments are determined.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See Note C 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.

Participant Loans Receivable

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 incurred. No allowance for credit losses has been recorded at December 31, 2022 and 2021.

Expenses

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

Payment of Benefits

Benefits are recorded when paid.

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE B. Summary of Significant Accounting Policies (continued)

Investments (Unaudited)

The Plan's investments were held in trust and administered by the trustees Mid Atlantic Trust Company for the years ended December 31, 2022 and 2021. All investment information disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the trustees.

Date Through Which Subsequent Events Evaluated

Subsequent events were evaluated through August 28, 2023 which is the date the financial statements were available to be issued.

NOTE C. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include

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

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

Level 3 Inputs to 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

*Cypersmith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE C. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

2022				
Description	Fair Values	Fair Value Measurements		
		Level 1	Level 2	Level 3
Mutual funds	\$ 2,603,217	\$ 2,603,217	\$ -	\$ -
Money market	22,186	22,186	-	-
Total Investments at Fair Value	<u>\$ 2,625,403</u>	<u>\$ 2,625,403</u>	<u>\$ -</u>	<u>\$ -</u>

2021				
Description	Fair Values	Fair Value Measurements		
		Level 1	Level 2	Level 3
Mutual funds	\$ 2,753,925	\$ 2,753,925	\$ -	\$ -
Money market	10,395	10,395	-	-
Total Investments at Fair Value	<u>\$ 2,764,320</u>	<u>\$ 2,764,320</u>	<u>\$ -</u>	<u>\$ -</u>

NOTE D. Information Prepared and Certified by Mid Atlantic Trust Company

The following information included in the accompanying financial statements and ERISA required supplemental schedule was obtained by management from data that has been prepared and certified to as complete and accurate by Mid Atlantic Trust Company (the trustee of the Plan):

	2022	2021
Investments, at fair value:		
Mutual funds	\$ 2,603,217	\$ 2,753,925
Money market	22,186	10,395
Participants' loans receivable	167,964	133,778
Interest and dividend income	69,678	278,833
Net appreciation (depreciation) in fair value of investments	(597,627)	90,119

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE E. Related Party Transactions and Party-in-Interest Transactions

The Plan's investments are managed by Mid Atlantic Trust Company ("MATC"). MATC is the Trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. MATC charges the participant directly for any fees related to the securities in their account.

In addition, Mid Atlantic Trust Company ("MATC") may collect fees or other compensation from mutual fund service providers for services MATC provides to the funds and make distributions to the participants in accordance with the service agreement.

The Plan sponsor pays directly any other fees related to the Plan's operations.

NOTE F. Plan Termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions. Any unallocated assets of the Plan shall be allocated to participants accounts and distributed in such a manner as the Company may determine.

NOTE G. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE H. Risks and Uncertainties

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

During March 2020, a global pandemic was declared by the World Health Organization related to the rapidly growing outbreak of a novel strain of coronavirus (COVID-19). The pandemic has significantly impacted the economic conditions in the U.S. as federal, state and local governments react to the public health crisis, creating significant uncertainties in the U.S. economy. The Company was mandated by the Pennsylvania and New Jersey Governors to close their operating stores in March 2020 through the beginning of June 2020. As a result of these developments, the Company has experienced a material adverse impact on its revenues, results of operations, and cash flows. This situation is rapidly changing and additional impacts to the business may arise that we are not aware of currently. While the disruption is currently expected to be temporary, there is uncertainty around the duration. The ultimate impact of the pandemic on the Company's results of operations, financial position, liquidity or capital resources cannot be reasonably estimated at this time.

NOTE I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2022 and 2021 to Form 5500:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per financial statements	\$ 2,793,367	\$ 2,898,098
Adjustments and rounding	<u>-</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 2,793,367</u>	<u>\$ 2,898,098</u>

*Cypersmith, Wilensky,
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SUPPLEMENTARY INFORMATION

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CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE I - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2022 AND 2021

EIN #23-2979978

Plan number 001

Form 5500 - Schedule H, Part IV, Line 4i

(b) Identity of Issuer	(c) Description	(e) Current value	
		2022	2021
Mid Atlantic Trust Company	American Funds EuroPacific Growth Fund Class R-6	\$ 12,224	\$ 10,518
Mid Atlantic Trust Company	DFA U.S. Targeted Value Portfolio Institutional Class	14,825	6,081
Mid Atlantic Trust Company	T. Rowe Price Blue Chip Growth Fund I Class	113,921	142,155
Mid Atlantic Trust Company	Vanguard 500 Index Fund Admiral Shares	111,946	109,859
Mid Atlantic Trust Company	Vanguard Developed Markets Index Fund Admiral Shares	8,053	7,416
Mid Atlantic Trust Company	Vanguard Emerging Market Stock Index Fund Admiral Shares	2,795	3,278
Mid Atlantic Trust Company	Vanguard Extended Market Index Fund Admiral Shares	13,247	13,425
Mid Atlantic Trust Company	Vanguard Federal Money Market Fund Investor Shares	22,186	10,395
Mid Atlantic Trust Company	Vanguard Growth Index Fund Admiral Shares	71,331	86,730
Mid Atlantic Trust Company	Vanguard Real Estate Index Fund Admiral Shares	38,248	44,960
Mid Atlantic Trust Company	Vanguard Short-Term Bond Index Fund Admiral Shares	3,399	3,250
Mid Atlantic Trust Company	Vanguard Target Retirement 2015 Fund Investor Shares	-	710
Mid Atlantic Trust Company	Vanguard Target Retirement 2020 Fund Investor Shares	48,760	47,773
Mid Atlantic Trust Company	Vanguard Target Retirement 2025 Fund Investor Shares	84,381	78,026
Mid Atlantic Trust Company	Vanguard Target Retirement 2030 Fund Investor Shares	23,130	58,153
Mid Atlantic Trust Company	Vanguard Target Retirement 2035 Fund Investor Shares	250,845	257,969
Mid Atlantic Trust Company	Vanguard Target Retirement 2040 Fund Investor Shares	350,724	342,935
Mid Atlantic Trust Company	Vanguard Target Retirement 2045 Fund Investor Shares	232,358	248,086
Mid Atlantic Trust Company	Vanguard Target Retirement 2050 Fund Investor Shares	380,695	412,499
Mid Atlantic Trust Company	Vanguard Target Retirement 2055 Fund Investor Shares	296,792	360,079
Mid Atlantic Trust Company	Vanguard Target Retirement 2060 Fund Investor Shares	246,870	221,362
Mid Atlantic Trust Company	Vanguard Target Retirement 2065 Fund Investor Shares	83,506	52,751
Mid Atlantic Trust Company	Vanguard Target Retirement Income Fund Investor Shares	15,521	8,714
Mid Atlantic Trust Company	Vanguard Total Bond Market Index Fund Admiral Shares	23,146	24,636
Mid Atlantic Trust Company	Vanguard Total International Index Fund Admiral Shares	754	419
Mid Atlantic Trust Company	Vanguard Total International Stock Index Fund Admiral Funds	3,919	4,195
Mid Atlantic Trust Company	Vanguard Total Stock Market Index Fund Admiral Shares	145,731	175,277
Mid Atlantic Trust Company	Vanguard Value Index Fund Admiral Shares	26,096	32,669
		<u>\$ 2,625,403</u>	<u>\$ 2,764,320</u>

See notes to financial statements.

*Cypersmith, Wilensky,
Stempler & Company, LLP*

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**CHICKIE'S AND PETE'S, INC.
401(K) PROFIT SHARING PLAN AND TRUST**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

*Cypersmith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust
489 Bristol Pike
Bensalem, Pennsylvania 19020

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

We have performed audits of the accompanying financial statements of Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust, 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 statement 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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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 December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note D 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 Auditor's 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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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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust 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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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.

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

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Auditor's Responsibilities for the Audit of the Financial Statements (continued)

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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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 Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust'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.

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Other Matters

Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule I – Schedule of Assets Held for Investment Purposes, as of December 31, 2022 and 2021, 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 their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

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



CUPERSMITH, WILENSKY, STEMPLER & COMPANY, LLP
Certified Public Accountants
Pennsauken, NJ

August 28, 2023

*Cupersmith, Wilensky,
Stempler & Company, LLP*

CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2022 AND 2021**

ASSETS

	2022	2021
INVESTMENTS, AT FAIR VALUE		
Investments, at fair value - Schedule I	\$ 2,625,403	\$ 2,764,320
RECEIVABLES		
Participants' loans	167,964	133,778
TOTAL ASSETS	\$ 2,793,367	\$ 2,898,098

LIABILITIES AND NET ASSETS

NET ASSETS AVAILABLE FOR BENEFITS	\$ 2,793,367	\$ 2,898,098
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*Cypersmith, Wilensky,
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CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Additions to net assets attributed to:		
Contributions		
Participants	\$ 462,588	\$ 422,808
Employer	189,551	181,318
Interest and dividend income	69,678	278,833
Net appreciation (depreciation) in fair value of investments	(597,627)	90,119
Total Additions	<u>124,190</u>	<u>973,078</u>
 DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	212,378	188,659
Administrative expenses	16,543	17,932
Total deductions	<u>228,921</u>	<u>206,591</u>
 INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	 (104,731)	 766,487
 NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>2,898,098</u>	<u>2,131,611</u>
End of year	<u>\$ 2,793,367</u>	<u>\$ 2,898,098</u>

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE A. Description of Plan

Effective January 2, 2017, Chickie's and Pete's, Inc. adopted a 401(k) Profit Sharing Plan. The following description of the Chickie's and Pete's, Inc. 401(k) Profit Sharing Plan and Trust ("Plan") provides only general information purposes. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. General - The Plan is a defined contribution Plan covering all full-time employees of Chickie's and Pete's, Inc. and Affiliates ("Company"), who have completed one year of service, 1,000 hours, are age eighteen or older and are not subject to a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Directors is responsible for oversight of the Plan and determines the appropriateness of the Plan's investment offerings and monitors investment performance.
2. Contributions - Each year, eligible participants may contribute a percentage of pretax annual compensation, as defined in the Plan not to exceed \$20,500 and \$19,500 in 2022 and 2021, respectively, subject to certain discrimination tests prescribed by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may voluntarily change their deferral amounts or elect to decline participation. Participants may contribute amounts representing distributions from other qualified plans (rollover). The Company contributes 50% of deferral up to 6% of base compensation. Each year the Company may modify the matching contribution formulas. Additional non-elective employer contributions, when made, shall be allocated to eligible Plan participants. During the years ended December 31, 2022 and 2021, the Company did not make any non-elective contributions. Contributions are subject to certain IRS limitations.
3. Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings and charged with the allocation of expenses and losses. Allocations are generally based on participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE A. Description of Plan (continued)

4. Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus/minus actual earnings/losses thereon is based on years of service. Company 401(k) contributions vest to employees as follows:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

5. Payment of Benefits - On termination of service due to death, disability or qualified retirement a participant will be entitled to the full value of their account balance. Qualified retirement requires a minimum years of service and age. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.
6. Participant Loans - The participants are allowed to apply for a loan from their account. The amount of the loan shall be the lesser of \$50,000 or 50% of the participant's vested interest in their account. The loans are secured by the balance in the participant's account. Interest will be charged at prevailing rates at the time of the loan. Repayment generally cannot extend beyond five years. Principal and interest payments are generally deducted from the participant's paychecks. Participants' notes receivable are valued at their outstanding principal balance plus accrued interest.
7. Forfeitures - At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$15,715 and \$13,929, respectively. Forfeited amounts may be used to reduce employer contributions and/or administrative fees.

In January 2020, Congress passed the Setting Every Community Up for Retirement Enhancement Act ("SECURE Act") of 2019 that contained the largest package of retirement system reform in over a decade. Many of the provisions of the SECURE Act are effective on January 1, 2020, and will require significant changes to plan administration and recordkeeping.

The Coronavirus (COVID-19) outbreak in the United States has caused business disruption through mandated and voluntary closings of businesses in numerous industries. As of March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that included numerous employee benefit plan provisions to assist plan sponsors and participants.

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE A. Description of Plan (continued)

Amongst those changes referenced in the CARES Act, qualified participants are allowed to receive a coronavirus-related distribution of up to \$100,000 through December 31, 2020 without incurring a 10% early withdrawal penalty. The CARES Act allows participants to elect to have their coronavirus-related distribution ratably taxed over a three-year period, taxed in full in the year of the distribution, or avoid tax by repaying the distribution back to the Plan over a three-year period. It also waived the required minimum distribution requirements for the calendar year 2020 for employee benefit plans.

Section 2202 of the CARES Act allowed qualified participants to receive a coronavirus-related loan of the lesser of: 1) \$100,000 or 2) the participant's vested benefit under the Plan, for loans made from March 27, 2020 to September 22, 2020. If a loan was outstanding on or after March 27, 2020, and any repayment on the loan was due from March 27, 2020 to December 31, 2020, that due date may have been delayed under the Plan for up to one year. Any payments made after the suspension period should be adjusted to reflect the delay and any interest accrued during the delay.

Qualified participants are participants, their spouse, or their dependent, who experienced at least one of the following:

- A diagnosis of SARS-CoV-2 or COVID-19 by a CDC-approved test;
- Financial difficulties after being quarantined, furloughed, laid off, or given reduced work hours due to the disease;
- An inability to work due to lack of childcare due to the disease; or
- An inability to work due to the closing or reduced hours of a business owned or operated by the individual due to the disease.

On June 23, 2022, the Plan was amended to allow for hardship withdrawals of their individual account attributable to elective deferrals, matching contributions, and employer profit sharing contributions.

NOTE B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, except that benefits paid to Plan participants are recorded on a cash basis.

Cupersmith, Wilensky, Stempler & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS

CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE B. Summary of Significant Accounting Policies (continued)

Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Any adjustments applied to estimated amounts are recognized in the year in which such adjustments are determined.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See Note C 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.

Participant Loans Receivable

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 incurred. No allowance for credit losses has been recorded at December 31, 2022 and 2021.

Expenses

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

Payment of Benefits

Benefits are recorded when paid.

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE B. Summary of Significant Accounting Policies (continued)

Investments (Unaudited)

The Plan's investments were held in trust and administered by the trustees Mid Atlantic Trust Company for the years ended December 31, 2022 and 2021. All investment information disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the trustees.

Date Through Which Subsequent Events Evaluated

Subsequent events were evaluated through August 28, 2023 which is the date the financial statements were available to be issued.

NOTE C. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include

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

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

Level 3 Inputs to 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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CERTIFIED PUBLIC ACCOUNTANTS

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE C. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

2022				
Description	Fair Values	Fair Value Measurements		
		Level 1	Level 2	Level 3
Mutual funds	\$ 2,603,217	\$ 2,603,217	\$ -	\$ -
Money market	22,186	22,186	-	-
Total Investments at Fair Value	<u>\$ 2,625,403</u>	<u>\$ 2,625,403</u>	<u>\$ -</u>	<u>\$ -</u>

2021				
Description	Fair Values	Fair Value Measurements		
		Level 1	Level 2	Level 3
Mutual funds	\$ 2,753,925	\$ 2,753,925	\$ -	\$ -
Money market	10,395	10,395	-	-
Total Investments at Fair Value	<u>\$ 2,764,320</u>	<u>\$ 2,764,320</u>	<u>\$ -</u>	<u>\$ -</u>

NOTE D. Information Prepared and Certified by Mid Atlantic Trust Company

The following information included in the accompanying financial statements and ERISA required supplemental schedule was obtained by management from data that has been prepared and certified to as complete and accurate by Mid Atlantic Trust Company (the trustee of the Plan):

	2022	2021
Investments, at fair value:		
Mutual funds	\$ 2,603,217	\$ 2,753,925
Money market	22,186	10,395
Participants' loans receivable	167,964	133,778
Interest and dividend income	69,678	278,833
Net appreciation (depreciation) in fair value of investments	(597,627)	90,119

**CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

NOTE E. Related Party Transactions and Party-in-Interest Transactions

The Plan's investments are managed by Mid Atlantic Trust Company ("MATC"). MATC is the Trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. MATC charges the participant directly for any fees related to the securities in their account.

In addition, Mid Atlantic Trust Company ("MATC") may collect fees or other compensation from mutual fund service providers for services MATC provides to the funds and make distributions to the participants in accordance with the service agreement.

The Plan sponsor pays directly any other fees related to the Plan's operations.

NOTE F. Plan Termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions. Any unallocated assets of the Plan shall be allocated to participants accounts and distributed in such a manner as the Company may determine.

NOTE G. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore, believe that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2022 AND 2021

NOTE H. Risks and Uncertainties

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

During March 2020, a global pandemic was declared by the World Health Organization related to the rapidly growing outbreak of a novel strain of coronavirus (COVID-19). The pandemic has significantly impacted the economic conditions in the U.S. as federal, state and local governments react to the public health crisis, creating significant uncertainties in the U.S. economy. The Company was mandated by the Pennsylvania and New Jersey Governors to close their operating stores in March 2020 through the beginning of June 2020. As a result of these developments, the Company has experienced a material adverse impact on its revenues, results of operations, and cash flows. This situation is rapidly changing and additional impacts to the business may arise that we are not aware of currently. While the disruption is currently expected to be temporary, there is uncertainty around the duration. The ultimate impact of the pandemic on the Company's results of operations, financial position, liquidity or capital resources cannot be reasonably estimated at this time.

NOTE I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2022 and 2021 to Form 5500:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per financial statements	\$ 2,793,367	\$ 2,898,098
Adjustments and rounding	<u>-</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 2,793,367</u>	<u>\$ 2,898,098</u>

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SUPPLEMENTARY INFORMATION

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CHICKIE'S AND PETE'S, INC. 401(K) PROFIT SHARING PLAN AND TRUST
SCHEDULE I - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2022 AND 2021

EIN #23-2979978

Plan number 001

Form 5500 - Schedule H, Part IV, Line 4i

(b) Identity of Issuer	(c) Description	(e) Current value	
		2022	2021
Mid Atlantic Trust Company	American Funds EuroPacific Growth Fund Class R-6	\$ 12,224	\$ 10,518
Mid Atlantic Trust Company	DFA U.S. Targeted Value Portfolio Institutional Class	14,825	6,081
Mid Atlantic Trust Company	T. Rowe Price Blue Chip Growth Fund I Class	113,921	142,155
Mid Atlantic Trust Company	Vanguard 500 Index Fund Admiral Shares	111,946	109,859
Mid Atlantic Trust Company	Vanguard Developed Markets Index Fund Admiral Shares	8,053	7,416
Mid Atlantic Trust Company	Vanguard Emerging Market Stock Index Fund Admiral Shares	2,795	3,278
Mid Atlantic Trust Company	Vanguard Extended Market Index Fund Admiral Shares	13,247	13,425
Mid Atlantic Trust Company	Vanguard Federal Money Market Fund Investor Shares	22,186	10,395
Mid Atlantic Trust Company	Vanguard Growth Index Fund Admiral Shares	71,331	86,730
Mid Atlantic Trust Company	Vanguard Real Estate Index Fund Admiral Shares	38,248	44,960
Mid Atlantic Trust Company	Vanguard Short-Term Bond Index Fund Admiral Shares	3,399	3,250
Mid Atlantic Trust Company	Vanguard Target Retirement 2015 Fund Investor Shares	-	710
Mid Atlantic Trust Company	Vanguard Target Retirement 2020 Fund Investor Shares	48,760	47,773
Mid Atlantic Trust Company	Vanguard Target Retirement 2025 Fund Investor Shares	84,381	78,026
Mid Atlantic Trust Company	Vanguard Target Retirement 2030 Fund Investor Shares	23,130	58,153
Mid Atlantic Trust Company	Vanguard Target Retirement 2035 Fund Investor Shares	250,845	257,969
Mid Atlantic Trust Company	Vanguard Target Retirement 2040 Fund Investor Shares	350,724	342,935
Mid Atlantic Trust Company	Vanguard Target Retirement 2045 Fund Investor Shares	232,358	248,086
Mid Atlantic Trust Company	Vanguard Target Retirement 2050 Fund Investor Shares	380,695	412,499
Mid Atlantic Trust Company	Vanguard Target Retirement 2055 Fund Investor Shares	296,792	360,079
Mid Atlantic Trust Company	Vanguard Target Retirement 2060 Fund Investor Shares	246,870	221,362
Mid Atlantic Trust Company	Vanguard Target Retirement 2065 Fund Investor Shares	83,506	52,751
Mid Atlantic Trust Company	Vanguard Target Retirement Income Fund Investor Shares	15,521	8,714
Mid Atlantic Trust Company	Vanguard Total Bond Market Index Fund Admiral Shares	23,146	24,636
Mid Atlantic Trust Company	Vanguard Total International Index Fund Admiral Shares	754	419
Mid Atlantic Trust Company	Vanguard Total International Stock Index Fund Admiral Funds	3,919	4,195
Mid Atlantic Trust Company	Vanguard Total Stock Market Index Fund Admiral Shares	145,731	175,277
Mid Atlantic Trust Company	Vanguard Value Index Fund Admiral Shares	26,096	32,669
		<u>\$ 2,625,403</u>	<u>\$ 2,764,320</u>

See notes to financial statements.