

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2022

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.

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, 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: THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST
1b Three-digit plan number (PN): 001
1c Effective date of plan: 01/01/1987
2a Plan sponsor's name (employer, if for a single-employer plan): THE OCTOBER COMPANY, INC.
2b Employer Identification Number (EIN): 04-2946192
2c Plan Sponsor's telephone number: 413-527-7120
2d Business code (see instructions): 337000

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.

Table with 4 columns: SIGN HERE, Signature, Date, and Name. Rows for plan administrator, employer/plan sponsor, and DFE.

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

Form 5500 (2022) v. 220413

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	169
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits ..... <b>c</b> Other retired or separated participants entitled to future benefits..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> ..... <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	127
	<b>6a(2)</b>	132
	<b>6b</b>	5
	<b>6c</b>	28
	<b>6d</b>	165
	<b>6e</b>	0
	<b>6f</b>	165
	<b>6g</b>	165
<b>6h</b>	1	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2J		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> 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)

<p><b>a Pension Schedules</b></p> <p>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)</p> <p>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</p> <p>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</p>	<p><b>b General Schedules</b></p> <p>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)</p> <p>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)</p> <p>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)</p> <p>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)</p> <p>(5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)</p> <p>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)</p>
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**Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)**

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

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

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

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**11c** Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

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

<b>A</b> Name of plan <u>THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>THE OCTOBER COMPANY, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>04-2946192</u>	

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

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

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

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

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

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

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

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

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

WELLS FARGO

66 WEST STREET #4  
PITTSFIELD, MA 01201

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33 49 50 71 72	FINANCIAL ADVISOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	64563	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**Part I Service Provider Information (continued)**

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

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

**SCHEDULE H  
(Form 5500)**

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Financial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2022**

**This Form is Open to Public Inspection**

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

<b>A</b> Name of plan <b>THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST</b>	<b>B</b> Three-digit plan number (PN) ► <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>THE OCTOBER COMPANY, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>04-2946192</b>

**Part I Asset and Liability Statement**

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

<b>Assets</b>		<b>(a) Beginning of Year</b>	<b>(b) End of Year</b>
<b>a</b> Total noninterest-bearing cash.....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions.....	<b>1b(1)</b>	551084	612660
<b>(2)</b> Participant contributions.....	<b>1b(2)</b>	6485	5006
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....	<b>1c(1)</b>	454781	220267
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred.....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred.....	<b>1c(4)(A)</b>		
<b>(B)</b> Common.....	<b>1c(4)(B)</b>	5326990	4670887
<b>(5)</b> Partnership/joint venture interests.....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property).....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants).....	<b>1c(7)</b>		
<b>(8)</b> Participant loans.....	<b>1c(8)</b>		
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts.....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities.....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	14771716	10805770
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
<b>(15)</b> Other.....	<b>1c(15)</b>		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	21111056	16314590
<b>Liabilities</b>			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		0
k Total liabilities (add all amounts in lines 1g through 1j).....	1k		0
<b>Net Assets</b>			
l Net assets (subtract line 1k from line 1f).....	1l	21111056	16314590

**Part II Income and Expense Statement**

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

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	613850	
(B) Participants.....	2a(1)(B)	332529	
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		946379
<b>b Earnings on investments:</b>			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	2039	
(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)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		
(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)	251248	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	-3883802	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts .....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts .....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) .....	2b(10)		
<b>c</b> Other income .....	2c		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	2d		-2684136
<b>Expenses</b>			
<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	2047767	
(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)		2047767
<b>f</b> Corrective distributions (see instructions) .....	2f		
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	2g		
<b>h</b> Interest expense .....	2h		
<b>i</b> Administrative expenses: (1) Professional fees .....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees .....	2i(3)	64563	
(4) Other .....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		64563
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	2j		2112330
<b>Net Income and Reconciliation</b>			
<b>k</b> Net income (loss). Subtract line 2j from line 2d.....	2k		-4796466
<b>l</b> Transfers of assets:			
(1) To this plan .....	2l(1)		
(2) From this plan.....	2l(2)		

**Part III Accountant's Opinion**

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

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

- (1)  Unmodified (2)  Qualified (3)  Disclaimer (4)  Adverse

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

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

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

(1) Name: **CARON & BLETZER**

(2) EIN: **04-3499945**

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

	Yes	No	Amount
4a		X	

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

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

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

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

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

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2022</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

<b>A</b> Name of plan <u>THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>THE OCTOBER COMPANY, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>04-2946192</u>	

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions..... 

1	
---	--

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
EIN(s): 04-2892939

**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	
---	--

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

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

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

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	<b>6a</b>	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....	<b>6b</b>	
<b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	<b>6c</b>	

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? .....  Yes  No  N/A

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? .....  Yes  No  N/A

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

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....  Increase  Decrease  Both  No

<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....  Yes  No

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

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

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

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

**13** Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

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

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

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

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	<b>16b</b>	

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment .....

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

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .....

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
 0-3 years  3-6 years  6-9 years  9-12 years  12-15 years  15-18 years  18-21 years  21 years or more

**c** What duration measure was used to calculate line 19(b)?  
 Effective duration  Macaulay duration  Modified duration  Other (specify): \_\_\_\_\_

**20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

**a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero?  Yes  No

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

Yes.

No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

No. Other. Provide explanation \_\_\_\_\_

**THE OCTOBER COMPANY, INC.  
401(k) PLAN AND TRUST**

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**FINANCIAL STATEMENTS**

December 31, 2022 and 2021 and  
For the Year Ended December 31, 2022



***CARON & BLETZER, PLLC***

*Certified Public Accountants and Business Consultants*

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
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Certain supplemental schedules have been omitted because they are either not required or not applicable.



## Independent Auditor's Report

To the Plan Administrator of The October Company, Inc. 401(k) Plan and Trust:

### ***Opinion***

We have audited the financial statements of The October Company, Inc. 401(k) Plan and Trust ("the Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

### ***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 the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Responsibilities of Management for the Financial Statements***

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

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

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

In performing an audit in accordance with GAAS, we:

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

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

## ***Supplemental Schedules Required by ERISA***

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions for the year ended December 31, 2022, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2022, and Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting

and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

*Caron & Bleyer, PLLC*

Kingston, NH  
August 30, 2023

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2022 and 2021

	2022	2021
Investments, at fair value:		
Government bonds	\$ 247,552	\$ -
Exchange traded funds	2,896,871	3,660,096
Common stock	4,840,375	5,560,990
Mutual funds	7,712,126	11,332,401
Total investments (non-participant directed)	15,696,924	20,553,487
Receivables:		
Participant contributions	5,006	6,485
Employer contributions	612,660	551,084
Total receivables	617,666	557,569
Net assets available for benefits	\$ 16,314,590	\$ 21,111,056

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 For the year ended December 31, 2022

	2022
Additions (reductions):	
Investment income (loss):	
Net depreciation in fair value of investments	\$ (3,935,589)
Dividend and interest income	305,074
	(3,630,515)
Contributions:	
Participant contributions	332,529
Employer contributions	613,850
	946,379
Total net reductions	(2,684,136)
Deductions:	
Distributions to participants	2,047,767
Administrative expenses	64,563
Total deductions	2,112,330
Net decrease	(4,796,466)
Net assets available for benefits:	
Beginning of year	21,111,056
End of year	\$ 16,314,590

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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A. DESCRIPTION OF PLAN:

The following description of The October Company, Inc. 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of The October Company, Inc. and participating affiliates (collectively, the "Company") who have attained age 21 and completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Upon meeting eligibility requirements participants may contribute up to 100% of their plan compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations. Participants who are at least age 50 may make an additional pretax "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified plan ("rollover contributions"), subject to certain requirements.

The Company makes a safe harbor non-elective contribution equal to 3% of each eligible participant's compensation for the plan year. The Company may also make additional discretionary contributions to the Plan. Participants must be employed on the last day of the plan year in order to share in any discretionary contributions. For the year ended December 31, 2022, the Company made a discretionary contribution of 3%.

Participant Accounts

Each participant's account is credited or charged with contributions, investment income, and administrative expenses. Investment income, including realized and unrealized gains and losses, and expenses are allocated to participants' accounts based on the ratio of the participant's account balance to the total of all participants on at least an annual basis. The Company determines the investment allocation as investments are non-participant directed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in that portion of their account which represents their contributions, the Company's safe harbor contributions, and the income earned thereon. Participants become 100% vested in the Company's discretionary contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. Otherwise, a participant's interest in the Company's discretionary contributions and earnings thereon vests according to the following schedule:

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

<u>Completed Years of Service</u>	<u>Percent Vested</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay plan expenses, reduce company contributions, or may be allocated to participant accounts.

Distribution of Benefits

Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Distributions under the Plan may be made in lump sums, installment payments, or as an annuity.

A participant may also request a withdrawal upon attainment of age 59 1/2 or upon demonstration by the participant to the plan administrator that the participant is suffering from "hardship", as defined in the plan document. Participants may withdraw from their rollover account at any time.

Notes Receivable from Participants

Loans are not permitted under the Plan.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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 on the measurement date. 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.

Expenses of the Plan

Substantially all of the administrative expenses incurred by the Plan are paid by the Company. Investment fees incurred by the Plan are paid by the Plan. Expenses that are paid by the Company are excluded from these financial statements.

Payment of Benefits

Benefits are recorded when paid.

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 (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2022 and 2021.

*Mutual funds* – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common stocks, exchange traded funds, and US Government obligations* – Valued at the closing price reported on the active market on which the individual securities are traded.

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

Description:	2022			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 7,712,126	\$ 7,712,126	\$ -	\$ -
Common stock	4,840,375	4,840,375	-	-
Government bonds	247,552	247,552	-	-
Exchange traded funds	2,896,871	2,896,871	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 15,696,924</u>	<u>\$ 15,696,924</u>	<u>\$ -</u>	<u>\$ -</u>

Description:	2021			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 11,332,401	\$ 11,332,401	\$ -	\$ -
Common stock	5,560,990	5,560,990	-	-
Exchange traded funds	3,660,096	3,660,096	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 20,553,487</u>	<u>\$ 20,553,487</u>	<u>\$ -</u>	<u>\$ -</u>

D. PARTIES-IN-INTEREST:

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, the management of investments held by the custodians are considered party-in-interest transactions.

E. TAX STATUS:

The Internal Revenue Service (“IRS”) has determined and informed the sponsor of the volume submitter profit sharing plan document adopted by the Company by a letter dated March 31, 2014 that the volume submitter plan document and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified, and the related trust is tax-exempt.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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Effective July 22, 2022, the Company adopted a restated pre-approved plan document of FIS Business Systems LLC, and the IRS has determined and informed the sponsor of the pre-approved plan document by a letter dated June 30, 2020 that the prototype plan document is designed in accordance with applicable sections of the IRC.

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 if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

F. PLAN TERMINATION:

Although the Plan was established with the intention that it will continue indefinitely, the Company retains the right to discontinue its contributions at any time or to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their accounts.

G. RISKS AND UNCERTANTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Market risks include global events which could impact the value of investment securities. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value 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.

H. SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through August 30, 2023, the date these financial statements were available for issuance.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS  
 for the year ended December 31, 2022

Total that Constitute Nonexempt Prohibited Transactions

Plan Year	Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 4,249	\$ -	\$ 4,249	\$ -	\$ -

\* Indicates late participant loan repayments are included

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
EIN: 04-2946192  
Plan Number: 001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2022

(a)	(b)	(c)	(d)	(e)	
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value	
*	Vanguard European Stock Index Fund	Mutual fund	3,780	\$ 232,982	\$ 262,578
*	Vanguard Federal Money Market Fund	"	84,868	84,868	84,868
*	Vanguard Long-Term Invest Growth Fund	"	42,771	419,242	333,611
*	Vanguard Long-Term Treasury Fund	"	14,552	174,264	127,623
*	Vanguard Real Estate Index Fund	"	2,394	282,215	279,775
*	Vanguard Total Stock Market Index Fund	"	24,817	1,416,611	2,310,474
*	Vanguard 500 Index Fund	"	5,516	371,427	1,903,943
*	Goldman Sachs Financial Square Money Market	"	131,471	131,471	131,471
*	Tweedy Browne Value Fund	"	48,839	984,622	845,885
*	Fidelity OTC Portfolio	"	111,606	2,287,717	1,431,898
	Total mutual funds			6,385,419	7,712,126
	Activision Blizzard Income ATVI	Common stock	500	38,635	38,275
	Alphabet Inc Non Voting Cap Stk Cl C	"	1,000	62,521	88,730
	Altria Group Inc	"	1,000	19,920	45,710
	Amazon Com Inc	"	1,000	70,454	84,000
	American Electric Power Inc	"	1,000	24,920	94,950
	American Tower Corp	"	800	63,277	169,488
	Amgen Inc	"	500	56,944	131,320
	Apple Inc	"	1,600	62,527	207,888
	AT & T Inc	"	1,000	14,495	18,410
	Bank of America Corp	"	1,000	13,874	33,120
	Barrick Gold Corp	"	1,000	12,536	17,180
	Berkshire Hathaway Inc	"	1,250	52,061	386,125
	Bristol Myers Squibb Co	"	1,000	54,810	71,950
	Chevron Corporation	"	1,000	55,025	179,490
	Cisco Systems Inc	"	1,000	28,954	47,640
	Citigroup Inc New C	"	500	90,821	22,615
	CVS Health Corporation	"	800	48,722	74,552
	Draftkings Inc	"	800	37,729	9,112
	Elevance Health Inc	"	500	33,088	256,485
	Eli Lilly & Co	"	200	53,222	73,168
	Exxon Mobil Corp	"	1,000	73,275	110,300
	Gilead Sciences Inc. Gild	"	800	77,778	68,680
	Goldman Sachs Group Inc	"	100	28,213	34,338
	Halozyme Therapeutics Inc	"	1,000	12,763	56,900
	Intel Corp	"	500	14,554	13,215
	JP Morgan Chase & Co.	"	1,000	38,302	134,100
	Medtronic PLC	"	600	46,170	46,632
	Merck & Co Inc	"	1,000	52,229	110,950
	Meta Platforms Inc	"	200	22,271	24,068
	Microsoft Corp	"	1,000	27,718	239,820
	Morgan Stanley	"	600	28,090	51,012
	Newmont Goldcorp Corp	"	328	11,211	15,482
	Novartis Ag	"	1,000	63,643	90,720
	Palo Alto Networks	"	2,400	53,731	334,896
	PayPal Holdings Inc	"	1,000	37,460	71,220
	PepsiCo Incorporated	"	500	39,498	90,330
	Pfizer Incorporated	"	1,000	21,946	51,240
	Philip Morris International Inc	"	1,000	25,222	101,210
	Qualcomm Inc	"	800	109,939	87,952
	Raytheon Technologies Corp	"	400	24,840	40,368
	Roche Holdings LTD ADR	"	1,000	32,280	39,150
	Salesforce.com	"	600	81,313	79,554

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 December 31, 2022

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value
Shell PLC	"	1,000	59,370	56,950
Starbucks Corp	"	800	44,628	79,360
Stryker Corp	"	200	42,294	48,898
Thermo Fisher Scientific	"	800	39,899	440,552
Uber Technologies Inc	"	500	22,110	12,365
Union Pacific Corp	"	400	31,592	82,828
United Health Group Inc	"	150	36,128	79,527
Verizon Communications	"	1,500	53,992	59,100
Williams Companies Inc	"	1,000	38,140	32,900
Yamana Gold Inc	"	1,000	9,790	5,550
Total common stock			2,194,924	4,840,375
US Treasury Bill Due 03/02/23	Government bond	200,000	197,833	198,634
US Treasury Notes CPN 2.750% Due 02/15/24	"	250,000	48,829	48,918
Total government bonds			246,662	247,552
First TR NASDAQ	Exchange traded fund	500	25,895	19,355
Industrial Select ETF	"	1,200	30,449	117,852
Invesco QQQ TR ETF	"	610	28,420	162,431
Invesco S&P 500 Equal Weight Pure Growth	"	751	45,847	113,859
Invesco S&P Global Water Index	"	1,000	24,054	46,620
iShares ETF North American Tech Software	"	861	47,405	220,287
iShares ETF Russell 1000 Value	"	1,365	110,750	207,002
iShares ETF Russell 1000 Growth	"	1,694	105,510	362,923
iShares ETF Edge MSCI Momentum Factor ETF	"	400	35,905	58,372
iShares ETF 1-3 Yr Treasury Bond	"	648	54,793	52,598
iShares Core S&P Mid ETF	"	543	47,516	131,346
iShares Core S&P ETF Smallcap	"	1,370	50,925	129,657
iShares Edge MSCI ETF Min Vol USA	"	1,000	65,410	72,100
iShares TIP Bond ETF	"	653	61,699	69,505
SPDR DJ Wilshire ETF Intl Real Estate	"	1,111	39,647	29,741
SPDR Gold Trust ETF	"	250	19,780	42,410
SPDR S&P Biotech ETF	"	500	25,333	41,500
* Vanguard Dividend ETF Appreciation	"	1,247	50,299	189,357
* Vanguard Health Care ETF	"	848	52,873	210,347
* Vanguard High Dividend ETF Yield Index Fund	"	2,491	117,365	269,551
* Vanguard Index Fds ETF Real Estate Index Fund	"	658	36,822	54,272
* Vanguard Information ETF Technology	"	804	48,621	256,806
* Vanguard Intl Equity ETF Index FDS FTSE Emerging Mkts	"	1,000	40,670	38,980
Total exchange traded funds			1,165,988	2,896,871
Total investments			\$ 9,992,993	\$ 15,696,924

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

THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS  
 for the year ended December 31, 2022

(a) Identity of party involved	(b) Description of asset (Including Interest Rate and Maturity)	(c) Purchase Price	(d) Selling Price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain (loss)
<u>SERIES OF TRANSACTIONS:</u> Federal Money Market Fund	Mutual Fund	\$ 2,026,209	\$ 2,034,418	\$ 2,034,418	\$ 4,060,627	\$ -



**THE OCTOBER COMPANY, INC.  
401(k) PLAN AND TRUST**

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**FINANCIAL STATEMENTS**

December 31, 2022 and 2021 and  
For the Year Ended December 31, 2022



***CARON & BLETZER, PLLC***

*Certified Public Accountants and Business Consultants*

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
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Certain supplemental schedules have been omitted because they are either not required or not applicable.



## Independent Auditor's Report

To the Plan Administrator of The October Company, Inc. 401(k) Plan and Trust:

### ***Opinion***

We have audited the financial statements of The October Company, Inc. 401(k) Plan and Trust ("the Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

### ***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 the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Responsibilities of Management for the Financial Statements***

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

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

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

In performing an audit in accordance with GAAS, we:

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

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

## ***Supplemental Schedules Required by ERISA***

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions for the year ended December 31, 2022, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2022, and Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting

and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

*Caron & Bleyer, PLLC*

Kingston, NH  
August 30, 2023

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2022 and 2021

	2022	2021
Investments, at fair value:		
Government bonds	\$ 247,552	\$ -
Exchange traded funds	2,896,871	3,660,096
Common stock	4,840,375	5,560,990
Mutual funds	7,712,126	11,332,401
Total investments (non-participant directed)	15,696,924	20,553,487
Receivables:		
Participant contributions	5,006	6,485
Employer contributions	612,660	551,084
Total receivables	617,666	557,569
Net assets available for benefits	\$ 16,314,590	\$ 21,111,056

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
For the year ended December 31, 2022

	2022
Additions (reductions):	
Investment income (loss):	
Net depreciation in fair value of investments	\$ (3,935,589)
Dividend and interest income	305,074
	(3,630,515)
Contributions:	
Participant contributions	332,529
Employer contributions	613,850
	946,379
Total net reductions	(2,684,136)
Deductions:	
Distributions to participants	2,047,767
Administrative expenses	64,563
Total deductions	2,112,330
Net decrease	(4,796,466)
Net assets available for benefits:	
Beginning of year	21,111,056
End of year	\$ 16,314,590

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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A. DESCRIPTION OF PLAN:

The following description of The October Company, Inc. 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of The October Company, Inc. and participating affiliates (collectively, the "Company") who have attained age 21 and completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Upon meeting eligibility requirements participants may contribute up to 100% of their plan compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations. Participants who are at least age 50 may make an additional pretax "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified plan ("rollover contributions"), subject to certain requirements.

The Company makes a safe harbor non-elective contribution equal to 3% of each eligible participant's compensation for the plan year. The Company may also make additional discretionary contributions to the Plan. Participants must be employed on the last day of the plan year in order to share in any discretionary contributions. For the year ended December 31, 2022, the Company made a discretionary contribution of 3%.

Participant Accounts

Each participant's account is credited or charged with contributions, investment income, and administrative expenses. Investment income, including realized and unrealized gains and losses, and expenses are allocated to participants' accounts based on the ratio of the participant's account balance to the total of all participants on at least an annual basis. The Company determines the investment allocation as investments are non-participant directed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in that portion of their account which represents their contributions, the Company's safe harbor contributions, and the income earned thereon. Participants become 100% vested in the Company's discretionary contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. Otherwise, a participant's interest in the Company's discretionary contributions and earnings thereon vests according to the following schedule:

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

<u>Completed Years of Service</u>	<u>Percent Vested</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay plan expenses, reduce company contributions, or may be allocated to participant accounts.

Distribution of Benefits

Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Distributions under the Plan may be made in lump sums, installment payments, or as an annuity.

A participant may also request a withdrawal upon attainment of age 59 1/2 or upon demonstration by the participant to the plan administrator that the participant is suffering from "hardship", as defined in the plan document. Participants may withdraw from their rollover account at any time.

Notes Receivable from Participants

Loans are not permitted under the Plan.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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 on the measurement date. 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.

Expenses of the Plan

Substantially all of the administrative expenses incurred by the Plan are paid by the Company. Investment fees incurred by the Plan are paid by the Plan. Expenses that are paid by the Company are excluded from these financial statements.

Payment of Benefits

Benefits are recorded when paid.

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 (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2022 and 2021.

*Mutual funds* – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common stocks, exchange traded funds, and US Government obligations* – Valued at the closing price reported on the active market on which the individual securities are traded.

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

Description:	2022			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 7,712,126	\$ 7,712,126	\$ -	\$ -
Common stock	4,840,375	4,840,375	-	-
Government bonds	247,552	247,552	-	-
Exchange traded funds	2,896,871	2,896,871	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 15,696,924</u>	<u>\$ 15,696,924</u>	<u>\$ -</u>	<u>\$ -</u>

Description:	2021			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 11,332,401	\$ 11,332,401	\$ -	\$ -
Common stock	5,560,990	5,560,990	-	-
Exchange traded funds	3,660,096	3,660,096	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 20,553,487</u>	<u>\$ 20,553,487</u>	<u>\$ -</u>	<u>\$ -</u>

D. PARTIES-IN-INTEREST:

Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, the management of investments held by the custodians are considered party-in-interest transactions.

E. TAX STATUS:

The Internal Revenue Service ("IRS") has determined and informed the sponsor of the volume submitter profit sharing plan document adopted by the Company by a letter dated March 31, 2014 that the volume submitter plan document and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the opinion letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified, and the related trust is tax-exempt.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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Effective July 22, 2022, the Company adopted a restated pre-approved plan document of FIS Business Systems LLC, and the IRS has determined and informed the sponsor of the pre-approved plan document by a letter dated June 30, 2020 that the prototype plan document is designed in accordance with applicable sections of the IRC.

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 if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

F. PLAN TERMINATION:

Although the Plan was established with the intention that it will continue indefinitely, the Company retains the right to discontinue its contributions at any time or to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, all participants will become 100% vested in their accounts.

G. RISKS AND UNCERTANTIES:

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Market risks include global events which could impact the value of investment securities. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value 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.

H. SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through August 30, 2023, the date these financial statements were available for issuance.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS  
 for the year ended December 31, 2022

Total that Constitute Nonexempt Prohibited Transactions

Plan Year	Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 4,249	\$ -	\$ 4,249	\$ -	\$ -

\* Indicates late participant loan repayments are included

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
EIN: 04-2946192  
Plan Number: 001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2022

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value
* Vanguard European Stock Index Fund	Mutual fund	3,780	\$ 232,982	\$ 262,578
* Vanguard Federal Money Market Fund	"	84,868	84,868	84,868
* Vanguard Long-Term Invest Growth Fund	"	42,771	419,242	333,611
* Vanguard Long-Term Treasury Fund	"	14,552	174,264	127,623
* Vanguard Real Estate Index Fund	"	2,394	282,215	279,775
* Vanguard Total Stock Market Index Fund	"	24,817	1,416,611	2,310,474
* Vanguard 500 Index Fund	"	5,516	371,427	1,903,943
* Goldman Sachs Financial Square Money Market	"	131,471	131,471	131,471
* Tweedy Browne Value Fund	"	48,839	984,622	845,885
* Fidelity OTC Portfolio	"	111,606	2,287,717	1,431,898
Total mutual funds			6,385,419	7,712,126
Activision Blizzard Income ATVI	Common stock	500	38,635	38,275
Alphabet Inc Non Voting Cap Stk Cl C	"	1,000	62,521	88,730
Altria Group Inc	"	1,000	19,920	45,710
Amazon Com Inc	"	1,000	70,454	84,000
American Electric Power Inc	"	1,000	24,920	94,950
American Tower Corp	"	800	63,277	169,488
Amgen Inc	"	500	56,944	131,320
Apple Inc	"	1,600	62,527	207,888
AT & T Inc	"	1,000	14,495	18,410
Bank of America Corp	"	1,000	13,874	33,120
Barrick Gold Corp	"	1,000	12,536	17,180
Berkshire Hathaway Inc	"	1,250	52,061	386,125
Bristol Myers Squibb Co	"	1,000	54,810	71,950
Chevron Corporation	"	1,000	55,025	179,490
Cisco Systems Inc	"	1,000	28,954	47,640
Citigroup Inc New C	"	500	90,821	22,615
CVS Health Corporation	"	800	48,722	74,552
Draftkings Inc	"	800	37,729	9,112
Elevance Health Inc	"	500	33,088	256,485
Eli Lilly & Co	"	200	53,222	73,168
Exxon Mobil Corp	"	1,000	73,275	110,300
Gilead Sciences Inc. Gild	"	800	77,778	68,680
Goldman Sachs Group Inc	"	100	28,213	34,338
Halozyme Therapeutics Inc	"	1,000	12,763	56,900
Intel Corp	"	500	14,554	13,215
JP Morgan Chase & Co.	"	1,000	38,302	134,100
Medtronic PLC	"	600	46,170	46,632
Merck & Co Inc	"	1,000	52,229	110,950
Meta Platforms Inc	"	200	22,271	24,068
Microsoft Corp	"	1,000	27,718	239,820
Morgan Stanley	"	600	28,090	51,012
Newmont Goldcorp Corp	"	328	11,211	15,482
Novartis Ag	"	1,000	63,643	90,720
Palo Alto Networks	"	2,400	53,731	334,896
PayPal Holdings Inc	"	1,000	37,460	71,220
PepsiCo Incorporated	"	500	39,498	90,330
Pfizer Incorporated	"	1,000	21,946	51,240
Philip Morris International Inc	"	1,000	25,222	101,210
Qualcomm Inc	"	800	109,939	87,952
Raytheon Technologies Corp	"	400	24,840	40,368
Roche Holdings LTD ADR	"	1,000	32,280	39,150
Salesforce.com	"	600	81,313	79,554

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 December 31, 2022

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value
Shell PLC	"	1,000	59,370	56,950
Starbucks Corp	"	800	44,628	79,360
Stryker Corp	"	200	42,294	48,898
Thermo Fisher Scientific	"	800	39,899	440,552
Uber Technologies Inc	"	500	22,110	12,365
Union Pacific Corp	"	400	31,592	82,828
United Health Group Inc	"	150	36,128	79,527
Verizon Communications	"	1,500	53,992	59,100
Williams Companies Inc	"	1,000	38,140	32,900
Yamana Gold Inc	"	1,000	9,790	5,550
Total common stock			<u>2,194,924</u>	<u>4,840,375</u>
US Treasury Bill Due 03/02/23	Government bond	200,000	197,833	198,634
US Treasury Notes CPN 2.750% Due 02/15/24	"	250,000	48,829	48,918
Total government bonds			<u>246,662</u>	<u>247,552</u>
First TR NASDAQ	Exchange traded fund	500	25,895	19,355
Industrial Select ETF	"	1,200	30,449	117,852
Invesco QQQ TR ETF	"	610	28,420	162,431
Invesco S&P 500 Equal Weight Pure Growth	"	751	45,847	113,859
Invesco S&P Global Water Index	"	1,000	24,054	46,620
iShares ETF North American Tech Software	"	861	47,405	220,287
iShares ETF Russell 1000 Value	"	1,365	110,750	207,002
iShares ETF Russell 1000 Growth	"	1,694	105,510	362,923
iShares ETF Edge MSCI Momentum Factor ETF	"	400	35,905	58,372
iShares ETF 1-3 Yr Treasury Bond	"	648	54,793	52,598
iShares Core S&P Mid ETF	"	543	47,516	131,346
iShares Core S&P ETF Smallcap	"	1,370	50,925	129,657
iShares Edge MSCI ETF Min Vol USA	"	1,000	65,410	72,100
iShares TIP Bond ETF	"	653	61,699	69,505
SPDR DJ Wilshire ETF Intl Real Estate	"	1,111	39,647	29,741
SPDR Gold Trust ETF	"	250	19,780	42,410
SPDR S&P Biotech ETF	"	500	25,333	41,500
* Vanguard Dividend ETF Appreciation	"	1,247	50,299	189,357
* Vanguard Health Care ETF	"	848	52,873	210,347
* Vanguard High Dividend ETF Yield Index Fund	"	2,491	117,365	269,551
* Vanguard Index Fds ETF Real Estate Index Fund	"	658	36,822	54,272
* Vanguard Information ETF Technology	"	804	48,621	256,806
* Vanguard Intl Equity ETF Index FDS FTSE Emerging Mkts	"	1,000	40,670	38,980
Total exchange traded funds			<u>1,165,988</u>	<u>2,896,871</u>
Total investments			<u>\$ 9,992,993</u>	<u>\$ 15,696,924</u>

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

THE OCTOBER COMPANY, INC. 401(K) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS  
 for the year ended December 31, 2022

(a) Identity of party involved	(b) Description of asset (Including Interest Rate and Maturity)	(c) Purchase Price	(d) Selling Price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain (loss)
<u>SERIES OF TRANSACTIONS:</u> Federal Money Market Fund	Mutual Fund	\$ 2,026,209	\$ 2,034,418	\$ 2,034,418	\$ 4,060,627	\$ -



**THE OCTOBER COMPANY, INC.  
401(k) PLAN AND TRUST**

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**FINANCIAL STATEMENTS**

December 31, 2022 and 2021 and  
For the Year Ended December 31, 2022



***CARON & BLETZER, PLLC***

*Certified Public Accountants and Business Consultants*

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
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Certain supplemental schedules have been omitted because they are either not required or not applicable.



## Independent Auditor's Report

To the Plan Administrator of The October Company, Inc. 401(k) Plan and Trust:

### ***Opinion***

We have audited the financial statements of The October Company, Inc. 401(k) Plan and Trust ("the Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

### ***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 the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Responsibilities of Management for the Financial Statements***

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

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

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

In performing an audit in accordance with GAAS, we:

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

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

## ***Supplemental Schedules Required by ERISA***

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions for the year ended December 31, 2022, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2022, and Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting

and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

*Caron & Bleyer, PLLC*

Kingston, NH  
August 30, 2023

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 December 31, 2022 and 2021

	2022	2021
Investments, at fair value:		
Government bonds	\$ 247,552	\$ -
Exchange traded funds	2,896,871	3,660,096
Common stock	4,840,375	5,560,990
Mutual funds	7,712,126	11,332,401
Total investments (non-participant directed)	15,696,924	20,553,487
Receivables:		
Participant contributions	5,006	6,485
Employer contributions	612,660	551,084
Total receivables	617,666	557,569
Net assets available for benefits	\$ 16,314,590	\$ 21,111,056

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 For the year ended December 31, 2022

	2022
Additions (reductions):	
Investment income (loss):	
Net depreciation in fair value of investments	\$ (3,935,589)
Dividend and interest income	305,074
	(3,630,515)
Contributions:	
Participant contributions	332,529
Employer contributions	613,850
	946,379
Total net reductions	(2,684,136)
Deductions:	
Distributions to participants	2,047,767
Administrative expenses	64,563
Total deductions	2,112,330
Net decrease	(4,796,466)
Net assets available for benefits:	
Beginning of year	21,111,056
End of year	\$ 16,314,590

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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A. DESCRIPTION OF PLAN:

The following description of The October Company, Inc. 401(k) Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of The October Company, Inc. and participating affiliates (collectively, the "Company") who have attained age 21 and completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Contributions

Upon meeting eligibility requirements participants may contribute up to 100% of their plan compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations. Participants who are at least age 50 may make an additional pretax "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified plan ("rollover contributions"), subject to certain requirements.

The Company makes a safe harbor non-elective contribution equal to 3% of each eligible participant's compensation for the plan year. The Company may also make additional discretionary contributions to the Plan. Participants must be employed on the last day of the plan year in order to share in any discretionary contributions. For the year ended December 31, 2022, the Company made a discretionary contribution of 3%.

Participant Accounts

Each participant's account is credited or charged with contributions, investment income, and administrative expenses. Investment income, including realized and unrealized gains and losses, and expenses are allocated to participants' accounts based on the ratio of the participant's account balance to the total of all participants on at least an annual basis. The Company determines the investment allocation as investments are non-participant directed. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are fully vested in that portion of their account which represents their contributions, the Company's safe harbor contributions, and the income earned thereon. Participants become 100% vested in the Company's discretionary contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. Otherwise, a participant's interest in the Company's discretionary contributions and earnings thereon vests according to the following schedule:

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

<u>Completed Years of Service</u>	<u>Percent Vested</u>
1 year	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years	100%

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay plan expenses, reduce company contributions, or may be allocated to participant accounts.

Distribution of Benefits

Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Distributions under the Plan may be made in lump sums, installment payments, or as an annuity.

A participant may also request a withdrawal upon attainment of age 59 1/2 or upon demonstration by the participant to the plan administrator that the participant is suffering from "hardship", as defined in the plan document. Participants may withdraw from their rollover account at any time.

Notes Receivable from Participants

Loans are not permitted under the Plan.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

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

Use of Estimates

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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 on the measurement date. 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.

Expenses of the Plan

Substantially all of the administrative expenses incurred by the Plan are paid by the Company. Investment fees incurred by the Plan are paid by the Plan. Expenses that are paid by the Company are excluded from these financial statements.

Payment of Benefits

Benefits are recorded when paid.

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 (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2022 and 2021.

*Mutual funds* – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common stocks, exchange traded funds, and US Government obligations* – Valued at the closing price reported on the active market on which the individual securities are traded.

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

Description:	2022			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 7,712,126	\$ 7,712,126	\$ -	\$ -
Common stock	4,840,375	4,840,375	-	-
Government bonds	247,552	247,552	-	-
Exchange traded funds	2,896,871	2,896,871	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 15,696,924</u>	<u>\$ 15,696,924</u>	<u>\$ -</u>	<u>\$ -</u>

Description:	2021			
	Total	Level 1	Level 2	Level 3
Mutual funds	\$ 11,332,401	\$ 11,332,401	\$ -	\$ -
Common stock	5,560,990	5,560,990	-	-
Exchange traded funds	3,660,096	3,660,096	-	-
Total investments in the fair value hierarchy (non-participant directed)	<u>\$ 20,553,487</u>	<u>\$ 20,553,487</u>	<u>\$ -</u>	<u>\$ -</u>

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Section 3(14) of ERISA defines a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. Accordingly, the management of investments held by the custodians are considered party-in-interest transactions.

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THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
NOTES TO FINANCIAL STATEMENTS

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H. SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through August 30, 2023, the date these financial statements were available for issuance.

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
 EIN: 04-2946192  
 Plan Number: 001

SCHEDULE H, LINE 4(a) – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS  
 for the year ended December 31, 2022

Total that Constitute Nonexempt Prohibited Transactions

Plan Year	Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2021	\$ 4,249	\$ -	\$ 4,249	\$ -	\$ -

\* Indicates late participant loan repayments are included

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
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SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2022

(a)	(b)	(c)	(d)	(e)	
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value	
*	Vanguard European Stock Index Fund	Mutual fund	3,780	\$ 232,982	\$ 262,578
*	Vanguard Federal Money Market Fund	"	84,868	84,868	84,868
*	Vanguard Long-Term Invest Growth Fund	"	42,771	419,242	333,611
*	Vanguard Long-Term Treasury Fund	"	14,552	174,264	127,623
*	Vanguard Real Estate Index Fund	"	2,394	282,215	279,775
*	Vanguard Total Stock Market Index Fund	"	24,817	1,416,611	2,310,474
*	Vanguard 500 Index Fund	"	5,516	371,427	1,903,943
*	Goldman Sachs Financial Square Money Market	"	131,471	131,471	131,471
*	Tweedy Browne Value Fund	"	48,839	984,622	845,885
*	Fidelity OTC Portfolio	"	111,606	2,287,717	1,431,898
	Total mutual funds			6,385,419	7,712,126
	Activision Blizzard Income ATVI	Common stock	500	38,635	38,275
	Alphabet Inc Non Voting Cap Stk Cl C	"	1,000	62,521	88,730
	Altria Group Inc	"	1,000	19,920	45,710
	Amazon Com Inc	"	1,000	70,454	84,000
	American Electric Power Inc	"	1,000	24,920	94,950
	American Tower Corp	"	800	63,277	169,488
	Amgen Inc	"	500	56,944	131,320
	Apple Inc	"	1,600	62,527	207,888
	AT & T Inc	"	1,000	14,495	18,410
	Bank of America Corp	"	1,000	13,874	33,120
	Barrick Gold Corp	"	1,000	12,536	17,180
	Berkshire Hathaway Inc	"	1,250	52,061	386,125
	Bristol Myers Squibb Co	"	1,000	54,810	71,950
	Chevron Corporation	"	1,000	55,025	179,490
	Cisco Systems Inc	"	1,000	28,954	47,640
	Citigroup Inc New C	"	500	90,821	22,615
	CVS Health Corporation	"	800	48,722	74,552
	Draftkings Inc	"	800	37,729	9,112
	Elevance Health Inc	"	500	33,088	256,485
	Eli Lilly & Co	"	200	53,222	73,168
	Exxon Mobil Corp	"	1,000	73,275	110,300
	Gilead Sciences Inc. Gild	"	800	77,778	68,680
	Goldman Sachs Group Inc	"	100	28,213	34,338
	Halozyme Therapeutics Inc	"	1,000	12,763	56,900
	Intel Corp	"	500	14,554	13,215
	JP Morgan Chase & Co.	"	1,000	38,302	134,100
	Medtronic PLC	"	600	46,170	46,632
	Merck & Co Inc	"	1,000	52,229	110,950
	Meta Platforms Inc	"	200	22,271	24,068
	Microsoft Corp	"	1,000	27,718	239,820
	Morgan Stanley	"	600	28,090	51,012
	Newmont Goldcorp Corp	"	328	11,211	15,482
	Novartis Ag	"	1,000	63,643	90,720
	Palo Alto Networks	"	2,400	53,731	334,896
	PayPal Holdings Inc	"	1,000	37,460	71,220
	PepsiCo Incorporated	"	500	39,498	90,330
	Pfizer Incorporated	"	1,000	21,946	51,240
	Philip Morris International Inc	"	1,000	25,222	101,210
	Qualcomm Inc	"	800	109,939	87,952
	Raytheon Technologies Corp	"	400	24,840	40,368
	Roche Holdings LTD ADR	"	1,000	32,280	39,150
	Salesforce.com	"	600	81,313	79,554

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SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 December 31, 2022

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Shares	Cost	Current value
Shell PLC	"	1,000	59,370	56,950
Starbucks Corp	"	800	44,628	79,360
Stryker Corp	"	200	42,294	48,898
Thermo Fisher Scientific	"	800	39,899	440,552
Uber Technologies Inc	"	500	22,110	12,365
Union Pacific Corp	"	400	31,592	82,828
United Health Group Inc	"	150	36,128	79,527
Verizon Communications	"	1,500	53,992	59,100
Williams Companies Inc	"	1,000	38,140	32,900
Yamana Gold Inc	"	1,000	9,790	5,550
Total common stock			<u>2,194,924</u>	<u>4,840,375</u>
US Treasury Bill Due 03/02/23	Government bond	200,000	197,833	198,634
US Treasury Notes CPN 2.750% Due 02/15/24	"	250,000	48,829	48,918
Total government bonds			<u>246,662</u>	<u>247,552</u>
First TR NASDAQ	Exchange traded fund	500	25,895	19,355
Industrial Select ETF	"	1,200	30,449	117,852
Invesco QQQ TR ETF	"	610	28,420	162,431
Invesco S&P 500 Equal Weight Pure Growth	"	751	45,847	113,859
Invesco S&P Global Water Index	"	1,000	24,054	46,620
iShares ETF North American Tech Software	"	861	47,405	220,287
iShares ETF Russell 1000 Value	"	1,365	110,750	207,002
iShares ETF Russell 1000 Growth	"	1,694	105,510	362,923
iShares ETF Edge MSCI Momentum Factor ETF	"	400	35,905	58,372
iShares ETF 1-3 Yr Treasury Bond	"	648	54,793	52,598
iShares Core S&P Mid ETF	"	543	47,516	131,346
iShares Core S&P ETF Smallcap	"	1,370	50,925	129,657
iShares Edge MSCI ETF Min Vol USA	"	1,000	65,410	72,100
iShares TIP Bond ETF	"	653	61,699	69,505
SPDR DJ Wilshire ETF Intl Real Estate	"	1,111	39,647	29,741
SPDR Gold Trust ETF	"	250	19,780	42,410
SPDR S&P Biotech ETF	"	500	25,333	41,500
* Vanguard Dividend ETF Appreciation	"	1,247	50,299	189,357
* Vanguard Health Care ETF	"	848	52,873	210,347
* Vanguard High Dividend ETF Yield Index Fund	"	2,491	117,365	269,551
* Vanguard Index Fds ETF Real Estate Index Fund	"	658	36,822	54,272
* Vanguard Information ETF Technology	"	804	48,621	256,806
* Vanguard Intl Equity ETF Index FDS FTSE Emerging Mkts	"	1,000	40,670	38,980
Total exchange traded funds			<u>1,165,988</u>	<u>2,896,871</u>
Total investments			<u>\$ 9,992,993</u>	<u>\$ 15,696,924</u>

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

THE OCTOBER COMPANY, INC. 401(k) PLAN AND TRUST  
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SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS  
 for the year ended December 31, 2022

(a) Identity of party involved	(b) Description of asset (Including Interest Rate and Maturity)	(c) Purchase Price	(d) Selling Price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain (loss)
<u>SERIES OF TRANSACTIONS:</u> Federal Money Market Fund	Mutual Fund	\$ 2,026,209	\$ 2,034,418	\$ 2,034,418	\$ 4,060,627	\$ -

