Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] 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
RPM PIZZA, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1988

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
RPM PIZZA, LLC

15384 5TH STREET
GULFPORT, MS 39503

2b Employer Identification Number (EIN)
72-1342278

2c Plan Sponsor's telephone number
228-832-4000

2d Business code (see instructions)
722300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2023	JEANNE QUESENBERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	1749
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	1669
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1398
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	77
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1477
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	6
f Total. Add lines **6d** and **6e**	**6f**	1483
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	337
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2022** **This Form is Open to Public Inspection.**

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

A Name of plan	**B** Three-digit plan number (PN) ▶
RPM PIZZA, LLC 401(K) PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
RPM PIZZA, LLC	72-1342278

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

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

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

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

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

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

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

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

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

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

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

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

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)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 71 72	RECORDKEEPER	14441	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2022

This Form is Open to Public Inspection

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

A Name of plan
RPM PIZZA, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RPM PIZZA, LLC

D Employer Identification Number (EIN)
72-1342278

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1100	969
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	548364	502741
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	656678	589872
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13723015	11343442
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	3149204	1785270
(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	18078361	14222294
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18078361	14222294

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	461965	
(B) Participants	2a(1)(B)	1041026	
(C) Others (including rollovers)	2a(1)(C)	6831	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1509822
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5066	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	33778	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		38844
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	25072	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	612386	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		637458
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3463572	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3936767	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-473195
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-726297	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-726297

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		-3035595
c Other income	2c		149319
d Total income. Add all **income** amounts in column (b) and enter total	2d		-1899644
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1936132	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1936132
f Corrective distributions (see instructions)	2f		516
g Certain deemed distributions of participant loans (see instructions)	2g		3383
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	16392	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		16392
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1956423
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-3856067
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [X] 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) [X] 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: PILTZ, WILLIAMS, LAROSA AND COMPANY **(2)** EIN: 64-0767134

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:

		Yes	No	Amount
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.)	4a		X	

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2022

This Form is Open to Public Inspection.

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

A Name of plan
RPM PIZZA, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RPM PIZZA, LLC

D Employer Identification Number (EIN)
72-1342278

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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): 94-1687665

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

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

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

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

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

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_____

Financial Statements

RPM Pizza, LLC
401(k) Plan

December 31, 2022 and 2021

PILTZ, WILLIAMS, LAROSA & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS
A Professional Association

Financial Statements

RPM Pizza, LLC
401(k) Plan

December 31, 2022 and 2021

RPM Pizza, LLC
401(k) Plan

Financial Statements

December 31, 2022 and 2021

Contents

	Page
Independent Auditors' Report	1-4
Statements of Net Assets Available for Benefits	5
Statements of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7-13
Supplemental Information:	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	14-15

PILTZ, WILLIAMS, LAROSA & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
A Professional Association

MEMBERS
American Institute of CPAs
AICPA Private Companies Practice Section
AICPA Governmental Audit Quality Center
AICPA Center for Audit Quality
AICPA Employee Benefit Plan Audit Quality Center
Mississippi Society of CPAs

Eric B. Bland, CPA
David C. Neumann, CPA
Mildrey Egües-Strickland, CPA
Elsé A. Marie, CPA
Jordan R. Church, CPA

Gerald Piltz, CPA (1925-2013)
Stanford A. Williams, Jr., CPA (1935-2017)
Sam J. LaRosa, Jr., CPA (Retired)
William S. Thompson, CPA (Retired)
Gene M. Clark, Jr., CPA (1942-2022)
Darrell L. Galey, CPA (Retired)
Margaret D. Closson, CPA (Retired)
Stephen P. Theobald, CPA
Michael D. O'Neill, CPA

Independent Auditors' Report

To the Plan Administrator
RPM Pizza, LLC 401(k) Plan
Gulfport, Mississippi

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note C to the financial statements, is complete and accurate.

Opinion

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

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about RPM Pizza, LLC 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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 RPM Pizza, LLC 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about RPM Pizza, LLC 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2022 is presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental

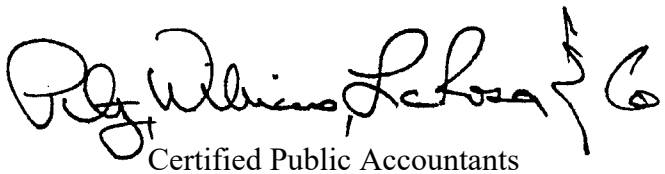
schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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



Certified Public Accountants

Biloxi, Mississippi
September 20, 2023

RPM Pizza, LLC
401(k) Plan
Statements of Net Assets Available for Benefits

	December 31,	
Assets	**2022**	2021
Cash	**$ 13,471**	$ 83,199
Investments		
Participant-directed investment accounts, at fair value	**13,610,069**	17,329,475
Forfeiture asset holding account, at fair value	**6,210**	6,418
Total investments	**13,616,279**	17,335,893
Receivables		
Notes receivable from participants	**606,594**	670,016
Employer's contributions	**137**	-
Participants' contributions	**144**	-
Accrued income	**2,754**	3
Total receivables	**609,629**	670,019
Net assets available for benefits	**$ 14,239,379**	$ 18,089,111

See accompanying notes.

RPM Pizza, LLC
401(k) Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2022	2021
Additions to net assets		
Investment income:		
Interest and dividends	**$ 680,308**	$ 486,053
Net change in fair value of investments	**(4,235,087)**	2,277,191
Total investment income (loss)	**(3,554,779)**	2,763,244
Contributions:		
Employer's	**462,102**	449,553
Participants'	**1,041,170**	1,064,241
Participants' rollovers	**6,831**	-
Total contributions	**1,510,103**	1,513,794
Total additions	**(2,044,676)**	4,277,038
Deductions from net assets		
Distributions paid to participants	**1,790,618**	1,961,915
Recordkeeping fees	**14,438**	14,449
Total deductions	**1,805,056**	1,976,364
Net increase (decrease) in Plan assets	**(3,849,732)**	2,300,674
Net assets available for benefits, beginning of year	**18,089,111**	15,788,437
Net assets available for benefits, end of year	**$ 14,239,379**	$ 18,089,111

See accompanying notes.

Note A – Description of Plan

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

General – The Plan is a defined contribution profit-sharing plan covering substantially all employees (Team Members) of the Company and its affiliates who are age 21 or older, worked for the Company or its affiliates for at least one year and worked at least 1,000 hours in a year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Board of Directors oversees governance of the Plan. The Plan's Investment Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance, and reports to the Company's Board of Directors.

Contributions – Each year, participants may contribute up to 25% of pretax eligible compensation as defined in the Plan, subject to Internal Revenue Code limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, common stock, and money markets as investment options for participants. The Company makes a matching contribution equal to 100% of the first 3% of the participant's plan compensation contributed as elective deferral contributions and 50% of the next 2% of the participant's plan compensation contributed as elective deferral contributions. The Company may contribute a matching contribution equal to 25% of the first 6% of the participant's plan. Matching contributions are based on the participant's plan compensation contributed each payroll period. The matching contribution is invested as the participant directs.

Participant accounts – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting – Participants are immediately vested in their contributions and employer matching contributions and vest in any additional employer discretionary or profit sharing contributions according to a vesting schedule, with full vesting occurring after six years.

Payment of benefits – Upon retirement, termination of employment with the Company, or death, participants or their beneficiaries receive the vested balance of their accounts in either a series of monthly payments or a lump sum payment. A participant may withdraw a portion of his account in the event of financial hardship, as defined in the Plan.

Notes receivable from participants – Participants may borrow from their accounts a minimum of $1,000 up to a maximum of $50,000 or fifty percent (50%) of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 4.25% to 9.00%. Principal and interest is paid ratably through biweekly payroll deduction.

Forfeited accounts – At December 31, 2022 and 2021, forfeited non-vested accounts totaled $6,210 and $6,418, respectively. During 2022 and 2021, $1,940 and $18,384, respectively, was used to fund employer match.

Note B – Summary of Accounting Policies

Basis of accounting – The financial statements of the Plan are prepared using the accrual basis of accounting.

Investment valuation and income recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2022 and 2021, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Payment of benefits – Benefits are recorded when paid.

Administrative expenses – Certain expenses of maintaining the Plan are paid by the Company and are therefore excluded from these financial statements. Investment-related expenses are included in net appreciation in fair value of investments. Fees for distributions to participants and fees for the administration of notes receivable from participants are also included in administrative expenses and charged directly to the associated participants' accounts.

Use of estimates – The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Note C – Participants' Investments Held by Bank of America, N.A.

Upon investment in the Plan, a participant may direct both employer and employee contributions into any of the investment options listed below. The following information has been certified by Bank of America, N.A. as of December 31, 2022 and 2021:

	December 31, 2022	December 31, 2021
Participant-directed investment accounts held by Bank of America, N.A.		
Registered investment companies:		
Allspring Core Plus Bond Fund Class A	**$ 74,989**	$ -
Allspring Core Plus Bond Fund Class A GM	**691,959**	-
Allspring Special Mid Cap Value Fund Class R6	**-**	43,664
American Century Emerging Markets Fund A Class	**38,734**	-
American Century Emerging Markets Fund A Class GM	**230,204**	-
American Century Emerging Markets Fund Class R6	**-**	25,599
American Mutual Fund Class R-6	**-**	123,624
BlackRock Inflation Protected Bond Portfolio Fund Class K	**-**	97,350
BlackRock LifePath Index 2025 Fund K	**-**	2,161,290
BlackRock LifePath Index 2030 Fund K	**-**	3,099,228
BlackRock LifePath Index 2035 Fund K	**-**	1,812,027
BlackRock LifePath Index 2040 Fund K	**-**	590,871
BlackRock LifePath Index 2045 Fund K	**-**	1,094,419
BlackRock LifePath Index 2050 Fund K	**-**	1,052,818
BlackRock LifePath Index 2055 Fund K	**-**	906,441
BlackRock LifePath Index 2060 Fund K	**5,895**	402,958
BlackRock LifePath Index Retirement Fund K	**-**	603,901
BlackRock Liquidity Funds Fed Fund Class Institutional	**481,357**	457,255
BlackRock Strategic Global Bond Fund, Inc. Investor A Shares	**2,283**	-
BlackRock Strategic Global Bond Fund, Inc. Investor A Shares GM	**133,897**	-
DWS Enhanced Commodity Strategy Fund Class A	**55,640**	-
DWS Enhanced Commodity Strategy Fund Class R6	**-**	18,941
Eaton Vance High Income Opportunities Fund Class A	**40,351**	-
Eaton Vance High Income Opportunities Fund Class A GM	**151,174**	-
First Eagle Global Fund Class A	**4,384**	-
First Eagle Global Fund Class A GM	**130,720**	-
First Eagle Overseas Fund Class A	**55,189**	-
First Eagle Overseas Fund Class A GM	**626,694**	-
Franklin Equity Income Fund Class A	**127,813**	-
Franklin Equity Income Fund Class A GM	**1,257,730**	-
Franklin Small Cap Growth Fund II Class R6	**-**	322,596
Invesco Discovery Fund Class A	**238,243**	-
Invesco Discovery Fund Class A GM	**304,936**	-
Invesco Global Fund Class A	**69,448**	-
Invesco Global Fund Class A	**872,392**	-
Invesco Global Fund Class R6	**-**	109,044
Invesco Real Estate Fund Class A	**66,769**	-
Invesco Real Estate Fund Class A GM	**504,784**	-
Invesco Real Estate Fund Class R6	**-**	62,395
iShares MSCI Total International Index Fund Class K	**115,843**	22,255
iShares Russell 2000 Small Cap Index Fund Class K	**56,272**	34,135
iShares Russell Mid-Cap Index Fund Class K	**122,867**	76,032
iShares S&P 500 Index Fund Class K	**317,368**	210,387

iShares U.S. Aggregate Bond Index Fund Class K	**195,081**	134,778
JPMorgan Government Bond Fund Class R6	**-**	46,888
JPMorgan US Equity Fund Class R6	**-**	284,551
MainStay Income Builder Fund Class R6	**-**	46,982
MFS Conservative Allocation R4	**290**	532
MFS Corporate Bond Fund Class A	**14,916**	-
MFS Corporate Bond Fund Class R6	**-**	5,889
MFS Growth Allocation Fund Class R4	**284**	-
MFS Growth Fund Class A	**15,245**	-
MFS Growth Fund Class A GM	**1,166,263**	-
MFS Growth Fund Class R6	**-**	32,542
Neuberger Berman Mid Cap Growth Fund Class A	**105,597**	-
Neuberger Berman Mid Cap Growth Fund Class R6	**-**	114,760
PGIM Global Total Return Fund Class R6	**-**	1,468
PGIM High Yield Fund Class Q	**-**	29,823
PGIM Total Return Bond Fund Class R6	**-**	9,318
PIMCO Income Fund Class A	**356**	-
PIMCO Income Fund Class A GM	**584,895**	-
PIMCO Income Fund Institutional Class	**-**	14,454
PIMCO Low Duration Income Fund Class A	**13**	-
PIMCO Low Duration Income Fund Class A GM	**257,860**	-
PIMCO Real Return Fund Class A	**93,670**	-
PIMCO Real Return Fund Class A GM	**202,910**	-
Putnam Core Equity Fund Class A	**288,823**	-
Putnam Core Equity Fund Class A GM	**1,068,622**	-
T Rowe Price Overseas Stock Fund Class I	**-**	71,586
Thornburg Limited Term Income Fund Class R6	**-**	26
Victory Trivalent International Small-Cap Fund Class A	**53,232**	-
Victory Trivalent International Small-Cap Fund Class A GM	**254,889**	-
Victory Trivalent International Small-Cap Fund Class I	**-**	59,444
Voya GNMA Income Fund Class A	**57,180**	-
Voya GNMA Income Fund Class A GM	**394,097**	-
Wells Fargo Special Mid Cap Value Fund Class A	**32,441**	-
Wells Fargo Special Mid Cap Value Fund Class A GM	**260,200**	-
Dominos Pizza Inc. common stock	**1,785,270**	3,149,204
Totals	**$ 13,610,069**	$ 17,329,475
Notes receivable from participants	**$ 606,594**	$ 670,016
Investment income	**$ (3,554,779)**	$ 2,763,244

During the years ended December 31, 2022 and 2021 the Plan's investments appreciated (depreciated) in value as follows:

	December 31,	
	2022	2021
Mutual funds	**$ (3,035,594)**	$ 1,161,989
Common stock	**(1,199,493)**	1,115,202
Totals	**$ (4,235,087)**	$ 2,277,191

Note D – Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of mutual funds and money market funds is based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stocks are based on the closing price reported on the active market where the individual securities are traded.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022 and 2021:

	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets Level 1
December 31, 2022		
Money market funds	**$ 487,567**	**$ 487,567**
Mutual funds	**11,343,442**	**11,343,442**
Common stock	**1,785,270**	**1,785,270**
Total	**$ 13,616,279**	**$ 13,616,279**
December 31, 2021		
Money market funds	$ 463,673	$ 463,673
Mutual funds	13,723,016	13,723,016
Common stock	3,149,204	3,149,204
Total	$ 17,335,893	$ 17,335,893

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2022 and 2021, are reported in net change in fair value of investments.

Note E – Income Tax Status
The Internal Revenue Service has determined and informed the company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

Note F – Related Parties
The Plan paid fees to Bank of America, N.A. as the trustee to the Plan. These transactions qualify as party-in-interest transactions. Fees paid by the Plan to Bank of America, N.A for the year ended December 31, 2022 and 2021 totaled $14,438 and $14,449, respectively.

Members of management of the Plan sponsor are participating in the Plan. However, there are no transactions with individuals within this group other than their participation in the Plan. The Plan sponsor is absorbing part of the administrative cost of the Plan.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

Note G – Plan Termination
Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants will become 100% vested in their accounts.

Note H – Risks and Uncertainties
The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note I – Reconciliation of Financial Statements to Schedule H of Form 5500
The following is a reconciliation of net assets available for benefits per the financial statements to net assets per Schedule H of Form 5500:

	December 31,	
	2022	2021
Net assets available for benefits per financial statements	**$ 14,239,379**	$ 18,089,111
Employer and employee contributions receivable	**281**	-
Accrued income	**(81)**	2,588
Loans - deemed distributed	**16,723**	13,338
Net assets per Schedule H of Form 5500	**$ 14,222,294**	$ 18,078,361

The following is a reconciliation of net increase (decrease) in Plan assets per the financial statements to net income on Schedule H of Form 5500:

	December 31, 2022
Net increase (decrease) in Plan assets per financial statements	**$ (3,849,732)**
2022 employer and employee contributions receivable	**(281)**
Change in accrued income	**(2,669)**
Change in loans - deemed distributed	**(3,385)**
Net income per Schedule H of Form 5500	**$ (3,856,067)**

Note J – Subsequent Events

Management has evaluated subsequent events through September 20, 2023 the date on which the financial statements were available to be issued.

Supplemental Information

RPM Pizza, LLC
401(k) Plan
Form 5500
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN 72-1342278, PN 001
December 31, 2022

Identity of Issue	Description of Investment	Current Value
Allspring Core Plus Bond Fund Class A	Mutual Fund, 6,756 shares	74,989
Allspring Core Plus Bond Fund Class A GM	Mutual Fund, 62,339 shares	691,959
American Century Emerging Markets Fund A Class	Mutual Fund, 4,169 shares	38,734
American Century Emerging Markets Fund A Class GM	Mutual Fund, 24,780 shares	230,204
BlackRock LifePath Index 2060 Fund K	Mutual Fund, 371 shares	5,895
BlackRock Liquidity FedFund Cash Reserve	Money market, 12,502 shares	12,502
BlackRock Liquidity Funds Fed Fund Class Institutional	Money market, 487,567 shares	487,567
BlackRock Strategic Global Bond Fund, Inc. Investor A Shares	Mutual Fund, 446 shares	2,283
BlackRock Strategic Global Bond Fund, Inc. Investor A Shares GM	Mutual Fund, 26,152 shares	133,897
Dominos Pizza Inc	Common Stock, 5,154 shares	1,785,270
DWS Enhanced Commodity Strategy Fund Class A	Mutual Fund, 9,320 shares	55,640
Eaton Vance High Income Opportunities Fund Class A	Mutual Fund, 10,190 shares	40,351
Eaton Vance High Income Opportunities Fund Class A GM	Mutual Fund, 38,175 shares	151,174
First Eagle Global Fund Class A	Mutual Fund, 76 shares	4,384
First Eagle Global Fund Class A GM	Mutual Fund, 2,255 shares	130,720
First Eagle Overseas Fund Class A	Mutual Fund, 2,457 shares	55,189
First Eagle Overseas Fund Class A GM	Mutual Fund, 27,903 shares	626,694
Franklin Equity Income Fund Class A	Mutual Fund, 4,552 share	127,813
Franklin Equity Income Fund Class A GM	Mutual Fund, 44,791 shares	1,257,730
Invesco Discovery Fund Class A	Mutual Fund, 3,328 shares	238,243
Invesco Discovery Fund Class A GM	Mutual Fund, 4,260 shares	304,936
Invesco Global Fund Class A	Mutual Fund, 934 shares	69,448
Invesco Global Fund Class A	Mutual Fund, 11,730 shares	872,392
Invesco Real Estate Fund Class A	Mutual Fund, 4,066 shares	66,769
Invesco Real Estate Fund Class A GM	Mutual Fund, 30,742 shares	504,784
iShares MSCI Total International Index Fund Class K	Mutual Fund, 13,090 shares	115,843
iShares Russell 2000 Small Cap Index Fund Class K	Mutual Fund, 2,780 shares	56,272
iShares Russell Mid-Cap Index Fund Class K	Mutual Fund, 10,205 shares	122,867
iShares S&P 500 Index Fund Class K	Mutual Fund, 705 shares	317,368
iShares U.S. Aggregate Bond Index Fund Class K	Mutual Fund, 21,919 shares	195,081
MFS Conservative Allocation R4	Mutual Fund, 19 shares	290
MFS Corporate Bond Fund Class A	Mutual Fund, 1,255 shares	14,916
MFS Growth Allocation Fund Class R4	Mutual Fund, 14 shares	284
MFS Growth Fund Class A	Mutual Fund, 125 shares	15,245
MFS Growth Fund Class A GM	Mutual Fund, 9,528 shares	1,166,263
Neuberger Berman Mid Cap Growth Fund Class A	Mutual Fund, 8,117 shares	105,597
PIMCO Income Fund Class A	Mutual Fund, 34 shares	356
PIMCO Income Fund Class A GM	Mutual Fund, 56,512 shares	584,895
PIMCO Low Duration Income Fund Class A	Mutual Fund, 2 shares	13
PIMCO Low Duration Income Fund Class A GM	Mutual Fund, 33,272 shares	257,860
PIMCO Real Return Fund Class A	Mutual Fund, 9,376 shares	93,670
PIMCO Real Return Fund Class A GM	Mutual Fund, 20,311 shares	202,910
Putnam Core Equity Fund Class A	Mutual Fund, 10,177 shares	288,823
Putnam Core Equity Fund Class A GM	Mutual Fund, 37,654 shares	1,068,622
Victory Trivalent International Small-Cap Fund Class A	Mutual Fund, 4,188 shares	53,232
Victory Trivalent International Small-Cap Fund Class A GM	Mutual Fund, 20,054 shares	254,889

RPM Pizza, LLC
401(k) Plan
Form 5500
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN 72-1342278, PN 001
December 31, 2022
(Continued)

	Identity of Issue	Description of Investment	Current Value
	Voya GNMA Income Fund Class A	Mutual Fund, 7,790 shares	57,180
	Voya GNMA Income Fund Class A GM	Mutual Fund, 53,692 shares	394,097
	Wells Fargo Special Mid Cap Value Fund Class A	Mutual Fund, 755 shares	32,441
	Wells Fargo Special Mid Cap Value Fund Class A GM	Mutual Fund, 6,057 shares	260,200
*	Participant loans	Interest rates from 4.25% to 9.00%	606,594

* Represents a party-in-interest

All investments are participant directed.

Attachment to 2022 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: RPM Pizza, LLC 401(k) Plan **EIN:72-1342278**
Plan Sponsor's Name: RPM Pizza, LLC **PN:001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	ACCRUED INCOME	ACCRUED INCOME	2,673	2,673
	DOMINOS PIZZA INC	COMMON STOCK	1,517,576	1,785,270
	LOAN FUND	LOANS	589,872	589,872
	BLACKROCK FEDFUND INSTL CL	MONEY MARKET	487,567	487,567
	BLF FEDFUND	MONEY MARKET	12,502	12,502
	ALLSPRING CORE PLUS BD FD A GM	MUTUAL FUNDS	675,990	691,959
	ALLSPRING CORE PLUS BOND FD A	MUTUAL FUNDS	75,529	74,989
	AMERICAN CENTURY EMERGING	MUTUAL FUNDS	35,384	38,734
	AMERICAN CENTURY EMERGING GM	MUTUAL FUNDS	210,481	230,204
	BLACKROCK LIFEPATH INDX 2060 K	MUTUAL FUNDS	6,509	5,895
	BLACKROCK STRATEGIC GLOBAL A	MUTUAL FUNDS	2,218	2,283
	BLACKROCK STRATEGIC GLOBL A GM	MUTUAL FUNDS	129,898	133,897
	DWS ENHANCED COMMODITY STRTG A	MUTUAL FUNDS	55,054	55,640
	EATON VANCE HIGH INCOME	MUTUAL FUNDS	40,133	40,351
	EATON VANCE HIGH INCOME GM	MUTUAL FUNDS	149,752	151,174
	FIRST EAGLE GLOBAL FD CL A	MUTUAL FUNDS	4,290	4,384
	FIRST EAGLE GLOBAL FD CL A GM	MUTUAL FUNDS	127,929	130,720
	FIRST EAGLE OVERSEAS CL A GM	MUTUAL FUNDS	596,115	626,694
	FIRST EAGLE OVERSEAS FD CL A	MUTUAL FUNDS	52,579	55,189

Attachment to 2022 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: RPM Pizza, LLC 401(k) Plan **EIN:72-1342278**
Plan Sponsor's Name: RPM Pizza, LLC **PN:001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	FRANKLIN EQUITY INC FD CL A	MUTUAL FUNDS	129,056	127,813
	FRANKLIN EQUITY INC FD CL A GM	MUTUAL FUNDS	1,270,053	1,257,729
	INVESCO DISCOVERY FUND A	MUTUAL FUNDS	253,717	238,243
	INVESCO DISCOVERY FUND A GM	MUTUAL FUNDS	322,928	304,936
	INVESCO GLOBAL FUND A	MUTUAL FUNDS	74,270	69,448
	INVESCO GLOBAL FUND A	MUTUAL FUNDS	932,494	872,392
	INVESCO REAL ESTATE FUND A	MUTUAL FUNDS	71,941	66,769
	INVESCO REAL ESTATE FUND A GM	MUTUAL FUNDS	542,621	504,784
	ISHARES MSCI TOTAL INTL IDX K	MUTUAL FUNDS	114,561	115,843
	ISHARES RUSSELL 2000 SML-CP K	MUTUAL FUNDS	62,117	56,272
	ISHARES RUSSELL MID-CAP IDX K	MUTUAL FUNDS	123,561	122,867
	ISHARES S&P 500 INDEX FD CL K	MUTUAL FUNDS	320,074	317,368
	ISHARES U.S. AGGREGATE BND K	MUTUAL FUNDS	220,334	195,081
	MFS CONSERVATIVE ALLOCATION R4	MUTUAL FUNDS	303	290
	MFS CORPORATE BOND FD A	MUTUAL FUNDS	14,400	14,916
	MFS GROWTH ALLOCATION FUND R4	MUTUAL FUNDS	302	284
	MFS GROWTH FUND CL A	MUTUAL FUNDS	15,561	15,245
	MFS GROWTH FUND CL A GM	MUTUAL FUNDS	1,189,379	1,166,262
	NEUBERGER BERMAN MID CAP A	MUTUAL FUNDS	112,390	105,597

Attachment to 2022 Form 5500
Schedule H, line 4i - Schedule of Assets (Held At End of Year)

Plan Name: RPM Pizza, LLC 401(k) Plan **EIN:72-1342278**
Plan Sponsor's Name: RPM Pizza, LLC **PN:001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	PIMCO INCOME FUND CL A	MUTUAL FUNDS	354	356
	PIMCO INCOME FUND CL A GM	MUTUAL FUNDS	579,207	584,895
	PIMCO LOW DURATION INCOM A GM	MUTUAL FUNDS	259,864	257,860
	PIMCO LOW DURATION INCOME FD A	MUTUAL FUNDS	13	13
	PIMCO REAL RET BD CL A GM	MUTUAL FUNDS	204,325	202,910
	PIMCO REAL RETURN BD FD CL A	MUTUAL FUNDS	94,350	93,670
	PUTNAM CORE EQUITY FD CL A GM	MUTUAL FUNDS	1,122,472	1,068,621
	PUTNAM CORE EQUITY FUND CL A	MUTUAL FUNDS	304,234	288,823
	VICTORY TRIVALENT INTL SMALL A	MUTUAL FUNDS	48,822	53,232
	VICTORY TRIVLENT INTL SML A GM	MUTUAL FUNDS	234,216	254,889
	VOYA GNMA INCOME FD A	MUTUAL FUNDS	56,049	57,180
	VOYA GNMA INCOME FD A GM	MUTUAL FUNDS	386,441	394,097
	WELLS FARGO SPECIAL MID A GM	MUTUAL FUNDS	270,785	260,200
	WELLS FARGO SPECIAL MID CAP A	MUTUAL FUNDS	33,865	32,441
	PENDING SETTLEMENT FUND	PENDING SETTLEMENT FUNDS	969	969
	UNINVESTED CASH	UNINVESTED CASH	0	0